



\$888,702,262

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2010-059

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 May 28, 2010.

You should read the Base Offering Circular as well as this Supplement. The securities are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

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						
AD	\$ 17,568,000	4.50%	PAC/AD	FIX	38377FVB4	February 2040
AE	2,348,000	4.50	SUP/AD	FIX	38377FVC2	February 2040
FD	79,664,000	(5)	SEQ/AD	FLT	38377FVD0	February 2040
SD	79,664,000	(5)	NTL (SEQ/AD)	INV/IO	38377FVE8	February 2040
ZD	420,000	6.50	SEQ	FIX/Z	38377FVF5	May 2040
Security Group 2						
CA	10,000,000	4.50	SUP	FIX	38377FVG3	October 2039
CB	1,381,000	4.50	SUP	FIX	38377FVH1	February 2040
CE	17,509,000	4.50	SUP	FIX	38377FVJ7	February 2040
CF	7,200,000	(5)	SUP	FLT/DLY	38377FVK4	February 2040
CG	5,461,000	4.50	SUP	FIX	38377FVL2	May 2040
CS	4,000,000	(5)	SUP	INV/DLY	38377FVM0	February 2040
CT	2,000,000	(5)	SUP	INV/DLY	38377FVN8	February 2040
CW	100,000	(5)	SUP	INV/DLY	38377FVP3	February 2040
CY	1,725,000	(5)	SUP	FLT/DLY	38377FVQ1	February 2040
FA	60,000,000	(5)	PT	FLT	38377FVR9	May 2040
PB	50,443,000	4.50	PAC I	FIX	38377FVS7	July 2039
PO(I)	15,970,000	0.00	PAC I	PO	38377FVT5	May 2040
PU(I)	81,286,000	4.50	PAC I	FIX	38377FVU2	May 2033
PV(I)	36,240,000	4.50	PAC I	FIX	38377FVV0	March 2036
PW(I)	15,970,000	(5)	NTL (PAC I)	FLT/IO/DLY	38377FVW8	May 2040
PY(I)	15,970,000	(5)	NTL (PAC I)	INV/IO/DLY	38377FVX6	May 2040
QA	6,685,000	4.50	PAC II	FIX	38377FVY4	May 2040
SA	60,000,000	(5)	NTL (PT)	INV/IO	38377FVZ1	May 2040
Security Group 3						
NA	21,868,000	4.50	SC/SCH	FIX	38377FWA5	May 2039
NB	6,075,716	4.50	SC/SUP/AD	FIX	38377FWB3	May 2039
NC	500,000	4.50	SC/SEQ/AD	FIX	38377FWC1	May 2039
NZ	5,000	4.50	SC/SEQ	FIX/Z	38377FWD9	May 2039
Security Group 4						
UO(I)	3,625,170	0.00	SC/PT	PO	38377FWE7	April 2040
Security Group 5						
FL	20,000,000	(5)	PT	FLT	38377FWF4	May 2040
SL	20,000,000	(5)	NTL (PT)	INV/IO	38377FWG2	May 2040
Security Group 6						
TB	4,320,945	4.00	SC/SEQ	FIX	38377FWH0	October 2032
TL(I)	50,328,000	4.00	SC/SEQ	FIX	38377FWJ6	October 2032
Security Group 7						
FM	22,000,000	(5)	PT	FLT	38377FWK3	May 2040
SM	22,000,000	(5)	NTL (PT)	INV/IO	38377FWL1	May 2040
Security Group 8						
LB	61,477,000	4.50	PAC I	FIX	38377FWM9	October 2039
LE(I)	122,418,000	4.50	PAC I	FIX	38377FWN7	February 2036
LF	5,142,857	(5)	SUP	FLT/DLY	38377FWP2	October 2039
LG	11,176,000	4.50	PAC II	FIX	38377FWQ0	February 2040
LH	5,422,000	4.50	PAC II	FIX	38377FWR8	May 2040
LJ	30,146,000	4.50	SUP	FIX	38377FWS6	October 2039
LM	4,167,667	4.50	SUP	FIX	38377FWT4	December 2039
LN	2,632,211	4.75	SUP	FIX	38377FWU1	February 2040
LO(I)	438,701	0.00	SUP	PO	38377FWV9	May 2040
LP	5,264,421	4.75	SUP	FIX	38377FWW7	May 2040
LT	4,000,000	4.50	PAC III/AD	FIX	38377FWX5	May 2040
LV	2,000,000	(5)	SUP	INV/DLY	38377FWY3	October 2039
LW	857,143	(5)	SUP	INV/DLY	38377FWZ0	October 2039
LZ	1,000	4.50	PAC III	FIX/Z	38377FXA4	May 2040
OI(I)	12,340,000	(5)	NTL (PAC I)	INV/IO/DLY	38377FXB2	May 2040
OJ(I)	12,340,000	(5)	NTL (PAC I)	FLT/IO/DLY	38377FXC0	May 2040
OL(I)	12,340,000	0.00	PAC I	PO	38377FXD8	May 2040
PI	1,163,000	4.50	PAC III/AD	FIX	38377FXE6	May 2040
PR	4,354,000	4.50	PAC III/AD	FIX	38377FXF3	April 2040
Security Group 9						
KA	25,000,000	4.50	SEQ/AD	FIX	38377FXG1	September 2033
KZ(I)	4,061,319	4.50	SEQ	FIX/Z	38377FXH9	May 2040
Security Group 10						
ZB(I)	3,849,444	4.50	SC/PT	FIX/Z	38377FXJ5	April 2040
Security Group 11						
HA	50,000,000	4.50	SEQ/AD	FIX	38377FXK2	April 2036
HZ	4,068,668	4.50	SEQ	FIX/Z	38377FXL0	May 2040
Residual						
RR	0	0.00	NPR	NPR	38377FXM8	May 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 3, 4, 6 and 10 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

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

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: Citigroup Global Markets Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 28, 2010

Distribution Dates: For the Group 1, 2, 4, 5, 8, 9 and 10 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2010. For the Group 3, 6, 7 and 11 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 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	6.5%	30
2	Ginnie Mae II	5.0%	30
3	Underlying Certificate	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Ginnie Mae II	6.5%	30
6	Underlying Certificate	(1)	(1)
7	Ginnie Mae I	6.5%	30
8	Ginnie Mae II	4.5%	30
9	Ginnie Mae II	4.5%	30
10	Underlying Certificate	(1)	(1)
11	Ginnie Mae I	4.5%	30

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 4, 8, 9 and 10, 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, 2, 5, 7, 8, 9 and 11 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			
\$100,000,000	338	19	6.873%
Group 2 Trust Assets			
\$130,000,000	358	2	5.289%
<u>170,000,000</u>	359	1	5.289%
<u>\$300,000,000</u>			
Group 5 Trust Assets			
\$ 20,000,000	338	19	6.873%
Group 7 Trust Assets			
\$ 22,000,000	258	91	7.000%
Group 8 Trust Assets			
\$273,000,000	349	9	4.914%
Group 9 Trust Assets			
\$ 29,061,319	356	3	4.900%
Group 11 Trust Assets			
\$ 54,068,668	342	15	5.000%

¹ As of May 1, 2010.

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

³ The Mortgage Loans underlying the Group 1, 2, 5, 8 and 9 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 5, 8 and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 5, 7, 8, 9 and 11 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 Trusts.

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:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
CF	LIBOR + 1.00%	1.26063000%	1.00%	7.00000000%	19	0.00%
CS.	10.80% – (LIBOR x 1.80)	10.33086600%	0.00%	10.80000000%	19	6.00%
CT	6.90% – (LIBOR x 0.75)	6.70452750%	3.00%	6.90000000%	19	5.20%
CW	11.70% – (LIBOR x 2.25)	11.11358250%	0.00%	11.70000000%	19	5.20%
CY	LIBOR + 1.30%	1.56063000%	1.30%	6.50000000%	19	0.00%
FA.	LIBOR + 0.50%	0.76063000%	0.50%	7.00000000%	0	0.00%
FD	LIBOR + 0.32%	0.57750000%	0.32%	7.00000000%	0	0.00%
FL	LIBOR + 0.50%	0.72875000%	0.50%	6.50000000%	0	0.00%
FM	LIBOR + 0.50%	0.72875000%	0.50%	6.50000000%	0	0.00%
LF	LIBOR + 1.00%	1.28000000%	1.00%	7.00000000%	19	0.00%
LV.	12.21428495% – (LIBOR x 2.57142834)	11.49428501%	0.00%	12.21428495%	19	4.75%
LW	36.00% – (LIBOR x 6.00)	7.50000000%	0.00%	7.50000000%	19	6.00%
OI.	166.50% – (LIBOR x 18.00)	4.50000000%	0.00%	4.50000000%	19	9.25%
OJ.	(LIBOR x 18.00) – 162.00%	0.00000000%	0.00%	4.50000000%	19	9.00%
PW	(LIBOR x 18.00) – 144.00%	0.00000000%	0.00%	4.50000000%	19	8.00%
PY	148.50% – (LIBOR x 18.00)	4.50000000%	0.00%	4.50000000%	19	8.25%
SA	6.50% – LIBOR	6.23937000%	0.00%	6.50000000%	0	6.50%
SD	6.68% – LIBOR	6.42250000%	0.00%	6.68000000%	0	6.68%
SL	6.00% – LIBOR	5.77125000%	0.00%	6.00000000%	0	6.00%
SM	6.00% – LIBOR	5.77125000%	0.00%	6.00000000%	0	6.00%

(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 and the ZD Accrual Amount will be allocated in the following order of priority:

1. Concurrently, as follows:
 - a. 80% to FD, until retired
 - b. 20% in the following order of priority:
 - i. To AD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To AE, until retired
 - iii. To AD, without regard to its Scheduled Principal Balance, until retired
2. To ZD, until retired

SECURITY GROUP 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the "Group 2 Adjusted Principal Distribution Amount") will be allocated, concurrently, as follows:

1. 20% to FA, until retired
2. 80% in the following order of priority:
 - a. Sequentially, to PU, PV, PB and PO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To QA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, as follows:
 - i. 25.9159740408%, sequentially, to CA and CB, in that order, until retired
 - ii. 74.0840259592%, concurrently, to CE, CF, CS, CT, CW and CY, pro rata, until retired
 - d. To CG, until retired
 - e. To QA, without regard to its Scheduled Principal Balance, until retired
 - f. Sequentially, to PU, PV, PB and PO, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- The NZ Accrual Amount in the following order of priority:
 1. Concurrently, to NB and NC, pro rata, until retired
 2. To NZ, until retired
- The Group 3 Principal Distribution Amount in the following order of priority:
 1. To NA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To NB, until retired

3. To NA, without regard to its Scheduled Principal Balance, until retired
4. Sequentially, to NC and NZ, in that order, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, sequentially, to TL and TB, in that order, until retired

SECURITY GROUP 7

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

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the LZ Accrual Amount will be allocated as follows:

- The LZ Accrual Amount in the following order of priority:
 1. Concurrently, as follows:
 - a. 42.0300514868% to LT, until retired
 - b. 57.9699485132% sequentially, to PR and PJ, in that order, until retired
 2. To LZ, until retired
- The Group 8 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to LE, LB and OL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to LG and LH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. To the PAC III Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, as follows:
 - i. 42.0300514868% to LT, until retired
 - ii. 57.9699485132% sequentially, to PR and PJ, in that order, until retired
 - b. To LZ, until retired
 4. Concurrently, to LF, LJ, LV and LW, pro rata, until retired
 5. To LM, until retired
 6. Concurrently, as follows:
 - a. 94.7368509452% sequentially, to LN and LP, in that order, until retired

b. 5.2631490548% to LO, until retired

7. To the PAC III Classes, in the same manner and priority described in step 3 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

8. Sequentially, to LG and LH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

9. Sequentially, to LE, LB and OL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount and the KZ Accrual Amount will be allocated, sequentially, to KA and KZ, in that order, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount will be allocated to ZB, until retired

SECURITY GROUP 11

The Group 11 Principal Distribution Amount and the HZ Accrual Amount will be allocated, sequentially, to HA and HZ, 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:

<u>Class</u>	<u>Structuring Ranges</u>
PAC Class	
AD	340% PSA through 450% PSA
PAC I Classes	
PB, PO, PU and PV (in the aggregate)	120% PSA through 250% PSA
LB, LE and OL (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
QA	135% PSA through 250% PSA
LG and LH (in the aggregate)	118% PSA through 225% PSA
PAC III Classes	
LT, LZ, PJ and PR (in the aggregate)	130% PSA through 225% PSA
Scheduled Class	
NA*	229% PSA through 250% PSA

* No initial Effective Range.

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and, with respect to Accrual Classes other than Class ZB, will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." Principal will be distributed to Class ZB when received as principal from the related Underlying Certificates, as set forth in this Terms Sheet under "Allocation of Principal." With respect to Security Group 10, 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 such 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 such 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 its 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>
LI	\$54,408,000	44.444444444444% of LE (PAC I Class)
OI.	12,340,000	100% of OL (PAC I Class)
OJ.	12,340,000	100% of OL (PAC I Class)
PI	58,763,000	50% of PU and PV (in the aggregate) (PAC I Classes)
PW	15,970,000	100% of PO (PAC I Class)
PY	15,970,000	100% of PO (PAC I Class)
SA.	60,000,000	100% of FA (PT Class)
SD	79,664,000	100% of FD (SEQ/AD Class)
SL	20,000,000	100% of FL (PT Class)
SM	22,000,000	100% of FM (PT Class)
TI	25,164,000	50% of TL (SC/SEQ Class)
UI	40,643,000	50% of PU (PAC I Class)
VI	18,120,000	50% of PV (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.

RISK FACTORS

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

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

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

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

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

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

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

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

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

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

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 3, 4, 6 and 10 securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure documents, the underlying certificates included in trust asset groups 4 and 10 are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over such underlying certificates. In addition, the underlying certificates included in trust asset groups 3 and 4 are classes that provide support to other classes and they are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, these underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlement of the underlying certificate included in trust asset group 3 on any distribution date is calculated on the basis of schedules; no assurance can be given that such 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 certificates have adhered to any applicable principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

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 3, 4, 6 and 10 securities and, in particular, the support, interest only, principal 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 Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2, 5, 7, 8, 9 and 11)

The Trust MBS Group 7 and 11 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 Trust MBS Group 1, 2, 5, 8 and 9 Trust Assets are either:

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

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

The Underlying Certificates (Groups 3, 4, 6 and 10)

The Group 3, 4, 6 and 10 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

Each Underlying Certificate provides for monthly distributions and is further described in the 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, 5, 7, 8, 9 and 11 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, 2, 5, 7, 8, 9 and 11 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). *See “The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 5, 8 and 9 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 5, 8 and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small

differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs.

Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See “*Description of the Securities — Distributions*” and “*— Method of Distributions*” in the Base Offering Circular.

Interest Distributions

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

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

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes and Delay Classes	The calendar month preceding the related Distribution Date
Group 7 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 1, 2 and 5 Floating Rate and Inverse Floating Rate Classes other than Delay 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 Classes

Each of Class HZ, KZ, LZ, NZ, ZB and ZD is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class,

determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities (and any addition to the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

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

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

Termination

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 2, 3, 4, 5 and 7, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 2, 3, 4, 5 and 7, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other

subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-059. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 3, 4, 6 and 10 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 3, 4, 6 and 10 securities” in this Supplement.

Accretion Directed Classes

Classes AD, AE, FD, HA, KA, LT, NB, NC, PJ and PR are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Class SD is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class FD.

Each of Classes AD, AE, FD, HA, KA, LT, NB, NC, PJ and PR has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although Classes AD, AE, FD, HA, KA, LT, NB, NC, PJ and PR are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their effective ranges, if applicable.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes.

Securities that Receive Principal on the Basis of Schedules

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

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

PAC Class	<u>Initial Effective Range</u>
AD	340% PSA through 450% PSA
PAC I Classes	<u>Initial Effective Ranges</u>
PB, PO, PU and PV (in the aggregate)	120% PSA through 250% PSA
LB, LE and OL (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	<u>Initial Effective Ranges</u>
QA	135% PSA through 267% PSA
LG and LH (in the aggregate)	118% PSA through 225% PSA
PAC III Classes	<u>Initial Effective Range</u>
LT, LZ, PJ and PR (in the aggregate)	130% PSA through 225% PSA

Scheduled Class

Initial Effective Range

NA

*

* No initial Effective Range.

- The principal payment stability of the PAC Class will be supported by the related Support Class.
- The principal payment stability of the PAC I Classes will be supported by the related PAC II, PAC III (in the case of Security Group 8) and Support Classes.
- The principal payment stability of the PAC II Classes will be supported by the related PAC III (in the case of Security Group 8) and Support Classes.
- The principal payment stability of the PAC III Classes will be supported by the related Support Classes.
- The principal payment stability of the Scheduled Class will be supported by the related Support Class.

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

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

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

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 2, 5, 7, 8, 9 and 11 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 5, 7, 8, 9 and 11 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 1, 2, 5, 8 and 9 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 3, 6, 7 and 11 Securities are always received on the 16th day of the month, and distributions on the Group 1, 2, 4, 5, 8, 9 and 10 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in June 2010.

