



\$608,111,688

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-084

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-8 which highlights some of these risks.

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

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

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

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						
CD	\$ 25,000,000	4.50%	SUP	FIX	38374YHA4	June 2040
CE	661,648	4.50	SUP	FIX	38374YHB2	July 2040
GA	14,930,000	4.50	SUP	FIX	38374YHC0	May 2039
GB	2,114,000	4.50	SUP	FIX	38374YHD8	September 2039
GC	2,591,000	4.50	SUP	FIX	38374YHE6	January 2040
GD	1,269,000	4.50	SUP	FIX	38374YHF3	April 2040
GE	2,276,000	4.50	SUP	FIX	38374YHG1	July 2040
PD(1)	70,554,000	4.50	PAC	FIX	38374YHH9	February 2033
PE(1)	10,608,000	4.50	PAC	FIX	38374YHJ5	February 2034
PG(1)	33,888,000	4.50	PAC	FIX	38374YHK2	February 2037
PH	22,745,000	4.50	PAC	FIX	38374YHL0	November 2038
PJ(1)	24,069,340	4.50	PAC	FIX	38374YHM8	July 2040
Security Group 2						
NAC(1)	133,412,500	4.50	PAC	FIX	38374YHN6	December 2036
NB(1)	41,685,000	4.50	PAC	FIX	38374YHP1	August 2039
NC(1)	16,647,500	4.50	PAC	FIX	38374YHQ9	July 2040
TD	19,702,250	4.00	SUP	FIX	38374YHR7	August 2039
TE	7,050,000	4.25	SUP	FIX	38374YHS5	August 2039
TF	5,000,000	(5)	SUP	FLT	38374YHT3	August 2039
TG	1,574,778	4.50	SUP	FIX	38374YHU0	August 2039
TH	3,415,000	7.00	SUP	FIX	38374YHV8	August 2039
TJ	250,000	4.00	SUP	FIX	38374YHW6	July 2040
TK	250,000	5.00	SUP	FIX	38374YHX4	July 2040
TS	2,222,222	(5)	SUP	INV	38374YHY2	August 2039
TU	2,050,750	6.00	SUP	FIX	38374YHZ9	August 2039
TX	8,822,500	4.50	SUP	FIX	38374YJA2	February 2040
TY	7,917,500	4.50	SUP	FIX	38374YJB0	July 2040
Security Group 3						
WA	1,050,000	4.00	SUP	FIX	38374YJC8	December 2039
WB	123,448	4.50	SUP	FIX	38374YJD6	March 2040
WC	166,594	4.50	SUP	FIX	38374YJE4	July 2040
WK	135,000	4.00	PAC II	FIX	38374YJF1	July 2040
WL	15,000	4.00	PAC II	FIX	38374YJG9	July 2040
WO	36,256	0.00	SUP	PO	38374YJH7	July 2040
YA(1)	5,008,000	4.00	PAC I	FIX	38374YJJ3	October 2038
YB	867,000	4.00	PAC I	FIX	38374YJK0	July 2040
Security Group 4						
FL(1)	28,475,685	(5)	SC/PT	FLT	38374YJL8	June 2037
TL	28,475,685	(5)	NTL (SC/PT)	INV/IO	38374YJM6	June 2037
TM(1)	28,