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

5. The Closing Date for the Securities is May 28, 2010.

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

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

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Class AD					Class AE					Classes FD and SD					Class ZD				
	0%	340%	400%	450%	800%	0%	340%	400%	450%	800%	0%	340%	400%	450%	800%	0%	340%	400%	450%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	99	79	79	79	66	100	100	74	52	0	99	82	79	76	58	107	107	107	107	107
May 2012	98	59	59	59	34	100	100	55	20	0	98	64	59	55	30	114	114	114	114	114
May 2013	97	43	43	43	17	100	99	47	7	0	97	50	44	39	15	121	121	121	121	121
May 2014	96	31	31	31	8	100	99	44	4	0	96	39	33	28	7	130	130	130	130	130
May 2015	94	22	22	22	4	100	93	41	4	0	95	30	24	20	3	138	138	138	138	138
May 2016	93	15	15	15	2	100	85	36	3	0	94	24	18	14	1	148	148	148	148	148
May 2017	91	11	11	11	0	100	75	31	3	0	92	18	13	10	0	157	157	157	157	157
May 2018	89	7	7	7	0	100	64	26	3	0	91	14	10	7	0	168	168	168	168	127
May 2019	88	5	5	5	0	100	54	22	2	0	89	11	7	5	0	179	179	179	179	64
May 2020	86	3	3	3	0	100	45	17	2	0	87	8	5	3	0	191	191	191	191	33
May 2021	83	2	2	2	0	100	37	14	1	0	85	6	3	2	0	204	204	204	204	16
May 2022	81	1	1	1	0	100	30	11	1	0	83	4	2	1	0	218	218	218	218	8
May 2023	79	0	0	0	0	100	24	8	0	0	81	3	1	0	0	232	232	232	232	4
May 2024	76	0	0	0	0	100	17	5	0	0	79	2	1	0	0	248	248	248	223	2
May 2025	73	0	0	0	0	100	11	1	0	0	76	1	0	0	0	264	264	264	156	1
May 2026	70	0	0	0	0	100	5	0	0	0	73	1	0	0	0	282	282	204	108	1
May 2027	66	0	0	0	0	100	1	0	0	0	70	0	0	0	0	301	301	147	75	0
May 2028	62	0	0	0	0	100	0	0	0	0	67	0	0	0	0	321	239	105	51	0
May 2029	58	0	0	0	0	100	0	0	0	0	63	0	0	0	0	343	177	74	35	0
May 2030	54	0	0	0	0	100	0	0	0	0	59	0	0	0	0	366	129	52	23	0
May 2031	49	0	0	0	0	100	0	0	0	0	55	0	0	0	0	390	93	36	15	0
May 2032	44	0	0	0	0	100	0	0	0	0	50	0	0	0	0	416	66	24	10	0
May 2033	38	0	0	0	0	100	0	0	0	0	45	0	0	0	0	444	45	16	6	0
May 2034	32	0	0	0	0	100	0	0	0	0	40	0	0	0	0	474	30	10	4	0
May 2035	25	0	0	0	0	100	0	0	0	0	34	0	0	0	0	506	19	6	2	0
May 2036	18	0	0	0	0	100	0	0	0	0	28	0	0	0	0	539	11	3	1	0
May 2037	11	0	0	0	0	100	0	0	0	0	21	0	0	0	0	576	5	1	0	0
May 2038	2	0	0	0	0	100	0	0	0	0	14	0	0	0	0	614	1	0	0	0
May 2039	0	0	0	0	0	48	0	0	0	0	6	0	0	0	0	655	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	19.0	3.3	3.3	3.3	1.8	29.0	9.9	4.8	1.5	0.3	20.2	4.1	3.5	3.1	1.6	29.9	20.2	18.1	16.4	9.1

Security Group 2 PSA Prepayment Assumption Rates																				
Distribution Date	Class CA					Class CB					Classes CE, CF, CS, CT, CW and CY					Class CG				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	94	89	74	100	100	100	100	100	100	100	100	94	90	77	100	100	100	100
May 2012	100	100	79	63	16	100	100	100	100	100	100	100	100	81	67	26	100	100	100	100
May 2013	100	100	61	32	0	100	100	100	100	0	100	100	65	40	0	100	100	100	100	0
May 2014	100	100	47	9	0	100	100	100	100	0	100	100	53	20	0	100	100	100	100	0
May 2015	100	100	36	0	0	100	100	100	48	0	100	100	44	6	0	100	100	100	100	0
May 2016	100	100	29	0	0	100	100	100	0	0	100	100	37	0	0	100	100	100	71	0
May 2017	100	100	23	0	0	100	100	100	0	0	100	100	32	0	0	100	100	100	21	0
May 2018	100	100	19	0	0	100	100	100	0	0	100	100	29	0	0	100	100	100	1	0
May 2019	100	100	18	0	0	100	100	100	0	0	100	100	28	0	0	100	100	100	0	0
May 2020	100	100	15	0	0	100	100	100	0	0	100	100	26	0	0	100	100	100	0	0
May 2021	100	100	13	0	0	100	100	100	0	0	100	100	23	0	0	100	100	100	0	0
May 2022	100	100	9	0	0	100	100	100	0	0	100	100	20	0	0	100	100	100	0	0
May 2023	100	95	6	0	0	100	100	100	0	0	100	96	18	0	0	100	100	100	0	0
May 2024	100	87	3	0	0	100	100	100	0	0	100	88	15	0	0	100	100	100	0	0
May 2025	100	78	0	0	0	100	100	97	0	0	100	81	12	0	0	100	100	100	0	0
May 2026	100	70	0	0	0	100	100	75	0	0	100	73	9	0	0	100	100	100	0	0
May 2027	100	61	0	0	0	100	100	53	0	0	100	65	6	0	0	100	100	100	0	0
May 2028	100	52	0	0	0	100	100	33	0	0	100	58	4	0	0	100	100	100	0	0
May 2029	100	43	0	0	0	100	100	14	0	0	100	50	2	0	0	100	100	100	0	0
May 2030	100	35	0	0	0	100	100	0	0	0	100	43	0	0	0	100	100	97	0	0
May 2031	100	27	0	0	0	100	100	0	0	0	100	36	0	0	0	100	100	81	0	0
May 2032	100	19	0	0	0	100	100	0	0	0	100	29	0	0	0	100	100	67	0	0
May 2033	100	12	0	0	0	100	100	0	0	0	100	22	0	0	0	100	100	55	0	0
May 2034	100	5	0	0	0	100	100	0	0	0	100	16	0	0	0	100	100	43	0	0
May 2035	100	0	0	0	0	100	87	0	0	0	100	11	0	0	0	100	100	33	0	0
May 2036	100	0	0	0	0	100	43	0	0	0	100	5	0	0	0	100	100	25	0	0
May 2037	99	0	0	0	0	100	1	0	0	0	99	0	0	0	0	100	100	17	0	0
May 2038	59	0	0	0	0	100	0	0	0	0	64	0	0	0	0	100	64	10	0	0
May 2039	17	0	0	0	0	100	0	0	0	0	27	0	0	0	0	100	29	4	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	28.2	18.3	5.0	2.4	1.4	29.6	25.9	17.2	5.0	2.3	28.4	19.3	6.5	2.7	1.5	29.9	28.4	23.8	6.5	2.5

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes FA and SA					Classes PA, PD, PE, PG, PH, PI, PK, PL, PM, PN, PT and PX					Class PB					Classes PC, PO, PW and PY					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	99	97	95	95	92	98	93	93	93	93	100	100	100	100	100	100	100	100	100	100	100
May 2012	98	91	87	84	76	95	81	81	81	81	100	100	100	100	100	100	100	100	100	100	100
May 2013	96	83	75	70	58	93	65	65	65	61	100	100	100	100	100	100	100	100	100	100	100
May 2014	95	76	65	59	43	90	50	50	50	31	100	100	100	100	100	100	100	100	100	100	100
May 2015	94	69	56	49	32	87	36	36	36	9	100	100	100	100	100	100	100	100	100	100	100
May 2016	92	63	48	41	24	84	24	24	24	0	100	100	100	100	82	100	100	100	100	100	100
May 2017	90	57	42	34	18	80	12	12	12	0	100	100	100	100	53	100	100	100	100	100	100
May 2018	89	52	36	28	13	77	1	1	1	0	100	100	100	100	31	100	100	100	100	100	100
May 2019	87	47	31	23	10	73	0	0	0	0	100	80	80	80	15	100	100	100	100	100	100
May 2020	85	42	26	19	7	69	0	0	0	0	100	60	60	60	3	100	100	100	100	100	100
May 2021	83	38	22	16	5	65	0	0	0	0	100	44	44	44	0	100	100	100	100	100	80
May 2022	80	34	19	13	4	60	0	0	0	0	100	31	31	31	0	100	100	100	100	100	59
May 2023	78	31	16	11	3	55	0	0	0	0	100	20	20	20	0	100	100	100	100	100	43
May 2024	75	27	14	9	2	50	0	0	0	0	100	10	10	10	0	100	100	100	100	100	32
May 2025	73	24	12	7	2	44	0	0	0	0	100	3	3	3	0	100	100	100	100	100	23
May 2026	70	22	10	6	1	38	0	0	0	0	100	0	0	0	0	100	88	88	88	88	17
May 2027	66	19	8	5	1	31	0	0	0	0	100	0	0	0	0	100	71	71	71	71	12
May 2028	63	17	7	4	1	25	0	0	0	0	100	0	0	0	0	100	57	57	57	57	9
May 2029	59	14	6	3	0	17	0	0	0	0	100	0	0	0	0	100	45	45	45	45	6
May 2030	56	12	5	2	0	9	0	0	0	0	100	0	0	0	0	100	36	36	36	36	4
May 2031	52	11	4	2	0	1	0	0	0	0	100	0	0	0	0	100	28	28	28	28	3
May 2032	47	9	3	1	0	0	0	0	0	0	82	0	0	0	0	100	22	22	22	22	2
May 2033	43	7	2	1	0	0	0	0	0	0	60	0	0	0	0	100	16	16	16	16	1
May 2034	38	6	2	1	0	0	0	0	0	0	36	0	0	0	0	100	12	12	12	12	1
May 2035	32	5	1	1	0	0	0	0	0	0	11	0	0	0	0	100	9	9	9	9	1
May 2036	27	4	1	0	0	0	0	0	0	0	0	0	0	0	0	50	6	6	6	6	0
May 2037	21	3	1	0	0	0	0	0	0	0	0	0	0	0	0	4	4	4	4	4	0
May 2038	14	2	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	2	0
May 2039	7	1	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	19.6	10.1	7.5	6.4	4.4	12.9	4.1	4.1	4.1	3.3	23.4	11.0	11.0	11.0	7.4	26.1	19.5	19.5	19.5	13.5	

PSA Prepayment Assumption Rates

Distribution Date	Classes PU, UA, UB, UC, UD, UE, UG, UH, UI, UJ, UK and UL					Classes PV, VA, VB, VC, VD, VE, VG, VH, VI, VJ, VK and VL					Class QA				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	97	90	90	90	90	100	100	100	100	100	100	100	100	92	92
May 2012	93	73	73	73	73	100	100	100	100	100	100	100	72	72	72
May 2013	89	50	50	50	44	100	100	100	100	100	100	100	46	46	0
May 2014	85	28	28	28	1	100	100	100	100	100	100	100	25	25	0
May 2015	81	8	8	8	0	100	100	100	100	29	100	100	8	8	0
May 2016	77	0	0	0	0	100	77	77	77	0	100	100	0	0	0
May 2017	72	0	0	0	0	100	39	39	39	0	100	100	0	0	0
May 2018	67	0	0	0	0	100	4	4	4	0	100	100	0	0	0
May 2019	61	0	0	0	0	100	0	0	0	0	100	96	0	0	0
May 2020	55	0	0	0	0	100	0	0	0	0	100	79	0	0	0
May 2021	49	0	0	0	0	100	0	0	0	0	100	51	0	0	0
May 2022	42	0	0	0	0	100	0	0	0	0	100	14	0	0	0
May 2023	35	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2024	27	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2025	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2026	10	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2027	1	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2028	0	0	0	0	0	80	0	0	0	0	100	0	0	0	0
May 2029	0	0	0	0	0	56	0	0	0	0	100	0	0	0	0
May 2030	0	0	0	0	0	31	0	0	0	0	100	0	0	0	0
May 2031	0	0	0	0	0	4	0	0	0	0	100	0	0	0	0
May 2032	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	10.1	3.0	3.0	3.0	2.6	19.2	6.7	6.7	6.7	4.7	26.8	10.9	2.9	2.9	2.3

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class NA					Class NB					Class NC					Class NZ				
	0%	100%	250%	350%	500%	0%	100%	250%	350%	500%	0%	100%	250%	350%	500%	0%	100%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	93	93	88	88	88	100	100	100	100	100	100	100	100	100	100	105	105	105	105	105
May 2012	87	87	73	70	0	100	100	100	0	0	100	100	100	100	0	109	109	109	109	0
May 2013	80	80	61	0	0	100	100	100	0	0	100	100	100	0	0	114	114	114	0	0
May 2014	72	72	50	0	0	100	100	24	0	0	100	100	100	0	0	120	120	120	0	0
May 2015	64	64	30	0	0	100	100	0	0	0	100	100	100	0	0	125	125	125	0	0
May 2016	56	56	14	0	0	100	100	0	0	0	100	100	100	0	0	131	131	131	0	0
May 2017	48	48	6	0	0	100	100	0	0	0	100	100	100	0	0	137	137	137	0	0
May 2018	39	39	4	0	0	100	100	0	0	0	100	100	100	0	0	143	143	143	0	0
May 2019	29	29	3	0	0	100	100	0	0	0	100	100	100	0	0	150	150	150	0	0
May 2020	20	19	2	0	0	100	100	0	0	0	100	100	100	0	0	157	157	157	0	0
May 2021	10	10	1	0	0	100	100	0	0	0	100	100	100	0	0	164	164	164	0	0
May 2022	5	5	0	0	0	100	100	0	0	0	100	100	99	0	0	171	171	171	0	0
May 2023	2	2	0	0	0	91	91	0	0	0	100	100	92	0	0	179	179	179	0	0
May 2024	2	2	0	0	0	73	73	0	0	0	100	100	73	0	0	188	188	188	0	0
May 2025	1	1	0	0	0	56	56	0	0	0	100	100	58	0	0	196	196	196	0	0
May 2026	1	1	0	0	0	39	39	0	0	0	100	100	46	0	0	205	205	205	0	0
May 2027	1	1	0	0	0	23	23	0	0	0	100	100	35	0	0	215	215	215	0	0
May 2028	1	1	0	0	0	9	9	0	0	0	100	100	27	0	0	224	224	224	0	0
May 2029	0	0	0	0	0	0	0	0	0	0	64	64	20	0	0	235	235	235	0	0
May 2030	0	0	0	0	0	0	0	0	0	0	0	0	14	0	0	0	0	246	0	0
May 2031	0	0	0	0	0	0	0	0	0	0	0	0	10	0	0	0	0	257	0	0
May 2032	0	0	0	0	0	0	0	0	0	0	0	0	6	0	0	0	0	269	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	281	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	294	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	187	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	49	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	6.6	6.6	3.8	2.0	1.3	15.4	15.4	3.7	1.8	1.1	19.1	19.1	16.3	2.9	1.7	19.4	19.4	25.3	2.9	1.7

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class UO				
	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100
May 2011	100	100	100	100	100
May 2012	100	100	100	100	69
May 2013	100	100	100	62	0
May 2014	100	100	100	1	0
May 2015	100	100	100	0	0
May 2016	100	100	100	0	0
May 2017	100	100	100	0	0
May 2018	100	100	100	0	0
May 2019	100	100	100	0	0
May 2020	100	100	100	0	0
May 2021	100	100	99	0	0
May 2022	100	100	93	0	0
May 2023	100	100	87	0	0
May 2024	100	100	80	0	0
May 2025	100	100	72	0	0
May 2026	100	100	64	0	0
May 2027	100	100	56	0	0
May 2028	100	100	49	0	0
May 2029	100	100	43	0	0
May 2030	100	100	37	0	0
May 2031	100	100	32	0	0
May 2032	100	100	27	0	0
May 2033	100	100	23	0	0
May 2034	100	100	19	0	0
May 2035	100	85	15	0	0
May 2036	100	64	11	0	0
May 2037	100	43	7	0	0
May 2038	100	24	4	0	0
May 2039	41	7	1	0	0
May 2040	0	0	0	0	0
Weighted Average					
Life (years)	29.0	26.8	18.7	3.2	2.1

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes FL and SL				
	0%	250%	500%	750%	1,000%
Initial Percent	100	100	100	100	100
May 2011	99	86	74	61	48
May 2012	98	72	51	33	19
May 2013	97	61	35	18	7
May 2014	96	51	24	10	3
May 2015	95	42	17	5	1
May 2016	94	35	11	3	0
May 2017	92	29	8	2	0
May 2018	91	25	5	1	0
May 2019	89	20	4	0	0
May 2020	88	17	3	0	0
May 2021	86	14	2	0	0
May 2022	84	11	1	0	0
May 2023	82	9	1	0	0
May 2024	79	8	1	0	0
May 2025	77	6	0	0	0
May 2026	74	5	0	0	0
May 2027	71	4	0	0	0
May 2028	68	3	0	0	0
May 2029	64	3	0	0	0
May 2030	60	2	0	0	0
May 2031	56	2	0	0	0
May 2032	52	1	0	0	0
May 2033	47	1	0	0	0
May 2034	42	1	0	0	0
May 2035	36	0	0	0	0
May 2036	30	0	0	0	0
May 2037	23	0	0	0	0
May 2038	16	0	0	0	0
May 2039	8	0	0	0	0
May 2040	0	0	0	0	0
Weighted Average					
Life (years)	20.5	5.6	2.9	1.8	1.3

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Classes TA, TC, TD, TE, TG, TH, TI, TJ, TK and TL					Class TB				
	0%	100%	246%	350%	500%	0%	100%	246%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2011	97	91	81	74	64	100	100	100	100	100
May 2012	94	78	56	42	22	100	100	100	100	100
May 2013	91	67	35	16	0	100	100	100	100	8
May 2014	88	56	17	0	0	100	100	100	49	0
May 2015	85	45	2	0	0	100	100	100	0	0
May 2016	81	36	0	0	0	100	100	0	0	0
May 2017	77	27	0	0	0	100	100	0	0	0
May 2018	73	18	0	0	0	100	100	0	0	0
May 2019	69	10	0	0	0	100	100	0	0	0
May 2020	65	3	0	0	0	100	100	0	0	0
May 2021	60	0	0	0	0	100	51	0	0	0
May 2022	56	0	0	0	0	100	0	0	0	0
May 2023	50	0	0	0	0	100	0	0	0	0
May 2024	45	0	0	0	0	100	0	0	0	0
May 2025	40	0	0	0	0	100	0	0	0	0
May 2026	34	0	0	0	0	100	0	0	0	0
May 2027	28	0	0	0	0	100	0	0	0	0
May 2028	21	0	0	0	0	100	0	0	0	0
May 2029	14	0	0	0	0	100	0	0	0	0
May 2030	7	0	0	0	0	100	0	0	0	0
May 2031	0	0	0	0	0	95	0	0	0	0
May 2032	0	0	0	0	0	3	0	0	0	0
May 2033	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	12.3	4.8	2.4	1.8	1.3	21.5	11.0	5.5	4.0	2.9

**Security Group 7
PSA Prepayment Assumption Rates**

Distribution Date	Classes FM and SM				
	0%	250%	523%	750%	1,100%
Initial Percent	100	100	100	100	100
May 2011	99	83	67	54	33
May 2012	98	69	45	29	11
May 2013	97	57	30	16	4
May 2014	95	47	20	8	1
May 2015	94	39	13	4	0
May 2016	93	32	9	2	0
May 2017	91	26	6	1	0
May 2018	89	21	4	1	0
May 2019	88	17	3	0	0
May 2020	86	14	2	0	0
May 2021	84	11	1	0	0
May 2022	82	9	1	0	0
May 2023	79	7	0	0	0
May 2024	77	5	0	0	0
May 2025	74	4	0	0	0
May 2026	71	3	0	0	0
May 2027	68	2	0	0	0
May 2028	65	1	0	0	0
May 2029	61	1	0	0	0
May 2030	57	0	0	0	0
May 2031	53	0	0	0	0
May 2032	49	0	0	0	0
May 2033	44	0	0	0	0
May 2034	39	0	0	0	0
May 2035	34	0	0	0	0
May 2036	28	0	0	0	0
May 2037	22	0	0	0	0
May 2038	15	0	0	0	0
May 2039	8	0	0	0	0
May 2040	0	0	0	0	0
Weighted Average Life (years)	19.9	5.0	2.5	1.6	0.9

**Security Group 8
PSA Prepayment Assumption Rates**

Distribution Date	Classes JL, JM, JN, JP, JT, JU, JV, LD, LE and LI					Class LB					Classes LF, LJ, LV and LW					Class LG				
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	97	90	90	90	90	100	100	100	100	100	100	100	89	74	41	100	100	87	87	87
May 2012	94	75	75	75	75	100	100	100	100	100	100	100	72	35	0	100	100	65	65	65
May 2013	91	60	60	60	50	100	100	100	100	100	100	100	58	2	0	100	100	45	45	0
May 2014	88	45	45	45	22	100	100	100	100	100	100	100	46	0	0	100	100	29	29	0
May 2015	85	32	32	32	1	100	100	100	100	100	100	100	38	0	0	100	100	16	16	0
May 2016	81	19	19	19	0	100	100	100	100	71	100	100	33	0	0	100	100	6	0	0
May 2017	77	8	8	8	0	100	100	100	100	47	100	100	29	0	0	100	100	0	0	0
May 2018	73	0	0	0	0	100	93	93	93	30	100	100	28	0	0	100	100	0	0	0
May 2019	68	0	0	0	0	100	74	74	74	17	100	100	26	0	0	100	95	0	0	0
May 2020	64	0	0	0	0	100	57	57	57	7	100	100	24	0	0	100	80	0	0	0
May 2021	59	0	0	0	0	100	43	43	43	0	100	100	21	0	0	100	57	0	0	0
May 2022	53	0	0	0	0	100	32	32	32	0	100	100	18	0	0	100	27	0	0	0
May 2023	48	0	0	0	0	100	22	22	22	0	100	100	14	0	0	100	0	0	0	0
May 2024	42	0	0	0	0	100	15	15	15	0	100	100	11	0	0	100	0	0	0	0
May 2025	35	0	0	0	0	100	8	8	8	0	100	100	7	0	0	100	0	0	0	0
May 2026	29	0	0	0	0	100	3	3	3	0	100	99	4	0	0	100	0	0	0	0
May 2027	22	0	0	0	0	100	0	0	0	0	100	89	1	0	0	100	0	0	0	0
May 2028	14	0	0	0	0	100	0	0	0	0	100	78	0	0	0	100	0	0	0	0
May 2029	6	0	0	0	0	100	0	0	0	0	100	66	0	0	0	100	0	0	0	0
May 2030	0	0	0	0	0	95	0	0	0	0	100	55	0	0	0	100	0	0	0	0
May 2031	0	0	0	0	0	77	0	0	0	0	100	43	0	0	0	100	0	0	0	0
May 2032	0	0	0	0	0	58	0	0	0	0	100	32	0	0	0	100	0	0	0	0
May 2033	0	0	0	0	0	37	0	0	0	0	100	22	0	0	0	100	0	0	0	0
May 2034	0	0	0	0	0	16	0	0	0	0	100	11	0	0	0	100	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	100	2	0	0	0	100	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	29	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	63	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	17	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.8	3.8	3.8	3.8	2.9	22.3	11.0	11.0	11.0	7.2	28.3	20.5	5.7	1.6	0.9	25.9	11.1	3.0	2.9	1.9

PSA Prepayment Assumption Rates

Distribution Date	Class LH					Class LM					Class LN					Class LO					
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2012	100	100	100	100	100	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0	0
May 2013	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0	0
May 2014	100	100	100	100	0	100	100	100	0	0	100	100	100	0	0	100	100	100	52	0	0
May 2015	100	100	100	100	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2016	100	100	100	72	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2017	100	100	96	19	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2018	100	100	85	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2019	100	100	76	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2020	100	100	64	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2021	100	100	51	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2022	100	100	38	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2023	100	86	25	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2024	100	12	12	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2025	100	0	0	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2026	100	0	0	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2027	100	0	0	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2028	100	0	0	0	0	100	100	76	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2029	100	0	0	0	0	100	100	41	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2030	100	0	0	0	0	100	100	5	0	0	100	100	100	0	0	100	100	100	0	0	0
May 2031	100	0	0	0	0	100	100	0	0	0	100	100	57	0	0	100	100	86	0	0	0
May 2032	100	0	0	0	0	100	100	0	0	0	100	100	12	0	0	100	100	71	0	0	0
May 2033	100	0	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	57	0	0	0
May 2034	100	0	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	44	0	0	0
May 2035	100	0	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	33	0	0	0
May 2036	100	0	0	0	0	100	32	0	0	0	100	100	0	0	0	100	100	23	0	0	0
May 2037	0	0	0	0	0	100	0	0	0	0	100	28	0	0	0	100	76	15	0	0	0
May 2038	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	38	7	0	0	0
May 2039	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	3	1	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	26.4	13.5	11.0	6.5	2.5	29.5	25.8	18.8	3.3	1.6	29.7	26.8	21.2	3.7	1.7	29.8	27.7	23.9	4.1	1.8	

**Security Group 8
PSA Prepayment Assumption Rates**

Distribution Date	Classes LC, OI, OJ and OL					Class LP					Class LT				
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	100	100	100	100	100	100	100	89	89	89
May 2012	100	100	100	100	100	100	100	100	100	0	100	100	73	73	33
May 2013	100	100	100	100	100	100	100	100	100	0	100	100	58	58	0
May 2014	100	100	100	100	100	100	100	100	78	0	100	100	46	46	0
May 2015	100	100	100	100	100	100	100	100	0	0	100	100	36	21	0
May 2016	100	100	100	100	100	100	100	100	0	0	100	100	29	0	0
May 2017	100	100	100	100	100	100	100	100	0	0	100	100	24	0	0
May 2018	100	100	100	100	100	100	100	100	0	0	100	100	21	0	0
May 2019	100	100	100	100	100	100	100	100	0	0	100	100	21	0	0
May 2020	100	100	100	100	100	100	100	100	0	0	100	100	21	0	0
May 2021	100	100	100	100	99	100	100	100	0	0	100	100	21	0	0
May 2022	100	100	100	100	73	100	100	100	0	0	100	100	21	0	0
May 2023	100	100	100	100	53	100	100	100	0	0	100	100	21	0	0
May 2024	100	100	100	100	39	100	100	100	0	0	100	98	21	0	0
May 2025	100	100	100	100	28	100	100	100	0	0	100	58	21	0	0
May 2026	100	100	100	100	20	100	100	100	0	0	100	14	14	0	0
May 2027	100	91	91	91	15	100	100	100	0	0	100	8	8	0	0
May 2028	100	72	72	72	10	100	100	100	0	0	100	2	2	0	0
May 2029	100	57	57	57	7	100	100	100	0	0	100	0	0	0	0
May 2030	100	45	45	45	5	100	100	100	0	0	100	0	0	0	0
May 2031	100	35	35	35	4	100	100	100	0	0	100	0	0	0	0
May 2032	100	26	26	26	2	100	100	100	0	0	100	0	0	0	0
May 2033	100	20	20	20	2	100	100	85	0	0	100	0	0	0	0
May 2034	100	14	14	14	1	100	100	67	0	0	100	0	0	0	0
May 2035	64	10	10	10	1	100	100	50	0	0	100	0	0	0	0
May 2036	7	7	7	7	0	100	100	35	0	0	100	0	0	0	0
May 2037	4	4	4	4	0	100	100	22	0	0	28	0	0	0	0
May 2038	2	2	2	2	0	100	57	11	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	100	4	1	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	25.3	20.4	20.4	20.4	14.1	29.9	28.2	25.2	4.3	1.8	26.9	15.3	6.0	3.4	1.8

PSA Prepayment Assumption Rates															
Distribution Date	Class LZ					Class PJ					Class PR				
	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%	0%	100%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2011	105	105	105	105	105	100	100	100	100	100	100	100	87	87	87
May 2012	109	109	109	109	109	100	100	100	100	100	100	100	66	66	15
May 2013	114	114	114	114	0	100	100	100	100	0	100	100	47	47	0
May 2014	120	120	120	120	0	100	100	100	100	0	100	100	31	31	0
May 2015	125	125	125	125	0	100	100	100	98	0	100	100	19	0	0
May 2016	131	131	131	0	0	100	100	100	0	0	100	100	10	0	0
May 2017	137	137	137	0	0	100	100	100	0	0	100	100	4	0	0
May 2018	143	143	143	0	0	100	100	100	0	0	100	100	0	0	0
May 2019	150	150	150	0	0	100	100	100	0	0	100	100	0	0	0
May 2020	157	157	157	0	0	100	100	100	0	0	100	100	0	0	0
May 2021	164	164	164	0	0	100	100	100	0	0	100	100	0	0	0
May 2022	171	171	171	0	0	100	100	100	0	0	100	100	0	0	0
May 2023	179	179	179	0	0	100	100	100	0	0	100	100	0	0	0
May 2024	188	188	188	0	0	100	100	100	0	0	100	98	0	0	0
May 2025	196	196	196	0	0	100	100	98	0	0	100	47	0	0	0
May 2026	205	205	205	0	0	100	66	66	0	0	100	0	0	0	0
May 2027	215	215	215	0	0	100	37	37	0	0	100	0	0	0	0
May 2028	224	224	224	0	0	100	10	10	0	0	100	0	0	0	0
May 2029	235	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2030	246	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2031	257	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2032	269	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2033	281	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2034	294	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2035	307	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2036	321	0	0	0	0	100	0	0	0	0	100	0	0	0	0
May 2037	336	0	0	0	0	100	0	0	0	0	9	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	27.1	18.4	18.4	5.4	2.1	27.1	16.7	16.6	5.2	2.1	26.8	14.9	3.2	2.9	1.7

Security Groups 4 and 8 PSA Prepayment Assumption Rates							
Distribution Date	Class MO						
	0%	100%	180%	200%	250%	300%	400%
Initial Percent	100	100	100	100	100	100	100
May 2011	100	100	100	100	100	100	100
May 2012	100	100	100	100	100	100	61
May 2013	100	100	100	100	100	56	0
May 2014	100	100	100	100	77	1	0
May 2015	100	100	100	100	35	0	0
May 2016	100	100	100	100	12	0	0
May 2017	100	100	100	100	3	0	0
May 2018	100	100	100	100	1	0	0
May 2019	100	100	100	100	1	0	0
May 2020	100	100	100	100	1	0	0
May 2021	100	100	100	99	1	0	0
May 2022	100	100	100	94	1	0	0
May 2023	100	100	100	88	1	0	0
May 2024	100	100	100	82	1	0	0
May 2025	100	100	100	75	1	0	0
May 2026	100	100	96	68	1	0	0
May 2027	100	100	86	60	1	0	0
May 2028	100	100	77	53	1	0	0
May 2029	100	100	69	46	0	0	0
May 2030	100	100	61	40	0	0	0
May 2031	100	100	52	34	0	0	0
May 2032	100	100	44	29	0	0	0
May 2033	100	100	36	24	0	0	0
May 2034	100	100	29	20	0	0	0
May 2035	100	87	23	16	0	0	0
May 2036	100	67	16	11	0	0	0
May 2037	100	47	11	7	0	0	0
May 2038	100	26	6	4	0	0	0
May 2039	47	7	1	1	0	0	0
May 2040	0	0	0	0	0	0	0
Weighted Average							
Life (years)	29.0	26.9	21.6	19.0	4.9	3.1	2.1

Security Group 9 PSA Prepayment Assumption Rates										
Distribution Date	Class KA					Class KZ				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2011	98	95	93	91	89	105	105	105	105	105
May 2012	96	88	81	75	68	109	109	109	109	109
May 2013	93	79	67	56	46	114	114	114	114	114
May 2014	91	71	55	41	29	120	120	120	120	120
May 2015	88	63	43	28	15	125	125	125	125	125
May 2016	85	55	34	17	5	131	131	131	131	131
May 2017	82	48	25	9	0	137	137	137	137	122
May 2018	79	41	17	2	0	143	143	143	143	90
May 2019	75	34	10	0	0	150	150	150	122	67
May 2020	72	28	4	0	0	157	157	157	97	49
May 2021	68	22	0	0	0	164	164	156	77	36
May 2022	64	17	0	0	0	171	171	133	61	27
May 2023	60	11	0	0	0	179	179	112	48	20
May 2024	55	6	0	0	0	188	188	95	38	14
May 2025	51	1	0	0	0	196	196	80	30	10
May 2026	46	0	0	0	0	205	180	67	23	7
May 2027	41	0	0	0	0	215	160	56	18	5
May 2028	35	0	0	0	0	224	142	46	14	4
May 2029	29	0	0	0	0	235	125	38	11	3
May 2030	23	0	0	0	0	246	109	31	8	2
May 2031	16	0	0	0	0	257	94	25	6	1
May 2032	9	0	0	0	0	269	80	20	5	1
May 2033	2	0	0	0	0	281	67	16	3	1
May 2034	0	0	0	0	0	259	54	12	2	0
May 2035	0	0	0	0	0	222	43	9	2	0
May 2036	0	0	0	0	0	183	33	6	1	0
May 2037	0	0	0	0	0	141	23	4	1	0
May 2038	0	0	0	0	0	97	14	2	0	0
May 2039	0	0	0	0	0	50	5	1	0	0
May 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	14.1	7.1	4.8	3.7	3.0	26.9	21.2	16.1	12.5	10.0

Security Group 10 PSA Prepayment Assumption Rates					
Distribution Date	Class ZB				
	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100
May 2011	105	105	105	105	105
May 2012	109	109	109	109	109
May 2013	114	114	114	114	114
May 2014	120	120	120	120	120
May 2015	125	125	125	125	125
May 2016	131	131	131	131	131
May 2017	137	137	137	137	125
May 2018	143	143	143	143	93
May 2019	150	150	150	126	69
May 2020	157	157	157	100	51
May 2021	164	164	162	80	37
May 2022	171	171	137	63	27
May 2023	179	179	116	50	20
May 2024	188	188	98	39	15
May 2025	196	196	83	31	11
May 2026	205	187	69	24	8
May 2027	215	167	58	19	6
May 2028	224	147	48	14	4
May 2029	235	130	39	11	3
May 2030	246	113	32	8	2
May 2031	257	97	26	6	1
May 2032	269	83	21	5	1
May 2033	271	69	16	3	1
May 2034	236	57	12	2	0
May 2035	199	45	9	2	0
May 2036	160	34	6	1	0
May 2037	119	24	4	1	0
May 2038	76	14	2	0	0
May 2039	31	5	1	0	0
May 2040	0	0	0	0	0
Weighted Average					
Life (years)	26.4	21.4	16.3	12.6	10.0

**Security Groups 9 and 10
PSA Prepayment Assumption Rates**

Distribution Date	Class ZA				
	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100
May 2011	105	105	105	105	105
May 2012	109	109	109	109	109
May 2013	114	114	114	114	114
May 2014	120	120	120	120	120
May 2015	125	125	125	125	125
May 2016	131	131	131	131	131
May 2017	137	137	137	137	123
May 2018	143	143	143	143	91
May 2019	150	150	150	124	68
May 2020	157	157	157	99	50
May 2021	164	164	159	78	37
May 2022	171	171	135	62	27
May 2023	179	179	114	49	20
May 2024	188	188	97	39	14
May 2025	196	196	81	30	10
May 2026	205	183	68	24	8
May 2027	215	163	57	18	5
May 2028	224	145	47	14	4
May 2029	235	127	39	11	3
May 2030	246	111	32	8	2
May 2031	257	95	25	6	1
May 2032	269	81	20	5	1
May 2033	276	68	16	3	1
May 2034	248	55	12	2	0
May 2035	211	44	9	2	0
May 2036	172	33	6	1	0
May 2037	130	23	4	1	0
May 2038	87	14	2	0	0
May 2039	41	5	1	0	0
May 2040	0	0	0	0	0
Weighted Average					
Life (years)	26.7	21.3	16.2	12.5	10.0

**Security Group 11
PSA Prepayment Assumption Rates**

Distribution Date	Class HA					Class HZ				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2011	98	93	89	84	80	105	105	105	105	105
May 2012	96	85	75	66	57	109	109	109	109	109
May 2013	94	77	63	51	40	114	114	114	114	114
May 2014	92	70	53	39	27	120	120	120	120	120
May 2015	89	63	44	29	17	125	125	125	125	125
May 2016	87	57	36	20	10	131	131	131	131	131
May 2017	84	51	29	14	4	137	137	137	137	137
May 2018	81	45	22	8	0	143	143	143	143	136
May 2019	78	40	17	4	0	150	150	150	150	101
May 2020	75	34	12	0	0	157	157	157	154	74
May 2021	72	29	8	0	0	164	164	164	122	54
May 2022	69	25	4	0	0	171	171	171	97	40
May 2023	65	20	1	0	0	179	179	179	76	29
May 2024	61	16	0	0	0	188	188	157	60	21
May 2025	57	12	0	0	0	196	196	131	47	15
May 2026	53	8	0	0	0	205	205	109	36	11
May 2027	49	5	0	0	0	215	215	90	28	8
May 2028	45	1	0	0	0	224	224	74	21	6
May 2029	40	0	0	0	0	235	208	61	16	4
May 2030	35	0	0	0	0	246	179	49	12	3
May 2031	30	0	0	0	0	257	152	39	9	2
May 2032	24	0	0	0	0	269	127	30	7	1
May 2033	18	0	0	0	0	281	103	23	5	1
May 2034	12	0	0	0	0	294	81	17	3	1
May 2035	6	0	0	0	0	307	61	12	2	0
May 2036	0	0	0	0	0	310	42	8	1	0
May 2037	0	0	0	0	0	238	24	4	1	0
May 2038	0	0	0	0	0	163	8	1	0	0
May 2039	0	0	0	0	0	83	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	15.6	7.8	5.0	3.6	2.8	28.0	22.8	18.0	14.0	11.1

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 3, 4, 6 and 10 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, 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 of the 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 and Delay Classes

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

Yield Tables

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA 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 Floating Rate and Inverse 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 SD to Prepayments
Assumed Price 10.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>340%</u>	<u>400%</u>	<u>450%</u>	<u>800%</u>
0.15000%	46.8%	41.9%	37.7%	5.0%
0.25750%	45.6%	40.7%	36.4%	3.8%
3.46875%	9.2%	4.5%	0.5%	(31.6)%
6.68000% and above	**	**	**	**

SECURITY GROUP 2
Sensitivity of Class CS to Prepayments
Assumed Price 99.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	10.8%	10.9%	11.0%	11.1%
0.26063%	10.6%	10.7%	10.8%	10.9%
3.13032%	5.3%	5.4%	5.5%	5.8%
6.00000% and above	0.1%	0.2%	0.4%	0.7%

Sensitivity of Class CT to Prepayments
Assumed Price 99.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	6.9%	7.0%	7.2%	7.3%
0.26063%	6.9%	6.9%	7.1%	7.3%
2.73032%	5.0%	5.1%	5.2%	5.4%
5.20000% and above	3.1%	3.2%	3.4%	3.6%

Sensitivity of Class CW to Prepayments
Assumed Price 99.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	11.7%	11.7%	11.8%	11.9%
0.26063%	11.4%	11.5%	11.6%	11.7%
2.73032%	5.7%	5.8%	5.9%	6.2%
5.20000% and above	0.1%	0.2%	0.4%	0.7%

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

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

**Sensitivity of Class PI to Prepayments
Assumed Price 15.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>444%</u>
12.9%	12.9%	12.9%	3.5%	0.1%

**Sensitivity of Class PO to Prepayments
Assumed Price 35.0%**

PSA Prepayment Assumption Rates			
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
5.5%	5.5%	5.5%	8.2%

**Sensitivity of Class PW to Prepayments
Assumed Price 10.0%**

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
8.000% and below	**	**	**	**
8.125%	22.8%	22.8%	22.8%	21.5%
8.250% and above	48.0%	48.0%	48.0%	47.8%

**Sensitivity of Class PY to Prepayments
Assumed Price 35.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
8.000% and below	11.5%	11.5%	11.5%	8.8%
8.125%	2.3%	2.3%	2.3%	(2.0)%
8.250% and above	**	**	**	**

**Sensitivity of Class SA to Prepayments
Assumed Price 14.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.15000%	42.2%	38.4%	36.0%	28.8%
0.26063%	41.3%	37.5%	35.1%	27.8%
3.38032%	15.2%	11.0%	8.3%	0.1%
6.50000% 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 UI to Prepayments
Assumed Price 10.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>644%</u>
23.4%	23.4%	23.4%	17.1%	0.0%

**Sensitivity of Class VI to Prepayments
Assumed Price 29.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>305%</u>	<u>400%</u>
4.2%	4.2%	4.2%	0.1%	(8.4)%

SECURITY GROUP 4

**Sensitivity of Class UO to Prepayments
Assumed Price 45.0%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
3.0%	4.4%	26.9%	41.1%

SECURITY GROUP 5

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

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1,000%</u>
0.15000%	53.9%	33.5%	11.0%	(14.5)%
0.22875%	52.8%	32.5%	10.1%	(15.3)%
3.11438%	16.2%	(2.3)%	(22.8)%	(46.2)%
6.00000% and above	**	**	**	**

SECURITY GROUP 6

**Sensitivity of Class TI to Prepayments
Assumed Price 10.0%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>231%</u>	<u>246%</u>	<u>350%</u>	<u>500%</u>
24.6%	0.0%	(3.0)%	(24.2)%	(53.4)%

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

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

SECURITY GROUP 7

**Sensitivity of Class SM to Prepayments
Assumed Price 11.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>523%</u>	<u>750%</u>	<u>1,100%</u>
0.15000%	36.8%	13.4%	(8.4)%	(48.4)%
0.22875%	36.0%	12.7%	(9.1)%	(48.9)%
3.11438%	7.3%	(13.5)%	(32.7)%	(68.2)%
6.00000% and above	**	**	**	**

SECURITY GROUP 8

**Sensitivity of Class LI to Prepayments
Assumed Price 15.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>320%</u>	<u>400%</u>
4.6%	4.6%	4.6%	0.1%	(8.1)%

**Sensitivity of Class LO to Prepayments
Assumed Price 45.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
2.9%	3.4%	20.7%	50.8%

**Sensitivity of Class LV to Prepayments
Assumed Price 99.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
0.150%	12.2%	12.2%	12.4%	12.6%
0.280%	11.8%	11.9%	12.1%	12.3%
2.515%	5.9%	6.0%	6.3%	6.7%
4.750% and above	0.1%	0.2%	0.7%	1.3%

* 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 LW to Prepayments
Assumed Price 99.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
4.750% and below	7.7%	7.8%	8.0%	8.4%
5.375%	3.8%	4.0%	4.3%	4.8%
6.000% and above	0.1%	0.2%	0.7%	1.2%

**Sensitivity of Class OI to Prepayments
Assumed Price 30.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
9.000% and below	14.3%	14.3%	14.3%	12.3%
9.125%	4.4%	4.4%	4.4%	0.7%
9.250% and above	**	**	**	**

**Sensitivity of Class OJ to Prepayments
Assumed Price 20.0%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
9.000% and below	**	**	**	**
9.125%	9.7%	9.7%	9.7%	6.9%
9.250% and above	22.9%	22.9%	22.9%	21.7%

**Sensitivity of Class OL to Prepayments
Assumed Price 45.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
4.0%	4.0%	4.0%	5.8%

SECURITY GROUPS 4 AND 8

**Sensitivity of Class MO to Prepayments
Assumed Price 50.0%**

<u>PSA Prepayment Assumption Rates</u>					
<u>100%</u>	<u>180%</u>	<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>400%</u>
2.6%	3.3%	3.8%	15.0%	23.6%	35.9%

* 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.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

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

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	400%
2	200%
3	250%
4	200%
5	500%
6	246%
7	523%
8	180%
9	200%
10	200%
11	200%

In the case of the Floating Rate Classes other than Classes OJ and PW, 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 the Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

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

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance 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 2								
Combination 1								
PO	\$ 15,970,000	PC	\$ 15,970,000	PAC I	4.50%	FIX	38377FXN6	May 2040
PW	15,970,000							
PY	15,970,000							
Combination 2(5)								
PU	\$ 81,286,000	UA	\$ 81,286,000	PAC I	2.00%	FIX	38377FXP1	May 2033
		UB	81,286,000	PAC I	2.25	FIX	38377FXQ9	May 2033
		UC	81,286,000	PAC I	2.50	FIX	38377FXR7	May 2033
		UD	81,286,000	PAC I	2.75	FIX	38377FXS5	May 2033
		UE	81,286,000	PAC I	3.00	FIX	38377FXT3	May 2033
		UG	81,286,000	PAC I	3.25	FIX	38377FXU0	May 2033
		UH	81,286,000	PAC I	3.50	FIX	38377FXV8	May 2033
		UI	40,643,000	NTL (PAC I)	5.00	FIX/IO	38377FXW6	May 2033
		UJ	81,286,000	PAC I	3.75	FIX	38377FXX4	May 2033
		UK	81,286,000	PAC I	4.00	FIX	38377FXY2	May 2033
		UL	81,286,000	PAC I	4.25	FIX	38377FXZ9	May 2033

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 3(5) PV	\$ 36,240,000	VA		\$ 36,240,000		PAC I	2.00%	FIX	38377FYA3	March 2036	
		VB		36,240,000		PAC I	2.25	FIX	38377FYB1	March 2036	
		VC		36,240,000		PAC I	2.50	FIX	38377FYC9	March 2036	
		VD		36,240,000		PAC I	2.75	FIX	38377FYD7	March 2036	
		VE		36,240,000		PAC I	3.00	FIX	38377FYE5	March 2036	
		VG		36,240,000		PAC I	3.25	FIX	38377FYF2	March 2036	
		VH		36,240,000		PAC I	3.50	FIX	38377FYG0	March 2036	
		VI		18,120,000		NTL (PAC I)	5.00	FIX/IO	38377FYH8	March 2036	
		VJ		36,240,000		PAC I	3.75	FIX	38377FYJ4	March 2036	
		VK		36,240,000		PAC I	4.00	FIX	38377FYK1	March 2036	
		VL		36,240,000		PAC I	4.25	FIX	38377FYL9	March 2036	

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(5)								
PU	\$ 81,286,000	PA	\$ 117,526,000	PAC I	4.50%	FIX	38377FYM7	March 2036
PV	36,240,000	PD	117,526,000	PAC I	2.50	FIX	38377FYN5	March 2036
		PE	117,526,000	PAC I	2.75	FIX	38377FYP0	March 2036
		PG	117,526,000	PAC I	3.00	FIX	38377FYQ8	March 2036
		PH	117,526,000	PAC I	3.25	FIX	38377FYR6	March 2036
		PI	58,763,000	NTL (PAC I)	5.00	FIX/IO	38377FYS4	March 2036
		PK	117,526,000	PAC I	3.75	FIX	38377FYT2	March 2036
		PL	117,526,000	PAC I	4.00	FIX	38377FYU9	March 2036
		PM	117,526,000	PAC I	4.25	FIX	38377FV7	March 2036
		PN	117,526,000	PAC I	3.50	FIX	38377FYW5	March 2036
		PT	117,526,000	PAC I	2.00	FIX	38377FYX3	March 2036
		PX	117,526,000	PAC I	2.25	FIX	38377FYY1	March 2036

Security Group 6

Combination 5(5)

TL	\$ 50,328,000	TA	\$ 50,328,000	SC/SEQ	2.50%	FIX	38377FYZ8	October 2032
		TC	50,328,000	SC/SEQ	2.75	FIX	38377FZA2	October 2032
		TD	50,328,000	SC/SEQ	3.00	FIX	38377FZB0	October 2032
		TE	50,328,000	SC/SEQ	3.25	FIX	38377FZC8	October 2032
		TG	50,328,000	SC/SEQ	3.50	FIX	38377FZD6	October 2032
		TH	50,328,000	SC/SEQ	3.75	FIX	38377FZE4	October 2032
		TI	25,164,000	NTL (SC/SEQ)	4.00	FIX/IO	38377FZF1	October 2032
		TJ	50,328,000	SC/SEQ	2.00	FIX	38377FZG9	October 2032
		TK	50,328,000	SC/SEQ	2.25	FIX	38377FZH7	October 2032

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 8								
Combination 6								
OI	\$ 12,340,000	LC	\$ 12,340,000	PAC I	4.50%	FIX	38377FZJ3	May 2040
OJ	12,340,000							
OL	12,340,000							
Combination 7(5)								
LE	\$122,418,000	JL	\$122,418,000	PAC I	3.00%	FIX	38377FZK0	February 2036
		JM	122,418,000	PAC I	3.25	FIX	38377FZL8	February 2036
		JN	122,418,000	PAC I	3.50	FIX	38377FZM6	February 2036
		JP	122,418,000	PAC I	3.75	FIX	38377FZN4	February 2036
		JT	122,418,000	PAC I	4.25	FIX	38377FZP9	February 2036
		JU	122,418,000	PAC I	2.50	FIX	38377FZQ7	February 2036
		JV	122,418,000	PAC I	2.75	FIX	38377FZR5	February 2036
		LD	122,418,000	PAC I	4.00	FIX	38377FZS3	February 2036
		LI	54,408,000	NTL (PAC I)	4.50	FIX/IO	38377FZT1	February 2036
Security Groups 4 & 8								
Combination 8(6)								
LO	\$ 438,701	MO	\$ 4,063,871	SC/PT/SUP	0.00%	PO	38377FZU8	May 2040
UO	3,625,170							
Security Groups 9 & 10								
Combination 9(6)								
KZ	\$ 4,061,319	ZA	\$ 7,910,763	SC/PT/SEQ	4.50%	FIX/Z	38377FZV6	May 2040
ZB	3,849,444							

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- (1) All exchanges must comply with minimum denominations restrictions.
 - (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
 - (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
 - (4) See “*Yield, Maturity and Prepayment Considerations — Final Distribution Date*” in this Supplement.
 - (5) In the case of Combinations 2, 3, 4, 5 and 7, various subcombinations are permitted. See “*Description of the Securities — Modification and Exchange*” in the Base Offering Circular for a discussion of subcombinations.
 - (6) Combinations 8 and 9 are derived from REMIC classes of separate Security Groups.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
Initial Balance	\$17,568,000.00	\$183,939,000.00	\$6,685,000.00	\$21,868,000.00
June 2010	17,306,634.49	183,546,535.96	6,670,329.82	21,686,770.70
July 2010	17,035,734.54	183,105,010.13	6,649,646.43	21,496,953.34
August 2010	16,755,687.11	182,614,569.50	6,622,966.49	21,298,726.84
September 2010	16,466,894.73	182,075,391.41	6,590,314.51	21,092,279.99
October 2010	16,169,774.51	181,487,683.47	6,551,722.92	20,877,811.31
November 2010	15,864,757.19	180,851,683.51	6,507,231.98	20,655,528.76
December 2010	15,552,286.04	180,167,659.42	6,456,889.82	20,425,649.46
January 2011	15,232,815.79	179,435,909.06	6,400,752.35	20,188,399.46
February 2011	14,906,811.51	178,656,760.02	6,338,883.25	19,944,013.43
March 2011	14,574,747.45	177,830,569.46	6,271,353.89	19,692,734.34
April 2011	14,237,105.82	176,957,723.84	6,198,243.24	19,434,813.19
May 2011	13,906,052.35	176,038,638.66	6,119,637.80	19,170,508.65
June 2011	13,581,459.93	175,073,758.17	6,035,631.49	18,900,086.69
July 2011	13,263,203.89	174,063,555.00	5,946,325.54	18,623,820.33
August 2011	12,951,161.94	173,008,529.83	5,851,828.36	18,341,989.16
September 2011	12,645,214.14	171,909,211.00	5,752,255.39	18,063,900.26
October 2011	12,345,242.84	170,766,154.07	5,647,728.97	17,789,516.79
November 2011	12,051,132.66	169,579,941.37	5,538,378.15	17,518,802.21
December 2011	11,762,770.41	168,351,181.53	5,424,338.55	17,251,720.27
January 2012	11,480,045.08	167,080,508.97	5,305,752.13	16,988,234.99
February 2012	11,202,847.78	165,768,583.38	5,182,767.01	16,728,310.69
March 2012	10,931,071.71	164,416,089.12	5,055,537.29	16,471,911.97
April 2012	10,664,612.13	163,023,734.67	4,924,222.78	16,219,003.70
May 2012	10,403,366.29	161,592,252.01	4,788,988.81	15,969,551.04
June 2012	10,147,233.41	160,122,395.96	4,650,005.97	15,723,519.41
July 2012	9,896,114.65	158,614,943.54	4,507,449.88	15,480,874.53
August 2012	9,649,913.07	157,070,693.29	4,361,500.91	15,241,582.37
September 2012	9,408,533.57	155,490,464.54	4,212,343.92	15,005,609.16
October 2012	9,171,882.90	153,894,660.86	4,062,545.51	14,772,921.43
November 2012	8,939,869.57	152,309,279.71	3,915,304.95	14,543,485.95
December 2012	8,712,403.87	150,734,255.45	3,770,594.89	14,317,269.76
January 2013	8,489,397.80	149,169,522.84	3,628,388.23	14,094,240.17
February 2013	8,270,765.04	147,615,017.06	3,488,658.11	13,874,364.73
March 2013	8,056,420.94	146,070,673.69	3,351,377.92	13,657,611.26
April 2013	7,846,282.47	144,536,428.70	3,216,521.30	13,443,947.85
May 2013	7,640,268.19	143,012,218.47	3,084,062.12	13,233,342.81
June 2013	7,438,298.23	141,497,979.78	2,953,974.49	13,025,764.73
July 2013	7,240,294.25	139,993,649.79	2,826,232.76	12,821,182.44
August 2013	7,046,179.41	138,499,166.07	2,700,811.50	12,619,565.02

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
September 2013	\$ 6,855,878.36	\$137,014,466.57	\$2,577,685.52	\$12,420,881.78
October 2013	6,669,317.18	135,539,489.62	2,456,829.87	12,225,102.30
November 2013	6,486,423.37	134,074,173.94	2,338,219.83	12,032,196.38
December 2013	6,307,125.83	132,618,458.64	2,221,830.88	11,842,134.09
January 2014	6,131,354.83	131,172,283.20	2,107,638.75	11,654,885.70
February 2014	5,959,230.79	129,735,587.48	1,995,619.38	11,470,421.74
March 2014	5,791,726.80	128,308,311.72	1,885,748.92	11,288,712.97
April 2014	5,628,719.92	126,890,396.52	1,778,003.77	11,109,730.39
May 2014	5,470,090.48	125,481,782.86	1,672,360.53	10,933,445.22
June 2014	5,315,721.95	124,082,412.09	1,568,796.01	10,759,828.92
July 2014	5,165,500.90	122,692,225.92	1,467,287.23	10,588,853.17
August 2014	5,019,316.90	121,311,166.43	1,367,811.43	10,420,489.88
September 2014	4,877,062.42	119,939,176.05	1,270,346.07	10,254,711.18
October 2014	4,738,632.80	118,576,197.58	1,174,868.80	9,870,652.80
November 2014	4,603,926.13	117,222,174.18	1,081,357.47	9,420,208.36
December 2014	4,472,843.21	115,877,049.35	989,790.16	8,984,205.81
January 2015	4,345,287.46	114,540,766.94	900,145.14	8,562,414.75
February 2015	4,221,164.85	113,213,271.17	812,400.87	8,154,607.92
March 2015	4,100,383.85	111,894,506.60	726,536.02	7,760,561.15
April 2015	3,982,855.35	110,584,418.13	642,529.46	7,380,053.33
May 2015	3,868,492.60	109,282,951.01	560,360.25	7,012,866.36
June 2015	3,757,211.14	107,990,050.82	480,007.66	6,658,785.13
July 2015	3,648,928.76	106,705,663.50	401,451.12	6,317,597.46
August 2015	3,543,565.42	105,429,735.31	324,670.28	5,989,094.08
September 2015	3,441,043.20	104,162,212.85	249,644.96	5,673,068.59
October 2015	3,341,286.25	102,903,043.05	176,355.19	5,369,317.39
November 2015	3,244,220.73	101,652,173.18	104,781.16	5,077,639.71
December 2015	3,149,774.75	100,409,550.83	34,903.27	4,797,837.51
January 2016	3,057,878.33	99,175,123.93	0.00	4,529,715.47
February 2016	2,968,463.34	97,948,840.71	0.00	4,273,080.97
March 2016	2,881,463.47	96,730,649.75	0.00	4,027,744.03
April 2016	2,796,814.17	95,520,499.94	0.00	3,793,517.28
May 2016	2,714,452.58	94,318,340.48	0.00	3,570,215.94
June 2016	2,634,317.53	93,124,120.90	0.00	3,358,245.88
July 2016	2,556,349.46	91,937,791.04	0.00	3,158,342.10
August 2016	2,480,490.40	90,759,301.05	0.00	2,970,285.65
September 2016	2,406,683.91	89,588,601.40	0.00	2,793,860.89
October 2016	2,334,875.06	88,425,642.86	0.00	2,628,855.43
November 2016	2,265,010.36	87,270,376.51	0.00	2,475,060.07
December 2016	2,197,037.76	86,122,753.73	0.00	2,332,268.76
January 2017	2,130,906.58	84,982,726.21	0.00	2,200,278.59
February 2017	2,066,567.50	83,850,245.95	0.00	2,078,889.69
March 2017	2,003,972.49	82,725,265.23	0.00	1,967,905.23

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
April 2017	\$ 1,943,074.81	\$ 81,607,736.64	\$ 0.00	\$ 1,867,131.36
May 2017	1,883,828.97	80,497,613.07	0.00	1,776,377.17
June 2017	1,826,190.67	79,394,847.69	0.00	1,695,454.64
July 2017	1,770,116.80	78,299,393.97	0.00	1,624,178.60
August 2017	1,715,565.39	77,211,205.68	0.00	1,562,366.72
September 2017	1,662,495.59	76,130,236.86	0.00	1,509,839.43
October 2017	1,610,867.64	75,056,441.84	0.00	1,466,419.90
November 2017	1,560,642.83	73,989,775.25	0.00	1,431,933.99
December 2017	1,511,783.48	72,930,191.99	0.00	1,406,210.23
January 2018	1,464,252.93	71,877,647.25	0.00	1,383,582.58
February 2018	1,418,015.47	70,832,096.49	0.00	1,361,293.94
March 2018	1,373,036.36	69,793,495.46	0.00	1,339,339.41
April 2018	1,329,281.78	68,761,800.17	0.00	1,317,714.18
May 2018	1,286,718.81	67,736,966.92	0.00	1,296,413.51
June 2018	1,245,315.41	66,718,952.27	0.00	1,275,432.71
July 2018	1,205,040.38	65,707,713.07	0.00	1,254,767.17
August 2018	1,165,863.37	64,703,206.42	0.00	1,234,412.34
September 2018	1,127,754.83	63,705,389.69	0.00	1,214,363.74
October 2018	1,090,686.00	62,717,630.89	0.00	1,194,616.93
November 2018	1,054,628.88	61,744,350.10	0.00	1,175,167.57
December 2018	1,019,556.22	60,785,341.73	0.00	1,156,011.35
January 2019	985,441.51	59,840,403.04	0.00	1,137,144.04
February 2019	952,258.93	58,909,334.13	0.00	1,118,561.45
March 2019	919,983.35	57,991,937.87	0.00	1,100,259.48
April 2019	888,590.32	57,088,019.89	0.00	1,082,234.05
May 2019	858,056.05	56,197,388.52	0.00	1,064,481.17
June 2019	828,357.36	55,319,854.77	0.00	1,046,996.88
July 2019	799,471.71	54,455,232.29	0.00	1,029,777.30
August 2019	771,377.15	53,603,337.31	0.00	1,012,818.59
September 2019	744,052.33	52,763,988.65	0.00	996,116.97
October 2019	717,476.45	51,937,007.64	0.00	979,668.71
November 2019	691,629.29	51,122,218.11	0.00	963,470.13
December 2019	666,491.15	50,319,446.34	0.00	947,517.61
January 2020	642,042.87	49,528,521.05	0.00	931,807.57
February 2020	618,265.80	48,749,273.34	0.00	916,336.50
March 2020	595,141.78	47,981,536.67	0.00	901,100.92
April 2020	572,653.15	47,225,146.84	0.00	886,097.40
May 2020	550,782.71	46,479,941.93	0.00	871,322.58
June 2020	529,513.72	45,745,762.28	0.00	856,773.12
July 2020	508,829.91	45,022,450.48	0.00	842,445.74
August 2020	488,715.42	44,309,851.30	0.00	828,337.22
September 2020	469,154.82	43,607,811.68	0.00	814,444.36
October 2020	450,133.10	42,916,180.72	0.00	800,764.02

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
November 2020	\$ 431,635.66	\$ 42,234,809.62	\$ 0.00	\$ 787,293.10
December 2020	413,648.27	41,563,551.66	0.00	774,028.54
January 2021	396,157.10	40,902,262.17	0.00	760,967.34
February 2021	379,148.68	40,250,798.51	0.00	748,106.53
March 2021	362,609.90	39,609,020.04	0.00	735,443.18
April 2021	346,528.02	38,976,788.08	0.00	722,974.41
May 2021	330,890.62	38,353,965.89	0.00	710,697.37
June 2021	315,685.62	37,740,418.66	0.00	698,609.26
July 2021	300,901.27	37,136,013.46	0.00	686,707.32
August 2021	286,526.13	36,540,619.22	0.00	674,988.81
September 2021	272,549.07	35,954,106.70	0.00	663,451.06
October 2021	258,959.26	35,376,348.49	0.00	652,091.42
November 2021	245,746.16	34,807,218.96	0.00	640,907.28
December 2021	232,899.51	34,246,594.23	0.00	629,896.06
January 2022	220,409.33	33,694,352.17	0.00	619,055.24
February 2022	208,265.90	33,150,372.36	0.00	608,382.30
March 2022	196,459.77	32,614,536.06	0.00	597,874.79
April 2022	184,981.75	32,086,726.22	0.00	587,530.27
May 2022	173,822.89	31,566,827.41	0.00	577,346.36
June 2022	162,974.47	31,054,725.82	0.00	567,320.69
July 2022	152,428.03	30,550,309.26	0.00	557,450.93
August 2022	142,175.31	30,053,467.09	0.00	547,734.79
September 2022	132,208.29	29,564,090.25	0.00	538,170.00
October 2022	122,519.17	29,082,071.19	0.00	528,754.35
November 2022	113,100.35	28,607,303.88	0.00	519,485.62
December 2022	103,944.43	28,139,683.79	0.00	510,361.66
January 2023	95,044.22	27,679,107.85	0.00	501,380.33
February 2023	86,392.72	27,225,474.43	0.00	492,539.53
March 2023	77,983.13	26,778,683.35	0.00	483,837.18
April 2023	69,808.81	26,338,635.82	0.00	475,271.24
May 2023	61,863.32	25,905,234.46	0.00	466,839.69
June 2023	54,140.39	25,478,383.25	0.00	458,540.54
July 2023	46,633.91	25,057,987.52	0.00	450,371.84
August 2023	39,337.94	24,643,953.93	0.00	442,331.65
September 2023	32,246.71	24,236,190.47	0.00	434,418.08
October 2023	25,354.59	23,834,606.41	0.00	426,629.25
November 2023	18,656.11	23,439,112.31	0.00	418,963.30
December 2023	12,145.95	23,049,619.98	0.00	411,418.42
January 2024	5,818.94	22,666,042.48	0.00	403,992.81
February 2024	0.00	22,288,294.10	0.00	396,684.70
March 2024	0.00	21,916,290.34	0.00	389,492.34
April 2024	0.00	21,549,947.87	0.00	382,414.02
May 2024	0.00	21,189,184.57	0.00	375,448.03

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
June 2024	\$ 0.00	\$ 20,833,919.45	\$ 0.00	\$ 368,592.72
July 2024	0.00	20,484,072.68	0.00	361,846.42
August 2024	0.00	20,139,565.55	0.00	355,207.52
September 2024	0.00	19,800,320.46	0.00	348,674.42
October 2024	0.00	19,466,260.92	0.00	342,245.54
November 2024	0.00	19,137,311.50	0.00	335,919.32
December 2024	0.00	18,813,397.85	0.00	329,694.23
January 2025	0.00	18,494,446.68	0.00	323,568.77
February 2025	0.00	18,180,385.71	0.00	317,541.44
March 2025	0.00	17,871,143.71	0.00	311,610.78
April 2025	0.00	17,566,650.44	0.00	305,775.34
May 2025	0.00	17,266,836.66	0.00	300,033.70
June 2025	0.00	16,971,634.11	0.00	294,384.45
July 2025	0.00	16,680,975.50	0.00	288,826.20
August 2025	0.00	16,394,794.49	0.00	283,357.60
September 2025	0.00	16,113,025.68	0.00	277,977.29
October 2025	0.00	15,835,604.59	0.00	272,683.95
November 2025	0.00	15,562,467.66	0.00	267,476.28
December 2025	0.00	15,293,552.24	0.00	262,352.99
January 2026	0.00	15,028,796.56	0.00	257,312.81
February 2026	0.00	14,768,139.72	0.00	252,354.49
March 2026	0.00	14,511,521.69	0.00	247,476.80
April 2026	0.00	14,258,883.30	0.00	242,678.52
May 2026	0.00	14,010,166.20	0.00	237,958.45
June 2026	0.00	13,765,312.89	0.00	233,315.42
July 2026	0.00	13,524,266.68	0.00	228,748.26
August 2026	0.00	13,286,971.68	0.00	224,255.83
September 2026	0.00	13,053,372.80	0.00	219,836.99
October 2026	0.00	12,823,415.73	0.00	215,490.64
November 2026	0.00	12,597,046.94	0.00	211,215.67
December 2026	0.00	12,374,213.65	0.00	207,011.01
January 2027	0.00	12,154,863.83	0.00	202,875.59
February 2027	0.00	11,938,946.21	0.00	198,808.36
March 2027	0.00	11,726,410.23	0.00	194,808.29
April 2027	0.00	11,517,206.05	0.00	190,874.35
May 2027	0.00	11,311,284.56	0.00	187,005.55
June 2027	0.00	11,108,597.33	0.00	183,200.88
July 2027	0.00	10,909,096.62	0.00	179,459.39
August 2027	0.00	10,712,735.39	0.00	175,780.10
September 2027	0.00	10,519,467.25	0.00	172,162.06
October 2027	0.00	10,329,246.48	0.00	168,604.35
November 2027	0.00	10,142,028.02	0.00	165,106.04
December 2027	0.00	9,957,767.44	0.00	161,666.22

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
January 2028	\$ 0.00	\$ 9,776,420.95	\$ 0.00	\$ 158,284.01
February 2028	0.00	9,597,945.39	0.00	154,958.51
March 2028	0.00	9,422,298.20	0.00	151,688.87
April 2028	0.00	9,249,437.45	0.00	148,474.23
May 2028	0.00	9,079,321.81	0.00	145,313.74
June 2028	0.00	8,911,910.52	0.00	142,206.58
July 2028	0.00	8,747,163.41	0.00	139,151.92
August 2028	0.00	8,585,040.90	0.00	136,148.97
September 2028	0.00	8,425,503.96	0.00	133,196.91
October 2028	0.00	8,268,514.13	0.00	130,294.98
November 2028	0.00	8,114,033.49	0.00	127,442.41
December 2028	0.00	7,962,024.67	0.00	124,638.42
January 2029	0.00	7,812,450.83	0.00	121,882.27
February 2029	0.00	7,665,275.67	0.00	119,173.23
March 2029	0.00	7,520,463.40	0.00	116,510.56
April 2029	0.00	7,377,978.75	0.00	113,893.55
May 2029	0.00	7,237,786.95	0.00	111,321.50
June 2029	0.00	7,099,853.73	0.00	108,793.71
July 2029	0.00	6,964,145.32	0.00	106,309.49
August 2029	0.00	6,830,628.43	0.00	103,868.16
September 2029	0.00	6,699,270.25	0.00	101,469.06
October 2029	0.00	6,570,038.43	0.00	99,111.54
November 2029	0.00	6,442,901.10	0.00	96,794.95
December 2029	0.00	6,317,826.85	0.00	94,518.65
January 2030	0.00	6,194,784.70	0.00	92,282.02
February 2030	0.00	6,073,744.15	0.00	90,084.43
March 2030	0.00	5,954,675.11	0.00	87,925.28
April 2030	0.00	5,837,547.93	0.00	85,803.97
May 2030	0.00	5,722,333.40	0.00	83,719.91
June 2030	0.00	5,609,002.72	0.00	81,672.51
July 2030	0.00	5,497,527.51	0.00	79,661.20
August 2030	0.00	5,387,879.79	0.00	77,685.42
September 2030	0.00	5,280,032.00	0.00	75,744.61
October 2030	0.00	5,173,956.96	0.00	73,838.22
November 2030	0.00	5,069,627.90	0.00	71,965.70
December 2030	0.00	4,967,018.43	0.00	70,126.53
January 2031	0.00	4,866,102.53	0.00	68,320.18
February 2031	0.00	4,766,854.58	0.00	66,546.14
March 2031	0.00	4,669,249.30	0.00	64,803.89
April 2031	0.00	4,573,261.81	0.00	63,092.94
May 2031	0.00	4,478,867.56	0.00	61,412.78
June 2031	0.00	4,386,042.37	0.00	59,762.94
July 2031	0.00	4,294,762.41	0.00	58,142.92

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
August 2031	\$ 0.00	\$ 4,205,004.20	\$ 0.00	\$ 56,552.27
September 2031	0.00	4,116,744.59	0.00	54,990.51
October 2031	0.00	4,029,960.77	0.00	53,457.19
November 2031	0.00	3,944,630.26	0.00	51,951.85
December 2031	0.00	3,860,730.91	0.00	50,474.05
January 2032	0.00	3,778,240.88	0.00	49,023.35
February 2032	0.00	3,697,138.67	0.00	47,599.31
March 2032	0.00	3,617,403.07	0.00	46,201.52
April 2032	0.00	3,539,013.19	0.00	44,829.55
May 2032	0.00	3,461,948.44	0.00	43,482.99
June 2032	0.00	3,386,188.53	0.00	42,161.43
July 2032	0.00	3,311,713.47	0.00	40,864.48
August 2032	0.00	3,238,503.55	0.00	39,591.73
September 2032	0.00	3,166,539.36	0.00	38,342.80
October 2032	0.00	3,095,801.76	0.00	37,117.31
November 2032	0.00	3,026,271.91	0.00	35,914.88
December 2032	0.00	2,957,931.22	0.00	34,735.13
January 2033	0.00	2,890,761.38	0.00	33,577.70
February 2033	0.00	2,824,744.36	0.00	32,442.23
March 2033	0.00	2,759,862.38	0.00	31,328.38
April 2033	0.00	2,696,097.92	0.00	30,235.78
May 2033	0.00	2,633,433.72	0.00	29,164.09
June 2033	0.00	2,571,852.77	0.00	28,112.97
July 2033	0.00	2,511,338.32	0.00	27,082.09
August 2033	0.00	2,451,873.85	0.00	26,071.12
September 2033	0.00	2,393,443.08	0.00	25,079.73
October 2033	0.00	2,336,029.99	0.00	24,107.61
November 2033	0.00	2,279,618.77	0.00	23,154.43
December 2033	0.00	2,224,193.86	0.00	22,219.90
January 2034	0.00	2,169,739.92	0.00	21,303.70
February 2034	0.00	2,116,241.83	0.00	20,405.53
March 2034	0.00	2,063,684.71	0.00	19,525.11
April 2034	0.00	2,012,053.88	0.00	18,662.13
May 2034	0.00	1,961,334.88	0.00	17,816.32
June 2034	0.00	1,911,513.47	0.00	16,987.38
July 2034	0.00	1,862,575.62	0.00	16,175.05
August 2034	0.00	1,814,507.50	0.00	15,379.03
September 2034	0.00	1,767,295.48	0.00	14,599.07
October 2034	0.00	1,720,926.14	0.00	13,834.90
November 2034	0.00	1,675,386.26	0.00	13,086.26
December 2034	0.00	1,630,662.80	0.00	12,352.89
January 2035	0.00	1,586,742.93	0.00	11,634.54
February 2035	0.00	1,543,613.99	0.00	10,930.95

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
March 2035	\$ 0.00	\$ 1,501,263.53	\$ 0.00	\$ 10,241.88
April 2035	0.00	1,459,679.27	0.00	9,567.09
May 2035	0.00	1,418,849.11	0.00	8,906.33
June 2035	0.00	1,378,761.14	0.00	8,259.37
July 2035	0.00	1,339,403.61	0.00	7,625.99
August 2035	0.00	1,300,764.96	0.00	7,005.95
September 2035	0.00	1,262,833.80	0.00	6,399.03
October 2035	0.00	1,225,598.90	0.00	5,805.00
November 2035	0.00	1,189,049.20	0.00	5,223.65
December 2035	0.00	1,153,173.80	0.00	4,654.77
January 2036	0.00	1,117,961.97	0.00	4,098.14
February 2036	0.00	1,083,403.14	0.00	3,553.56
March 2036	0.00	1,049,486.89	0.00	3,020.82
April 2036	0.00	1,016,202.96	0.00	2,499.72
May 2036	0.00	983,541.24	0.00	1,990.06
June 2036	0.00	951,491.77	0.00	1,491.65
July 2036	0.00	920,044.74	0.00	1,004.30
August 2036	0.00	889,190.49	0.00	527.81
September 2036	0.00	858,919.49	0.00	62.00
October 2036	0.00	829,222.38	0.00	0.00
November 2036	0.00	800,089.91	0.00	0.00
December 2036	0.00	771,512.98	0.00	0.00
January 2037	0.00	743,482.64	0.00	0.00
February 2037	0.00	715,990.05	0.00	0.00
March 2037	0.00	689,026.51	0.00	0.00
April 2037	0.00	662,583.46	0.00	0.00
May 2037	0.00	636,652.47	0.00	0.00
June 2037	0.00	611,225.22	0.00	0.00
July 2037	0.00	586,293.52	0.00	0.00
August 2037	0.00	561,849.31	0.00	0.00
September 2037	0.00	537,884.65	0.00	0.00
October 2037	0.00	514,391.71	0.00	0.00
November 2037	0.00	491,362.79	0.00	0.00
December 2037	0.00	468,790.30	0.00	0.00
January 2038	0.00	446,666.77	0.00	0.00
February 2038	0.00	424,984.83	0.00	0.00
March 2038	0.00	403,737.23	0.00	0.00
April 2038	0.00	382,916.83	0.00	0.00
May 2038	0.00	362,516.60	0.00	0.00
June 2038	0.00	342,529.61	0.00	0.00
July 2038	0.00	322,949.03	0.00	0.00
August 2038	0.00	303,768.15	0.00	0.00
September 2038	0.00	284,980.35	0.00	0.00

<u>Distribution Date</u>	<u>Class AD</u>	<u>Classes PB, PO, PU and PV (in the aggregate)</u>	<u>Class QA</u>	<u>Class NA</u>
October 2038	\$ 0.00	\$ 266,579.11	\$ 0.00	\$ 0.00
November 2038	0.00	248,558.02	0.00	0.00
December 2038	0.00	230,910.75	0.00	0.00
January 2039	0.00	213,631.08	0.00	0.00
February 2039	0.00	196,712.87	0.00	0.00
March 2039	0.00	180,150.10	0.00	0.00
April 2039	0.00	163,936.81	0.00	0.00
May 2039	0.00	148,067.15	0.00	0.00
June 2039	0.00	132,535.36	0.00	0.00
July 2039	0.00	117,335.76	0.00	0.00
August 2039	0.00	102,462.75	0.00	0.00
September 2039	0.00	87,910.84	0.00	0.00
October 2039	0.00	73,674.60	0.00	0.00
November 2039	0.00	59,748.69	0.00	0.00
December 2039	0.00	46,127.86	0.00	0.00
January 2040	0.00	32,806.93	0.00	0.00
February 2040	0.00	19,780.80	0.00	0.00
March 2040	0.00	7,044.46	0.00	0.00
April 2040 and thereafter	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
Initial Balance	\$196,235,000.00	\$16,598,000.00	\$9,518,000.00
June 2010	195,422,928.65	16,514,536.54	9,462,200.84
July 2010	194,565,178.71	16,423,104.21	9,401,087.79
August 2010	193,662,090.73	16,323,800.12	9,334,731.59
September 2010	192,714,028.81	16,216,730.42	9,263,209.81
October 2010	191,721,380.40	16,102,010.13	9,186,606.78
November 2010	190,684,556.03	15,979,763.06	9,105,013.44
December 2010	189,603,989.05	15,850,121.66	9,018,527.26
January 2011	188,480,135.34	15,713,226.87	8,927,252.14
February 2011	187,313,473.01	15,569,227.96	8,831,298.22
March 2011	186,104,502.07	15,418,282.34	8,730,781.78
April 2011	184,853,744.06	15,260,555.41	8,625,825.08
May 2011	183,561,741.73	15,096,220.32	8,516,556.19
June 2011	182,229,058.62	14,925,457.79	8,403,108.79
July 2011	180,856,278.67	14,748,455.87	8,285,622.05
August 2011	179,444,005.79	14,565,409.74	8,164,240.36
September 2011	177,992,863.44	14,376,521.43	8,039,113.18
October 2011	176,503,494.15	14,181,999.59	7,910,394.81
November 2011	174,976,559.07	13,982,059.21	7,778,244.20
December 2011	173,412,737.46	13,776,921.38	7,642,824.68
January 2012	171,812,726.22	13,566,812.97	7,504,303.75
February 2012	170,177,239.33	13,351,966.37	7,362,852.83
March 2012	168,550,545.48	13,140,330.33	7,223,767.22
April 2012	166,932,599.04	12,931,875.81	7,087,022.18
May 2012	165,323,354.61	12,726,573.98	6,952,593.19
June 2012	163,722,767.04	12,524,396.22	6,820,455.96
July 2012	162,130,791.39	12,325,314.16	6,690,586.40
August 2012	160,547,382.97	12,129,299.62	6,562,960.64
September 2012	158,972,497.31	11,936,324.66	6,437,555.02
October 2012	157,406,090.17	11,746,361.54	6,314,346.10
November 2012	155,848,117.54	11,559,382.74	6,193,310.64
December 2012	154,298,535.64	11,375,360.96	6,074,425.59
January 2013	152,757,300.90	11,194,269.10	5,957,668.13
February 2013	151,224,370.00	11,016,080.27	5,843,015.63
March 2013	149,699,699.83	10,840,767.79	5,730,445.67
April 2013	148,183,247.50	10,668,305.19	5,619,936.02
May 2013	146,674,970.34	10,498,666.20	5,511,464.65
June 2013	145,174,825.90	10,331,824.77	5,405,009.73
July 2013	143,682,771.96	10,167,755.02	5,300,549.63
August 2013	142,198,766.50	10,006,431.30	5,198,062.91
September 2013	140,722,767.73	9,847,828.14	5,097,528.32
October 2013	139,254,734.08	9,691,920.27	4,998,924.79
November 2013	137,794,624.17	9,538,682.64	4,902,231.45

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
December 2013	\$136,342,396.86	\$ 9,388,090.36	\$4,807,427.63
January 2014.	134,898,011.21	9,240,118.76	4,714,492.81
February 2014.	133,461,426.49	9,094,743.35	4,623,406.69
March 2014.	132,032,602.18	8,951,939.83	4,534,149.13
April 2014.	130,611,497.97	8,811,684.10	4,446,700.18
May 2014	129,198,073.76	8,673,952.23	4,361,040.08
June 2014	127,792,289.65	8,538,720.50	4,277,149.22
July 2014	126,394,105.95	8,405,965.36	4,195,008.19
August 2014	125,003,483.18	8,275,663.45	4,114,597.74
September 2014	123,620,382.06	8,147,791.58	4,035,898.81
October 2014	122,244,763.51	8,022,326.75	3,958,892.51
November 2014	120,876,588.65	7,899,246.15	3,883,560.10
December 2014	119,515,818.80	7,778,527.14	3,809,883.04
January 2015.	118,162,415.49	7,660,147.25	3,737,842.93
February 2015.	116,816,340.43	7,544,084.20	3,667,421.55
March 2015.	115,477,555.55	7,430,315.87	3,598,600.85
April 2015.	114,146,022.95	7,318,820.34	3,531,362.93
May 2015	112,821,704.95	7,209,575.83	3,465,690.06
June 2015	111,504,564.05	7,102,560.75	3,401,564.68
July 2015	110,194,562.94	6,997,753.68	3,338,969.38
August 2015	108,891,664.52	6,895,133.35	3,277,886.91
September 2015	107,595,831.87	6,794,678.68	3,218,300.17
October 2015	106,307,028.25	6,696,368.75	3,160,192.24
November 2015	105,025,217.13	6,600,182.80	3,103,546.33
December 2015	103,750,362.15	6,506,100.25	3,048,345.80
January 2016.	102,482,427.15	6,414,100.66	2,994,574.18
February 2016.	101,221,376.15	6,324,163.76	2,942,215.15
March 2016.	99,967,173.36	6,236,269.45	2,891,252.53
April 2016.	98,719,783.17	6,150,397.77	2,841,670.29
May 2016	97,479,170.16	6,066,528.93	2,793,452.56
June 2016	96,245,299.08	5,984,643.31	2,746,583.59
July 2016	95,018,134.88	5,904,721.42	2,701,047.79
August 2016	93,797,642.67	5,826,743.94	2,656,829.73
September 2016	92,583,787.76	5,750,691.70	2,613,914.09
October 2016	91,376,535.62	5,676,545.68	2,572,285.72
November 2016	90,175,851.91	5,604,287.02	2,531,929.58
December 2016	88,981,702.47	5,533,896.99	2,492,830.80
January 2017.	87,794,053.30	5,465,357.04	2,454,974.63
February 2017.	86,612,870.59	5,398,648.75	2,418,346.45
March 2017.	85,438,120.70	5,333,753.84	2,382,931.80
April 2017.	84,269,770.17	5,270,654.18	2,348,716.33
May 2017	83,107,785.70	5,209,331.80	2,315,685.82
June 2017	81,952,134.16	5,149,768.87	2,283,826.20

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
July 2017	\$ 80,802,782.61	\$ 5,091,947.67	\$2,253,123.54
August 2017	79,659,698.26	5,035,850.67	2,223,564.01
September 2017	78,522,848.50	4,981,460.45	2,195,133.93
October 2017	77,392,200.89	4,928,759.73	2,167,819.74
November 2017	76,267,723.15	4,877,731.38	2,141,608.00
December 2017	75,149,383.16	4,828,358.41	2,116,485.41
January 2018.	74,037,148.98	4,780,623.96	2,092,438.79
February 2018.	72,930,988.83	4,734,511.30	2,069,455.07
March 2018.	71,830,871.10	4,690,003.84	2,047,521.31
April 2018.	70,736,764.33	4,647,085.12	2,026,624.71
May 2018	69,648,637.22	4,605,738.83	2,012,110.08
June 2018	68,566,458.65	4,565,948.77	2,005,253.96
July 2018	67,490,256.04	4,528,296.44	2,005,253.96
August 2018	66,429,978.41	4,489,497.88	2,005,253.96
September 2018	65,385,397.90	4,449,592.28	2,005,253.96
October 2018	64,356,289.86	4,408,617.97	2,005,253.96
November 2018	63,342,432.78	4,366,612.47	2,005,253.96
December 2018	62,343,608.26	4,323,612.48	2,005,253.96
January 2019.	61,359,600.96	4,279,653.92	2,005,253.96
February 2019.	60,390,198.56	4,234,771.92	2,005,253.96
March 2019.	59,435,191.72	4,189,000.86	2,005,253.96
April 2019.	58,494,374.04	4,142,374.35	2,005,253.96
May 2019	57,567,542.00	4,094,925.28	2,005,253.96
June 2019	56,654,494.96	4,046,685.81	2,005,253.96
July 2019	55,755,035.09	3,997,687.38	2,005,253.96
August 2019	54,868,967.33	3,947,960.75	2,005,253.96
September 2019	53,996,099.36	3,897,535.98	2,005,253.96
October 2019	53,136,241.57	3,846,442.47	2,005,253.96
November 2019	52,289,207.00	3,794,708.97	2,005,253.96
December 2019	51,454,811.34	3,742,363.55	2,005,253.96
January 2020.	50,632,872.85	3,689,433.67	2,005,253.96
February 2020.	49,823,212.35	3,635,946.16	2,005,253.96
March 2020.	49,025,653.19	3,581,927.23	2,005,253.96
April 2020.	48,240,021.19	3,527,402.51	2,005,253.96
May 2020	47,466,144.63	3,472,397.02	2,005,253.96
June 2020	46,703,854.21	3,416,935.21	2,005,253.96
July 2020	45,952,982.99	3,361,040.97	2,005,253.96
August 2020	45,213,366.41	3,304,737.61	2,005,253.96
September 2020	44,484,842.20	3,248,047.93	2,005,253.96
October 2020	43,767,250.39	3,190,994.16	2,005,253.96
November 2020	43,060,433.27	3,133,598.01	2,005,253.96
December 2020	42,364,235.33	3,075,880.70	2,005,253.96
January 2021.	41,678,503.27	3,017,862.91	2,005,253.96

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
February 2021	\$ 41,003,085.94	\$ 2,959,564.84	\$2,005,253.96
March 2021	40,337,834.33	2,901,006.20	2,005,253.96
April 2021	39,682,601.52	2,842,206.23	2,005,253.96
May 2021	39,037,242.68	2,783,183.68	2,005,253.96
June 2021	38,401,615.00	2,723,956.86	2,005,253.96
July 2021	37,775,577.70	2,664,543.63	2,005,253.96
August 2021	37,158,991.98	2,604,961.39	2,005,253.96
September 2021	36,551,721.00	2,545,227.12	2,005,253.96
October 2021	35,953,629.86	2,485,357.37	2,005,253.96
November 2021	35,364,585.55	2,425,368.28	2,005,253.96
December 2021	34,784,456.96	2,365,275.56	2,005,253.96
January 2022	34,213,114.81	2,305,094.55	2,005,253.96
February 2022	33,650,431.66	2,244,840.17	2,005,253.96
March 2022	33,096,281.87	2,184,526.96	2,005,253.96
April 2022	32,550,541.57	2,124,169.09	2,005,253.96
May 2022	32,013,088.66	2,063,780.34	2,005,253.96
June 2022	31,483,802.74	2,003,374.16	2,005,253.96
July 2022	30,962,565.13	1,942,963.61	2,005,253.96
August 2022	30,449,258.83	1,882,561.42	2,005,253.96
September 2022	29,943,768.49	1,822,179.97	2,005,253.96
October 2022	29,445,980.40	1,761,831.30	2,005,253.96
November 2022	28,955,782.45	1,701,527.14	2,005,253.96
December 2022	28,473,064.13	1,641,278.88	2,005,253.96
January 2023	27,997,716.48	1,581,097.60	2,005,253.96
February 2023	27,529,632.11	1,520,994.06	2,005,253.96
March 2023	27,068,705.12	1,460,978.73	2,005,253.96
April 2023	26,614,831.14	1,401,061.78	2,005,253.96
May 2023	26,167,907.26	1,341,253.08	2,005,253.96
June 2023	25,727,832.04	1,281,562.23	2,005,253.96
July 2023	25,294,505.48	1,221,998.53	2,005,253.96
August 2023	24,867,829.00	1,162,571.02	2,005,253.96
September 2023	24,447,705.41	1,103,288.47	2,005,253.96
October 2023	24,034,038.91	1,044,159.39	2,005,253.96
November 2023	23,626,735.06	985,192.01	2,005,253.96
December 2023	23,225,700.75	926,394.35	2,005,253.96
January 2024	22,830,844.21	867,774.14	2,005,253.96
February 2024	22,442,074.96	809,338.89	2,005,253.96
March 2024	22,059,303.82	751,095.87	2,005,253.96
April 2024	21,682,442.87	693,052.12	2,005,253.96
May 2024	21,311,405.44	635,214.45	2,005,253.96
June 2024	20,946,106.09	577,589.45	2,005,253.96
July 2024	20,586,460.61	520,183.48	2,005,253.96
August 2024	20,232,385.98	463,002.70	2,005,253.96

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
September 2024	\$ 19,883,800.36	\$ 406,053.06	\$2,005,253.96
October 2024	19,540,623.08	349,340.30	2,005,253.96
November 2024	19,202,774.62	292,869.97	2,005,253.96
December 2024	18,870,176.59	236,647.41	2,005,253.96
January 2025	18,542,751.72	180,677.78	2,005,253.96
February 2025	18,220,423.84	124,966.05	2,005,253.96
March 2025	17,903,117.87	69,517.01	2,005,253.96
April 2025	17,590,759.80	14,335.26	2,005,253.96
May 2025	17,283,276.67	0.00	1,964,679.20
June 2025	16,980,596.57	0.00	1,910,045.16
July 2025	16,682,648.62	0.00	1,855,691.19
August 2025	16,389,362.94	0.00	1,801,621.22
September 2025	16,100,670.66	0.00	1,747,839.02
October 2025	15,816,503.88	0.00	1,694,348.20
November 2025	15,536,795.69	0.00	1,641,152.21
December 2025	15,261,480.12	0.00	1,588,254.37
January 2026	14,990,492.16	0.00	1,535,657.82
February 2026	14,723,767.71	0.00	1,483,365.59
March 2026	14,461,243.61	0.00	1,431,380.55
April 2026	14,202,857.59	0.00	1,379,705.44
May 2026	13,948,548.27	0.00	1,328,342.87
June 2026	13,698,255.16	0.00	1,277,295.31
July 2026	13,451,918.63	0.00	1,226,565.11
August 2026	13,209,479.91	0.00	1,176,154.48
September 2026	12,970,881.06	0.00	1,126,065.53
October 2026	12,736,064.99	0.00	1,076,300.24
November 2026	12,504,975.41	0.00	1,026,860.48
December 2026	12,277,556.86	0.00	977,747.98
January 2027	12,053,754.66	0.00	928,964.39
February 2027	11,833,514.91	0.00	880,511.25
March 2027	11,616,784.50	0.00	832,389.98
April 2027	11,403,511.08	0.00	784,601.89
May 2027	11,193,643.05	0.00	737,148.21
June 2027	10,987,129.55	0.00	690,030.06
July 2027	10,783,920.45	0.00	643,248.48
August 2027	10,583,966.35	0.00	596,804.39
September 2027	10,387,218.55	0.00	550,698.64
October 2027	10,193,629.07	0.00	504,931.97
November 2027	10,003,150.60	0.00	459,505.06
December 2027	9,815,736.52	0.00	414,418.48
January 2028	9,631,340.88	0.00	369,672.74
February 2028	9,449,918.40	0.00	325,268.26
March 2028	9,271,424.44	0.00	281,205.38

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
April 2028	\$ 9,095,815.02	\$ 0.00	\$ 237,484.36
May 2028	8,923,046.79	0.00	194,105.39
June 2028	8,753,077.01	0.00	151,068.60
July 2028	8,585,863.58	0.00	108,374.02
August 2028	8,421,365.00	0.00	66,021.64
September 2028	8,259,540.37	0.00	24,011.36
October 2028	8,100,349.37	0.00	0.00
November 2028	7,943,752.28	0.00	0.00
December 2028	7,789,709.95	0.00	0.00
January 2029	7,638,183.79	0.00	0.00
February 2029	7,489,135.78	0.00	0.00
March 2029	7,342,528.44	0.00	0.00
April 2029	7,198,324.84	0.00	0.00
May 2029	7,056,488.58	0.00	0.00
June 2029	6,916,983.79	0.00	0.00
July 2029	6,779,775.12	0.00	0.00
August 2029	6,644,827.74	0.00	0.00
September 2029	6,512,107.32	0.00	0.00
October 2029	6,381,580.02	0.00	0.00
November 2029	6,253,212.51	0.00	0.00
December 2029	6,126,971.93	0.00	0.00
January 2030	6,002,825.90	0.00	0.00
February 2030	5,880,742.52	0.00	0.00
March 2030	5,760,690.35	0.00	0.00
April 2030	5,642,638.40	0.00	0.00
May 2030	5,526,556.13	0.00	0.00
June 2030	5,412,413.46	0.00	0.00
July 2030	5,300,180.74	0.00	0.00
August 2030	5,189,828.75	0.00	0.00
September 2030	5,081,328.70	0.00	0.00
October 2030	4,974,652.22	0.00	0.00
November 2030	4,869,771.36	0.00	0.00
December 2030	4,766,658.56	0.00	0.00
January 2031	4,665,286.68	0.00	0.00
February 2031	4,565,628.97	0.00	0.00
March 2031	4,467,659.07	0.00	0.00
April 2031	4,371,351.01	0.00	0.00
May 2031	4,276,679.19	0.00	0.00
June 2031	4,183,618.40	0.00	0.00
July 2031	4,092,143.79	0.00	0.00
August 2031	4,002,230.88	0.00	0.00
September 2031	3,913,855.54	0.00	0.00
October 2031	3,826,994.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes IT, LZ, PJ and PR (in the aggregate)</u>
November 2031	\$ 3,741,622.84	\$ 0.00	\$ 0.00
December 2031	3,657,718.98	0.00	0.00
January 2032.	3,575,259.68	0.00	0.00
February 2032.	3,494,222.53	0.00	0.00
March 2032.	3,414,585.46	0.00	0.00
April 2032.	3,336,326.72	0.00	0.00
May 2032	3,259,424.88	0.00	0.00
June 2032	3,183,858.82	0.00	0.00
July 2032	3,109,607.73	0.00	0.00
August 2032	3,036,651.12	0.00	0.00
September 2032	2,964,968.79	0.00	0.00
October 2032	2,894,540.85	0.00	0.00
November 2032	2,825,347.69	0.00	0.00
December 2032	2,757,369.99	0.00	0.00
January 2033.	2,690,588.73	0.00	0.00
February 2033.	2,624,985.15	0.00	0.00
March 2033.	2,560,540.79	0.00	0.00
April 2033.	2,497,237.44	0.00	0.00
May 2033	2,435,057.18	0.00	0.00
June 2033	2,373,982.34	0.00	0.00
July 2033	2,313,995.53	0.00	0.00
August 2033	2,255,079.60	0.00	0.00
September 2033	2,197,217.65	0.00	0.00
October 2033	2,140,393.05	0.00	0.00
November 2033	2,084,589.41	0.00	0.00
December 2033	2,029,790.58	0.00	0.00
January 2034.	1,975,980.65	0.00	0.00
February 2034.	1,923,143.95	0.00	0.00
March 2034.	1,871,265.04	0.00	0.00
April 2034.	1,820,328.71	0.00	0.00
May 2034	1,770,319.98	0.00	0.00
June 2034	1,721,224.09	0.00	0.00
July 2034	1,673,026.50	0.00	0.00
August 2034	1,625,712.88	0.00	0.00
September 2034	1,579,269.13	0.00	0.00
October 2034	1,533,681.35	0.00	0.00
November 2034	1,488,935.85	0.00	0.00
December 2034	1,445,019.14	0.00	0.00
January 2035.	1,401,917.94	0.00	0.00
February 2035.	1,359,619.16	0.00	0.00
March 2035.	1,318,109.91	0.00	0.00
April 2035.	1,277,377.50	0.00	0.00
May 2035	1,237,409.42	0.00	0.00

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes IT, LZ, PJ and PR (in the aggregate)</u>
June 2035	\$ 1,198,193.35	\$ 0.00	\$ 0.00
July 2035	1,159,717.16	0.00	0.00
August 2035	1,121,968.90	0.00	0.00
September 2035	1,084,936.79	0.00	0.00
October 2035	1,048,609.24	0.00	0.00
November 2035	1,012,974.83	0.00	0.00
December 2035	978,022.31	0.00	0.00
January 2036	943,740.61	0.00	0.00
February 2036	910,118.81	0.00	0.00
March 2036	877,146.16	0.00	0.00
April 2036	844,812.08	0.00	0.00
May 2036	813,106.14	0.00	0.00
June 2036	782,018.07	0.00	0.00
July 2036	751,537.76	0.00	0.00
August 2036	721,655.25	0.00	0.00
September 2036	692,360.74	0.00	0.00
October 2036	663,644.56	0.00	0.00
November 2036	635,497.20	0.00	0.00
December 2036	607,909.28	0.00	0.00
January 2037	580,871.59	0.00	0.00
February 2037	554,375.03	0.00	0.00
March 2037	528,410.65	0.00	0.00
April 2037	502,969.64	0.00	0.00
May 2037	478,043.33	0.00	0.00
June 2037	453,623.16	0.00	0.00
July 2037	429,700.72	0.00	0.00
August 2037	406,267.72	0.00	0.00
September 2037	383,316.00	0.00	0.00
October 2037	360,837.52	0.00	0.00
November 2037	338,824.37	0.00	0.00
December 2037	317,268.75	0.00	0.00
January 2038	296,162.99	0.00	0.00
February 2038	275,499.54	0.00	0.00
March 2038	255,270.95	0.00	0.00
April 2038	235,469.90	0.00	0.00
May 2038	216,089.17	0.00	0.00
June 2038	197,121.66	0.00	0.00
July 2038	178,560.37	0.00	0.00
August 2038	160,398.42	0.00	0.00
September 2038	142,629.03	0.00	0.00
October 2038	125,245.52	0.00	0.00
November 2038	108,241.32	0.00	0.00
December 2038	91,609.96	0.00	0.00

<u>Distribution Date</u>	<u>Classes LB, LE and OL (in the aggregate)</u>	<u>Classes LG and LH (in the aggregate)</u>	<u>Classes LT, LZ, PJ and PR (in the aggregate)</u>
January 2039.	\$ 75,345.07	\$ 0.00	\$ 0.00
February 2039.	59,440.37	0.00	0.00
March 2039.	43,889.69	0.00	0.00
April 2039.	28,686.94	0.00	0.00
May 2039	13,826.14	0.00	0.00
June 2039 and thereafter.	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal 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 Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2009-029	NY	May 29, 2009	38374UPP0	4.5%	FIX	May 2039	PAC II/AD	\$ 57,893,658	0.94829054	\$28,448,716	51.8191474444%	5.0000%	344	13	I
4	Ginnie Mae	2010-044	GO(3)	April 30, 2010	38376Y3C3	0.0	PO	April 2040	SUP	930,900	1.00000000	489,948	52.6316467934%	4.942	351	8	II
4	Ginnie Mae	2010-044	UO	April 30, 2010	38376YW56	0.0	PO	April 2040	SUP	1,263,000	1.00000000	1,263,000	100.000000000000%	4.921	358	2	II
4	Ginnie Mae	2010-034	UO	March 30, 2010	38376W2B0	0.0	PO	March 2040	SUP	1,872,222	1.00000000	1,872,222	100.000000000000%	4.885	350	9	II
6	Ginnie Mae	2009-022	AG	April 30, 2009	38374TRB2	4.0	FIX	October 2032	SEQ	360,224,000	0.92625332	54,648,945	16.3786976992%	5.000	345	13	I
10	Ginnie Mae	2010-044	ZK	April 30, 2010	38376Y2B7	4.5	FIX/Z	April 2040	SEQ	3,835,063	1.00375000	3,849,444	100.000000000000%	4.900	356	4	II

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

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

(3) MX Class.

Exhibit B

**Cover Pages, Terms Sheets and Schedule I, if applicable, from
Underlying Certificate Disclosure Documents**



\$1,411,369,834

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-022

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-7 which highlights some of these risks.

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AG	\$360,224,000	4.0%	SEQ	FIX	38374TRB2	October 2032
AI	40,024,888	4.5	NTL (SEQ)	FIX/IO	38374TRC0	October 2032
X	200,000,000	4.5	SEQ	FIX	38374TRD8	April 2039
Security Group 2						
MI(1)	9,219,619	6.0	NTL (SC/PT)	FIX/IO	38374TRE6	April 2038
Security Group 3						
MO(1)	11,645,834	0.0	SC/PT	PO	38374TRF3	July 2037
Security Group 4						
CS(1)	7,140,370	(5)	NTL (TAC/SUP/AD)	INV/IO	38374TRG1	April 2039
FB(1)	117,859,630	(5)	PAC/AD	FLT	38374TRH9	April 2039
FC(1)	7,140,370	(5)	TAC/SUP/AD	FLT	38374TRJ5	April 2039
JL	25,000,000	4.0	TAC/AD	FIX	38374TRK2	April 2039
PS(1)	117,859,630	(5)	NTL (PAC/AD)	INV/IO	38374TRL0	April 2039
ZA	200,000	6.5	SEQ	FIX/Z	38374TRM8	April 2039
ZB	50,000,000	6.5	SUP/AD	FIX/Z	38374TRN6	April 2039
Security Group 5						
CA	500,000,000	4.5	SEQ	FIX	38374TRP1	December 2035
CX	125,000,000	4.5	SEQ	FIX	38374TRQ9	April 2039
Security Group 6						
GA	6,000,000	4.5	SEQ	FIX	38374TRR7	December 2035
GB	1,500,000	4.5	SEQ	FIX	38374TRS5	April 2039
Security Group 7						
BH	6,800,000	4.0	SC/PT	FIX	38374TRT3	June 2038
IB	485,714	7.0	NTL (SC/PT)	FIX/IO	38374TRU0	June 2038
Residual						
RR	0	0.0	NPR	NPR	38374TRV8	April 2039

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

BANC OF AMERICA SECURITIES LLC

LOOP CAPITAL MARKETS, LLC

The date of this Offering Circular Supplement is April 23, 2009.

TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2009

Distribution Dates: For the Group 1, Group 5, Group 6 and Group 7 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2009. For the Group 2, Group 3 and Group 4 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2009.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	4.5%	30
2	Underlying Certificate	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Ginnie Mae II	6.5%	30
5	Ginnie Mae I	4.5%	30
6	Ginnie Mae I	4.5%	30
7	Underlying Certificate	(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 Class MT, 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 4, Group 5 and Group 6 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			
\$560,224,000	356	3	5.00%
Group 4 Trust Assets			
\$200,200,000	355	5	6.95%
Group 5 Trust Assets			
\$625,000,000	356	3	5.00%
Group 6 Trust Assets			
\$ 7,500,000	357	3	5.00%

¹ As of April 1, 2009.

² Does not include the Group 5 Trust Assets that will be added to pay the Trustee Fee.

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, Group 4, Group 5 and Group 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 related Underlying Trusts.

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

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

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, Interest Only, Weighted Average Coupon 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.

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>
CS	6.27% – LIBOR	5.76%	0.00%	6.27%	0	6.27%
FA	LIBOR + 0.73%	1.24%	0.73%	7.00%	0	0.00%
FB	LIBOR + 0.73%	1.24%	0.73%	7.00%	0	0.00%
FC	LIBOR + 0.73%	1.24%	0.73%	7.00%	0	0.00%
PS	6.27% – LIBOR	5.76%	0.00%	6.27%	0	6.27%
SA	6.27% – LIBOR	5.76%	0.00%	6.27%	0	6.27%

- (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.

Class MT is a Weighted Average Coupon Class. The Weighted Average Coupon Class will accrue interest during each Accrual Period at a rate equal to the weighted average of the Interest Rates on its related REMIC Classes (or portions thereof) that were exchanged for such Class based on its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “Description of the Securities — Modification and Exchange” in this Supplement. The initial Interest Rate for Class MT, which will be in effect for the first Accrual Period, is 4.75%.

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, sequentially, to AG and X, in that order, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the ZA and ZB Accrual Amounts will be allocated in the following order of priority:

1. To FB, FC and JL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 16.6666666667% to JL, until retired
 - b. 83.3333333333% in the following order of priority:
 - i. To FB, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To FC, until retired
 - iii. To FB, without regard to its Scheduled Principal Balance, until retired
2. To ZB, until retired

3. To FB, FC and JL, in the same manner and order of priority as described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
4. To ZA, until retired

SECURITY GROUP 5

A percentage of the Group 5 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 5 Principal Distribution Amount (the “Group 5 Adjusted Principal Distribution Amount”) will be allocated, sequentially, to CA and CX, in that order, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, sequentially, to GA and GB, in that order, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated to BH, 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 Range or Rate:

<u>Class</u>	<u>Structuring Range or Rate</u>
PAC Class	
FB.	500% PSA through 800% PSA
PAC and TAC Classes	
FB, FC and JL (in the aggregate)	451% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI.	\$40,024,888	11.1111111111% of AG (SEQ Class)
CS.	7,140,370	100% of FC (TAC/SUP/AD Class)
IB.	485,714	7.1428571429% of BH (SC/PT Class)
MI.	9,219,619	100% of the Group 2 Trust Assets
PS.	117,859,630	100% of FB (PAC/AD Class)
SA.	\$117,859,630	100% of FB (PAC/AD Class)
	7,140,370	100% of FC (TAC/SUP/AD Class)
	\$125,000,000	

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.



\$1,687,317,861

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2009-029

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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 May 29, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AG	\$ 99,594,221	4.00%	SEQ	FIX	38374UMX6	December 2033
AI	11,066,024	4.50	NTL (SEQ)	FIX/IO	38374UMY4	December 2033
B	50,000,000	4.50	SEQ	FIX	38374UMZ1	May 2039
Security Group 2						
WA(1)	9,785,715	4.50	SEQ	FIX	38374UNA5	April 2034
WB	1,000,000	4.00	SEQ	FIX	38374UNB3	May 2039
WC	2,250,000	5.00	SEQ	FIX	38374UNC1	May 2039
WD	625,000	4.00	SEQ	FIX	38374UND9	January 2037
WE	625,000	4.00	SEQ	FIX	38374UNE7	May 2039
Security Group 3						
CB	100,000,000	4.50	SEQ	FIX	38374UNF4	May 2039
CN(1)	182,240,122	4.50	SEQ	FIX	38374UNG2	February 2032
CP(1)	35,220,196	4.50	SEQ	FIX	38374UNH0	April 2034
Security Group 4						
CZ	52,652,430	5.50	SUP	FIX/Z	38374UNJ6	May 2039
GF(1)	110,429,788	(5)	PAC I/AD	FLT	38374UNK3	September 2038
GS(1)	110,429,788	(5)	NTL (PAC I/AD)	INV/IO	38374UNL1	September 2038
PB	23,090,481	4.75	PAC I	FIX	38374UNM9	May 2039
PC	1,115,452	7.00	PAC I	FIX/Z	38374UNN7	May 2039
PL	200,000,000	4.75	PAC I	FIX	38374UNP2	June 2038
YA(1)	82,180,204	5.50	PAC II/AD	FIX	38374UNQ0	May 2039
Security Group 5						
KA	13,159,293	4.50	SUP	FIX	38374UNR8	October 2037
KB	3,026,000	4.50	SUP	FIX	38374UNS6	March 2038
KC	1,622,000	4.50	SUP	FIX	38374UNT4	June 2038
KD	3,675,000	4.50	SUP	FIX	38374UNU1	May 2039
KE	3,686,000	4.50	PAC II	FIX	38374UNV9	May 2039
KL	1,467,000	4.00	SUP	FIX	38374UNW7	May 2039
KM	1,467,000	5.00	SUP	FIX	38374UNX5	May 2039
LA(1)	31,456,221	4.50	PAC I	FIX	38374UNY3	July 2032
LB(1)	11,900,965	4.50	PAC I	FIX	38374UNZ0	November 2034
LC(1)	10,947,653	4.50	PAC I	FIX	38374UPA3	October 2036
LD(1)	9,075,051	4.50	PAC I	FIX	38374UPB1	March 2038
LE(1)	2,985,870	4.50	PAC I	FIX	38374UPC9	August 2038
LG(1)	5,531,947	4.50	PAC I	FIX	38374UPD7	May 2039
Security Group 6						
NA(1)	119,857,421	4.50	PAC I	FIX	38374UPE5	November 2031
NB	16,313,626	4.50	PAC I	FIX	38374UPF2	May 2039
NC(1)	40,896,727	4.50	PAC I	FIX	38374UPG0	June 2036
ND(1)	34,744,491	4.50	PAC I	FIX	38374UPH8	January 2038
NE(1)	10,934,926	4.50	PAC I	FIX	38374UPJ4	July 2038
NG(1)	21,061,906	4.50	PAC I	FIX	38374UPK1	May 2039
NH	25,000,000	4.00	PAC I	FIX	38374UPL9	June 2034
NI	2,777,777	4.50	NTL (PAC I)	FIX/IO	38374UPM7	June 2034
NJ(1)	45,093,725	4.50	PAC I	FIX	38374UPN5	June 2034
NY(1)	57,893,658	4.50	PAC II/AD	FIX	38374UPP0	May 2039
NZ	50,000,000	4.50	TAC/AD	FIX/Z	38374UPQ8	May 2039
ZN	14,712,772	4.50	SUP	FIX/Z	38374UPR6	May 2039
Security Group 7						
FT(1)	120,000,000	(5)	PT	FLT	38374UPS4	May 2039
PZ	11,812,518	4.50	SUP	FIX/Z	38374UPF2	May 2039
ST(1)	120,000,000	(5)	NTL (PT)	INV/IO	38374UPU9	May 2039
TA(1)	67,859,598	4.50	PAC/AD	FIX	38374UPV7	March 2039
ZP	327,884	4.50	PAC/AD	FIX/Z	38374UPW5	May 2039
Residual						
RR	0	NPR	0.00	NPR	38374UPX3	May 2039

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

Goldman, Sachs & Co.

Loop Capital Markets, LLC

The date of this Offering Circular Supplement is May 21, 2009.

TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 29, 2009

Distribution Dates: For the Group 1, 2, 3, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2009. For the Group 6 and 7 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 2009.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae II	5.5%	30
5	Ginnie Mae II	4.5%	30
6	Ginnie Mae I	4.5%	30
7	Ginnie Mae I	6.0%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust 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			
\$149,594,221	358	1	5.02%
Group 2 Trust Assets			
\$ 14,285,715	357	3	5.02%
Group 3 Trust Assets			
\$317,460,318	357	3	5.02%
Group 4 Trust Assets			
\$469,468,355	358	2	5.95%
Group 5 Trust Assets			
\$100,000,000	357	3	5.02%
Group 6 Trust Assets			
\$436,509,252	357	3	5.00%
Group 7 Trust Assets			
\$200,000,000	350	10	6.50%

¹ As of May 1, 2009.

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, 2, 3, 4 and 5 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3, 4 and 5 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See *"The Trust Assets — The Mortgage Loans"* in this Supplement.

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

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

Increased Minimum Denomination Classes: Each Class that constitutes an 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>
CF	LIBOR + 0.55%	0.93%	0.55%	7.00%	0	0.00%
CS	6.45% – LIBOR	6.07%	0.00%	6.45%	0	6.45%
DF	LIBOR + 0.60%	0.98%	0.60%	7.00%	0	0.00%
DS	6.40% – LIBOR	6.02%	0.00%	6.40%	0	6.40%
EF	LIBOR + 0.65%	1.03%	0.65%	7.00%	0	0.00%
ES	6.35% – LIBOR	5.97%	0.00%	6.35%	0	6.35%
FL	LIBOR + 0.65%	1.03%	0.65%	7.00%	0	0.00%
FM	LIBOR + 0.60%	0.98%	0.60%	7.00%	0	0.00%
FN	LIBOR + 0.70%	1.08%	0.70%	7.00%	0	0.00%
FT	LIBOR + 0.75%	1.13%	0.75%	7.00%	0	0.00%
GF	LIBOR + 0.70%	1.08%	0.70%	7.00%	0	0.00%
GS	6.30% – LIBOR	5.92%	0.00%	6.30%	0	6.30%
PF	LIBOR + 0.50%	0.88%	0.50%	7.00%	0	0.00%
PS	6.50% – LIBOR	6.12%	0.00%	6.50%	0	6.50%
SL	6.35% – LIBOR	5.97%	0.00%	6.35%	0	6.35%
SM	6.40% – LIBOR	6.02%	0.00%	6.40%	0	6.40%
SN	6.30% – LIBOR	5.92%	0.00%	6.30%	0	6.30%
ST	6.25% – LIBOR	5.87%	0.00%	6.25%	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

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) will be allocated sequentially, to AG and B, in that order, until retired

SECURITY GROUP 2

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

1. To WA, until retired

2. Concurrently, as follows:

- a. 72.2222222222% concurrently, to WB and WC, pro rata, until retired
- b. 27.7777777778% sequentially, to WD and WE, in that order, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated sequentially, to CN, CP and CB, in that order, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the CZ and PC Accrual Amounts will be allocated as follows:

- The CZ Accrual Amount in the following order of priority:
 1. To YA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To CZ, until retired
- The PC Accrual Amount, sequentially, to GF and PC, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. To the Group 4 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 66.6666667663% sequentially, to PL and PB, in that order, until retired
 - b. 33.3333332337% sequentially, to GF and PC, in that order, until retired
 2. To YA, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To CZ, until retired
 4. To YA, without regard to its Scheduled Principal Balance, until retired
 5. To the Group 4 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 5

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

1. Sequentially, to LA, LB, LC, LD, LE and LG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To KE, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Sequentially, to KA, KB and KC, in that order, until retired
4. Concurrently, to KD, KL and KM, pro rata, until retired

5. To KE, without regard to its Scheduled Principal Balance, until retired
6. Sequentially, to LA, LB, LC, LD, LE and LG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the NZ and ZN Accrual Amounts will be allocated as follows:

- The NZ Accrual Amount in the following order of priority:
 1. To NY, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To NZ, until retired
- The ZN Accrual Amount in the following order of priority:
 1. To NY and NZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To NY, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To NZ, until retired
 - c. To NY, without regard to its Scheduled Principal Balance, until retired
 2. To ZN, until retired
- The Group 6 Principal Distribution Amount in the following order of priority:
 1. To the Group 6 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 13.1612789387% sequentially, to NH and NB, in that order, until retired
 - b. 86.8387210613% sequentially, to NA, NJ, NC, ND, NE and NG, in that order, until retired
 2. To NY and NZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To NY, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To NZ, until retired
 - c. To NY, without regard to its Scheduled Principal Balance, until retired
 3. To ZN, until retired
 4. To NY and NZ, in the same manner and priority described in step 2., but without regard to their Aggregate Scheduled Principal Balance, until retired
 5. To the Group 6 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 7

The Group 7 Principal Distribution Amount and the PZ and ZP Accrual Amounts will be allocated as follows:

- The ZP Accrual Amount, sequentially, to TA and ZP, in that order, until retired

- The PZ Accrual Amount in the following order of priority:
 1. Sequentially, to TA and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To PZ, until retired
- The Group 7 Principal Distribution Amount, concurrently, as follows:
 1. 60% to FT, until retired
 2. 40% in the following order of priority:
 - a. Sequentially, to TA and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To PZ, until retired
 - c. Sequentially, to TA and ZP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

	<u>Structuring Ranges or Rate</u>
PAC I Classes	
LA, LB, LC, LD, LE and LG (in the aggregate)	100% PSA through 250% PSA
NA, NB, NC, ND, NE, NG, NH and NJ (in the aggregate)	100% PSA through 250% PSA
GF, PB, PC and PL (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
KE	115% PSA through 250% PSA
NY*	126% PSA through 200% PSA
YA	180% PSA through 250% PSA
PAC Classes	
TA and ZP (in the aggregate)	400% PSA through 575% PSA
PAC II and TAC Classes	
NY and NZ (in the aggregate)	161% PSA

* The initial Effective Range is 176% PSA through 205% PSA.

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

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

Class	Original Class Notional Balance	Represents Approximately
AI	\$ 11,066,024	11.1111111111% of AG (SEQ Class)
CI	72,486,772	33.3333333333% of CN and CP (in the aggregate) (SEQ Classes)
CS	110,429,788	100% of GF (PAC I/AD Class)
DS	110,429,788	100% of GF (PAC I/AD Class)
ES	110,429,788	100% of GF (PAC I/AD Class)
GI	3,649,217	33.3333333333% of LC (PAC I Class)
GS	110,429,788	100% of GF (PAC I/AD Class)
IC	60,746,707	33.3333333333% of CN (SEQ Class)
IG	3,025,017	33.3333333333% of LD (PAC I Class)
IJ	995,290	33.3333333333% of LE (PAC I Class)
IL	14,452,395	33.3333333333% of LA and LB (in the aggregate) (PAC I Classes)
IN	39,952,473	33.3333333333% of NA (PAC I Class)
IQ	11,581,497	33.3333333333% of ND (PAC I Class)
IU	3,644,975	33.3333333333% of NE (PAC I Class)
IV	7,020,635	33.3333333333% of NG (PAC I Class)
JI	1,229,321	22.2222222222% of LG (PAC I Class)
LI	10,485,407	33.3333333333% of LA (PAC I Class)
NI	2,777,777	11.1111111111% of NH (PAC I Class)
PS	110,429,788	100% of GF (PAC I/AD Class)
QI	54,983,715	33.3333333333% of NA and NJ (in the aggregate) (PAC I Classes)
SL	120,000,000	100% of FT (PT Class)
SM	120,000,000	100% of FT (PT Class)
SN	120,000,000	100% of FT (PT Class)
ST	120,000,000	100% of FT (PT Class)
TI	16,964,899	25% of TA (PAC/AD Class)
VI	19,297,886	33.3333333333% of NY (PAC II/AD Class)
WI	3,261,905	33.3333333333% of WA (SEQ Class)
YI	37,354,638	45.4545454545% of YA (PAC II/AD 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.



\$712,856,995

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-034

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be March 30, 2010.

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

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

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						
AD	\$ 33,009,520	2.50%	PAC I	FIX	38376WV93	October 2032
AE	30,000,000	2.00	PAC I	FIX	38376WW27	October 2032
DA	3,500,000	4.50	SUP	FIX	38376WW35	July 2038
DB	1,500,000	4.50	SUP	FIX	38376WW43	May 2039
DC	3,500,000	4.50	TAC	FIX	38376WW50	May 2039
DE	1,500,000	4.50	SUP	FIX	38376WW68	May 2039
DF	1,618,071	(5)	SUP	FLT/DLY	38376WW76	May 2039
DS	898,929	(5)	SUP	INV/DLY	38376WW84	May 2039
GB	29,518,000	4.50	PAC I	FIX	38376WW92	August 2035
GI(1)	31,337,564	4.50	NTL (PAC I)	FIX/IO	38376WX26	October 2032
IN(1)	29,136,535	4.50	NTL (PAC I)	FIX/IO	38376WX34	December 2035
JA	14,385,000	4.50	SUP	FIX	38376WX42	April 2039
JB	615,000	4.50	SUP	FIX	38376WX59	May 2039
MC(1)	14,260,000	4.50	PAC I	FIX	38376WX67	November 2036
MD(1)	17,420,037	4.50	PAC I	FIX	38376WX75	March 2038
ME(1)	8,494,000	4.50	PAC I	FIX	38376WX83	July 2036
MG(1)	28,977,037	4.50	PAC I	FIX	38376WX91	March 2038
NA(1)	64,800,000	4.50	PAC I	FIX	38376W3C7	March 2038
NB(1)	25,948,000	4.50	PAC I	FIX	38376WY25	November 2038
NG	2,200,000	4.50	PAC I	FIX	38376WY41	March 2038
NM	131,114,406	3.50	PAC I	FIX	38376WY82	December 2035
NO(1)	57,931,000	0.00	PAC I	PO	38376WY90	March 2040
NP(1)	10,000,000	4.50	PAC I	FIX	38376W3B9	June 2036
NW(1)	57,931,000	(5)	NTL (PAC I)	INV/IO/DLY	38376WZ24	March 2040
NY(1)	57,931,000	(5)	NTL (PAC I)	FLT/IO/DLY	38376WZ32	March 2040
QA	8,243,000	4.50	PAC II	FIX	38376WZ40	January 2040
QB	9,578,000	4.50	PAC II	FIX	38376WZ57	March 2040
UA	78,535,000	4.50	SUP	FIX	38376WZ65	May 2039
UC	5,500,000	4.75	SUP	FIX	38376WZ73	March 2040
UD	14,100,000	5.00	SUP	FIX	38376WZ81	March 2040
UF	3,600,000	(5)	SUP	FLT/DLY	38376WZ99	March 2040
UG	3,150,590	(5)	SUP	INV	38376W2A2	March 2040
UO	1,872,222	0.00	SUP	PO	38376W2B0	March 2040
UP	7,317,500	(5)	SUP	FLT	38376W2C8	March 2040
US	2,000,000	(5)	SUP	INV/DLY	38376W2D6	March 2040
UT	914,688	(5)	SUP	INV	38376W2E4	March 2040
Security Group 2						
KA	25,000,000	4.50	SEQ	FIX	38376W2F1	April 2036
KV	3,349,743	4.50	SEQ/AD	FIX	38376W2G9	April 2021
KZ(1)	5,212,394	4.50	SEQ	FIX/Z	38376W2H7	March 2040
Security Group 3						
LA	25,000,000	4.50	SEQ	FIX	38376W2J3	March 2037
LV	2,445,172	4.50	SEQ/AD	FIX	38376W2K0	April 2021
LZ(1)	3,804,828	4.50	SEQ	FIX/Z	38376W2L8	March 2040
Security Group 4						
MA(1)	25,000,000	4.50	SEQ	FIX	38376W3K9	November 2036
MV	2,756,142	4.50	SEQ/AD	FIX	38376W2P9	April 2021
MZ(1)	4,288,716	4.50	SEQ	FIX/Z	38376W2Q7	March 2040
Residual						
RR	0	0.00	NPR	NPR	38376W2R5	March 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.

Citi

Guzman & Co.

The date of this Offering Circular Supplement is March 22, 2010.

TERMS SHEET

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

Sponsor: Citigroup Global Markets Inc.

Co-Sponsor: Guzman & Co.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: March 30, 2010

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

Trust Assets:

<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	4.5%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae II	4.5%	30

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of a certain MX Class in Groups 2, 3 and 4, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Trust 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			
\$616,000,000	351	8	4.906%
Group 2 Trust Assets			
\$33,562,137	355	4	5.000%
Group 3 Trust Assets			
\$31,250,000	348	11	4.900%
Group 4 Trust Assets			
\$32,044,858	353	7	5.000%

¹ As of March 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 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 will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement.

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

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

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, 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>
DF	LIBOR + 1.20%	1.42875000%	1.2%	7.00000000%	19	0.00%
DS	10.44% – (LIBOR x 1.80)	10.02825000%	0.0%	10.44000000%	19	5.80%
NW	171.00% – (LIBOR x 18.00)	4.50000000%	0.0%	4.50000000%	19	9.50%
NY	(LIBOR x 18.00) – 166.50%	0.00000000%	0.0%	4.50000000%	19	9.25%
UF	LIBOR + 1.30%	1.52875000%	1.3%	7.00000000%	19	0.00%
UG	11.61290272% – (LIBOR x 2.32258095)	11.08161233%	0.0%	11.61290272%	0	5.00%
UP	LIBOR + 1.00%	1.22875000%	1.0%	7.00000000%	0	0.00%
US	10.26% – (LIBOR x 1.80)	9.84825000%	0.0%	10.26000000%	19	5.70%
UT	48.00% – (LIBOR x 8.00)	8.00000000%	0.0%	8.00000000%	0	6.00%

- (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, the following distributions will be made to the related Securities:

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. Concurrently, as follows:

i. 17.5233170990%, to NA, until retired

ii. 3.2991430341%, sequentially, to NP and NG, in that order, until retired

iii. 33.5884013489%, in the following order of priority:

(a) Concurrently, to AD and AE, pro rata, until retired

(b) Sequentially, to GB, MC and MD, in that order, until retired

iv. 45.5891385180%, sequentially, to NM, ME and MG, in that order, until retired

b. Sequentially, to NB and NO, in that order, until retired

2. Sequentially, to QA and QB, in that order, reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Concurrently, as follows:

a. 76.4266586203%, concurrently, to DF, DS and UA, pro rata, until retired

b. 14.1440048278%, sequentially, to JA and JB, in that order, until retired

c. 4.7146682759%, sequentially, to DA and DB, in that order, until retired

d. 4.7146682759%, in the following order of priority:

i. To DC, until reduced to its Scheduled Principal Balance for that Distribution Date

ii. To DE, until retired

iii. To DC, without regard to its Scheduled Principal Balance, until retired

4. Concurrently, to UC, UD, UF, UG, UO, UP, US and UT, pro rata, until retired

5. Sequentially, to QA and QB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

6. To the Group 1 PAC I Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the KZ Accrual Amount will be allocated as follows:

- The KZ Accrual Amount, sequentially, to KV and KZ, in that order, until retired
- The Group 2 Principal Distribution Amount, sequentially, to KA, KV and KZ, in that order, until retired

SECURITY GROUP 3

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

- The LZ Accrual Amount, sequentially, to LV and LZ, in that order, until retired
- The Group 3 Principal Distribution Amount sequentially to LA, LV and LZ, in that order, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the MZ Accrual Amount will be allocated as follows:

- The MZ Accrual Amount, sequentially, to MV and MZ, in that order, until retired
- The Group 4 Principal Distribution Amount, sequentially, to MA, MV and MZ, 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 Rate:

<u>Class</u>	<u>Structuring Ranges or Rate</u>
PAC I Classes	
AD, AE, GB, MC, MD, ME, MG, NA, NB, NG, NM, NO and NP (in the aggregate)	109% PSA through 250% PSA
PAC II Classes	
QA and QB (in the aggregate)	115% PSA through 225% PSA
TAC Class	
DC	200% PSA

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

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional

Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GI	\$14,670,898	44.4444444444% of AD (PAC I Class)
	<u>16,666,666</u>	55.5555555556% of AE (PAC I Class)
	<u>\$31,337,564</u>	
IN	\$29,136,535	22.2222222222% of NM (PAC I Class)
MI	8,333,333	33.3333333333% of MA (SEQ Class)
NH	3,333,333	33.3333333333% of NP (PAC I Class)
NI	7,200,000	11.1111111111% of NA (PAC I Class)
NQ	\$14,670,898	44.4444444444% of AD (PAC I Class)
	16,666,666	55.5555555556% of AE (PAC I Class)
	29,136,535	22.2222222222% of NM (PAC I Class)
	<u>5,222,223</u>	8.0589861111% of NA (PAC I Class)
	<u>\$65,696,322</u>	
NW	\$57,931,000	100% of NO (PAC I Class)
NY	57,931,000	100% of NO (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.



\$497,327,849

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2010-044

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be April 30, 2010.

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

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

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)	\$55,000,000	2.75%	PAC I	FIX	38376YU90	August 2035
AG	15,110,852	4.50	PAC I	FIX	38376YV24	October 2037
AI(1)	21,388,888	4.50	NTL (PAC I)	FIX/IO	38376YV32	August 2035
NA(1)	44,932,148	4.50	PAC I	FIX	38376YV40	October 2037
NB	15,948,000	4.50	PAC I	FIX	38376YV57	January 2039
NV(1)	7,399,000	4.50	AD/PAC I	FIX	38376YV65	March 2022
NZ(1)	10,500,000	4.50	PAC I	FIX/Z	38376YV73	April 2040
QA	7,963,000	4.50	PAC II	FIX	38376YV81	March 2040
QB	2,183,000	4.50	PAC II	FIX	38376YV99	April 2040
UA	18,534,000	4.50	SUP	FIX	38376YW23	May 2039
UC	2,000,000	4.75	SUP	FIX	38376YW31	April 2040
UD	10,367,000	5.00	SUP	FIX	38376YW49	April 2040
UO	1,263,000	0.00	SUP	PO	38376YW56	April 2040
UQ	2,000,000	(5)	SUP	INV/DLY	38376YW64	May 2039
UT	4,800,000	(5)	SUP	FLT/DLY	38376YW72	May 2039
UX	2,000,000	(5)	SUP	INV/DLY	38376YW80	May 2039
Security Group 2						
FK	21,600,000	(5)	PT	FLT	38376YW98	April 2040
KA(1)	11,975,000	4.50	PAC	FIX	38376YX22	April 2040
KC	21,000	4.50	PAC	FIX	38376YX30	April 2040
LF	1,545,429	(5)	SUP	FLT/DLY	38376YX48	April 2040
LS	858,571	(5)	SUP	INV/DLY	38376YX55	April 2040
SK	21,600,000	(5)	NTL (PT)	INV/IO	38376YX63	April 2040
Security Group 3						
MA	39,987,500	4.50	SEQ	FIX	38376YX71	April 2037
MV(1)	3,917,165	4.50	AD/SEQ	FIX	38376YX89	May 2021
MZ(1)	6,095,335	4.50	SEQ	FIX/Z	38376YX97	April 2040
Security Group 4						
BA(1)	90,435,000	4.50	PAC I	FIX	38376YY21	April 2038
BC	6,158,000	4.50	PAC I	FIX	38376YY39	December 2038
BV(1)	5,701,000	4.50	AD/PAC I	FIX	38376YY47	October 2021
BZ(1)	8,500,000	4.50	PAC I	FIX/Z	38376YY54	April 2040
GA	21,102,000	4.50	SUP	FIX	38376YY62	June 2039
GB(1)	9,309,000	4.50	SUP	FIX	38376YY70	April 2040
GF	3,600,000	(5)	SUP	FLT/DLY	38376YY88	June 2039
GS	2,000,000	(5)	SUP	INV/DLY	38376YY96	June 2039
QC	1,671,000	4.50	PAC II	FIX	38376YZ20	March 2040
QD	1,524,000	4.50	PAC II	FIX	38376YZ38	April 2040
Security Group 5						
HA	25,000,000	4.50	SEQ	FIX	38376YZ46	October 2036
HK	25,000,000	4.50	SEQ/AD	FIX	38376YZ53	November 2033
HV(1)	2,931,384	4.50	SEQ/AD	FIX	38376YZ61	May 2021
HZ(1)	4,561,402	4.50	SEQ	FIX/Z	38376YZ77	April 2040
ZK(1)	3,835,063	4.50	SEQ	FIX/Z	38376YZ87	April 2040
Residual						
RR	0	0.00	NPR	NPR	38376YZ95	April 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.

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: Citigroup Global Markets Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2010

Distribution Dates: For the Group 2 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2010. For the Group 1, 3, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2010.

Trust Assets:

<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 I	6.0%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae II	4.5%	30
5	Ginnie Mae II	4.5%	30

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 1, 3, 4 and 5, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Trust 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 \$200,000,000	357	3	4.926%
Group 2 Trust Assets \$ 36,000,000	269	80	6.500%
Group 3 Trust Assets \$ 50,000,000	348	11	4.900%
Group 4 Trust Assets \$150,000,000	352	8	4.900%
Group 5 Trust Assets \$ 61,327,849	355	4	4.900%

¹ As of April 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, 3, 4 and 5 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 3, 4 and 5 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement.

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

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

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, 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>
FK	LIBOR + 0.50%	0.746060%	0.5%	7.00%	0	0.0%
GF	LIBOR + 1.00%	1.251380%	1.0%	7.00%	19	0.0%
GS	10.80% - (LIBOR x 1.80)	10.347516%	0.0%	10.80%	19	6.0%
LF	LIBOR + 1.10%	1.346060%	1.1%	7.00%	15	0.0%
LS	10.62% - (LIBOR x 1.80)	10.177092%	0.0%	10.62%	15	5.9%
SK	6.50% - LIBOR	6.253940%	0.0%	6.50%	0	6.5%
UQ	10.62% - (LIBOR x 1.80)	10.195866%	0.0%	10.62%	19	5.9%
UT	LIBOR + 1.10%	1.335630%	1.1%	7.00%	19	0.0%
UX	6.54% - (LIBOR x 0.60)	6.398622%	3.0%	6.54%	19	5.9%

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

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

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

SECURITY GROUP 1

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

- The NZ Accrual Amount, sequentially, to NV and NZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:

1. To the Group 1 PAC I Classes until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. Concurrently, as follows:

i. 60.9431708144% sequentially, to AC and AG, in that order, until retired

ii. 39.0568291856% to NA, until retired

b. Sequentially, to NB, NV and NZ, in that order, until retired

2. Sequentially, to QA and QB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Concurrently, to UA, UQ, UT and UX, pro rata, until retired

4. Concurrently, to UC, UD and UO, pro rata, until retired

5. Sequentially, to QA and QB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

6. To the Group 1 PAC I Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated concurrently, as follows:

1. 60% to FK, until retired

2. 40% in the following order of priority:

a. Sequentially, to KA and KC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

b. Concurrently, to LF and LS, pro rata, until retired

c. Sequentially, to KA and KC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- The MZ Accrual Amount, sequentially, to MV and MZ, in that order, until retired
- The Group 3 Principal Distribution Amount, sequentially, to MA, MV and MZ, in that order, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the BZ Accrual Amount will be allocated as follows:

- The BZ Accrual Amount, sequentially, to BV and BZ, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to BA, BC, BV and BZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to QC and QD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Concurrently, to GA, GF and GS, pro rata, until retired
 4. To GB, until retired
 5. Sequentially, to QC and QD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 6. Sequentially, to BA, BC, BV and BZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the HZ and ZK Accrual Amounts will be allocated as follows:

- The HZ Accrual Amount sequentially, to HV and HZ, in that order, until retired
- The ZK Accrual Amount sequentially, to HK and ZK, in that order, until retired
- The Group 5 Principal Distribution Amount, concurrently, as follows:
 1. 52.9821060576% sequentially, to HA, HV and HZ, in that order, until retired
 2. 47.0178939424% sequentially, to HK and ZK, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
KA and KC (in the aggregate)	225% PSA through 360% PSA
PAC I Classes	
AC, AG, NA, NB, NV and NZ (in the aggregate)	110% PSA through 250% PSA
BA, BC, BV and BZ (in the aggregate)	110% PSA through 250% PSA
PAC II Classes	
QA and QB (in the aggregate)	130% PSA through 225% PSA
QC and QD (in the aggregate)	115% PSA through 225% PSA

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

Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI.	\$21,388,888	38.888888889% of AC (PAC I Class)
BI.	30,145,000	33.333333333% of BA (PAC I Class)
KI.	2,993,750	25% of KA (PAC Class)
NI.	14,977,382	33.333333333% of NA (PAC I Class)
SK.	21,600,000	100% of FK (PT Class)

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

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

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1(5)								
NA	\$44,932,148	NE	\$44,932,148	PAC I	3.00%	FIX	38376Y2A8	October 2037
		NG	44,932,148	PAC I	3.25	FIX	38376Y2B6	October 2037
		NH	44,932,148	PAC I	3.50	FIX	38376Y2C4	October 2037
		NI	14,977,382	NTL (PAC I)	4.50	FIX/IO	38376Y2D2	October 2037
		NJ	44,932,148	PAC I	3.75	FIX	38376Y2E0	October 2037
		NK	44,932,148	PAC I	4.00	FIX	38376Y2F7	October 2037
		NL	44,932,148	PAC I	4.25	FIX	38376Y2G5	October 2037
Combination 2								
AC	\$ 5,000,000	AD	\$ 5,000,000	PAC I	22.00%	FIX	38376Y2H3	August 2035
AI	21,388,888							
Combination 3								
NV	\$ 7,399,000	NC	\$17,899,000	PAC I	4.50%	FIX	38376Y2J9	April 2040
NZ	10,500,000							

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)
	Original Class Principal Balance	or Class Notional Balance							
Security Group 2									
Combination 4(5)									
KA	\$11,975,000		KD	\$11,975,000	PAC	3.00%	FIX	38376Y2K6	April 2040
			KE	11,975,000	PAC	3.25	FIX	38376Y2L4	April 2040
			KG	11,975,000	PAC	3.50	FIX	38376Y2M2	April 2040
			KH	11,975,000	PAC	3.75	FIX	38376Y2N0	April 2040
			KI	2,993,750	NTL (PAC)	6.00	FIX/IO	38376Y2P5	April 2040
			KJ	11,975,000	PAC	4.00	FIX	38376Y2Q3	April 2040
			KL	11,975,000	PAC	4.25	FIX	38376Y2R1	April 2040
Security Group 3									
Combination 5									
MV	\$ 3,917,165		MB	\$10,012,500	SEQ	4.50%	FIX	38376Y2S9	April 2040
MZ	6,095,335								
Security Group 4									
Combination 6(5)									
BA	\$90,435,000		BE	\$90,435,000	PAC I	3.00%	FIX	38376Y2I7	April 2038
			BG	90,435,000	PAC I	3.25	FIX	38376Y2U4	April 2038
			BH	90,435,000	PAC I	3.50	FIX	38376Y2V2	April 2038
			BI	30,145,000	NTL (PAC I)	4.50	FIX/IO	38376Y2W0	April 2038
			BJ	90,435,000	PAC I	3.75	FIX	38376Y2X8	April 2038
			BK	90,435,000	PAC I	4.00	FIX	38376Y2Y6	April 2038
			BL	90,435,000	PAC I	4.25	FIX	38376Y2Z3	April 2038

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7(5)								
GB	\$ 9,309,000	GL	\$ 8,819,052	SUP	4.75%	FIX	38376Y3A7	April 2040
		GM	8,378,100	SUP	5.00	FIX	38376Y3B5	April 2040
		GO	930,900	SUP	0.00	PO	38376Y3C3	April 2040
Combination 8								
BV	\$ 5,701,000	BD	\$14,201,000	PAC I	4.50%	FIX	38376Y3D1	April 2040
BZ	8,500,000							
Security Groups 1 and 4								
Combination 9(6)								
NV	\$ 7,399,000	CV	\$13,100,000	AD/PAC I	4.50%	FIX	38376Y3E9	March 2022
BV	5,701,000							
Combination 10(6)								
NZ	\$10,500,000	CZ	\$19,000,000	PAC I	4.50%	FIX/Z	38376Y3F6	April 2040
BZ	8,500,000							
Security Group 5								
Combination 11								
HV	\$ 2,931,384	HB	\$ 7,492,786	SEQ	4.50%	FIX	38376Y3G4	April 2040
HZ	4,561,402							
Security Groups 3 and 5								
Combination 12(6)								
HZ	\$ 4,561,402	ZA	\$14,491,800	SEQ	4.50%	FIX/Z	38376Y3H2	April 2040
MZ	6,095,335							
ZK	3,835,063							

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(6)								
HV	\$ 2,931,384	V	\$ 6,848,549	SEQ/AD	4.50%	FIX	38376Y3J8	May 2021
MV	3,917,165							
Combination 14(6)								
HV	\$ 2,931,384	B	\$ 17,505,286	SEQ	4.50%	FIX	38376Y3K5	April 2040
HZ	4,561,402							
MV	3,917,165							
MZ	6,095,335							

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

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

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

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

(5) In the case of Combinations 1, 4, 6 and 7, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(6) Combinations 9, 10, 12, 13 and 14 are derived from REMIC classes of separate Security Groups.



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**Guaranteed REMIC
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OFFERING CIRCULAR SUPPLEMENT
May 20, 2010

**Citi
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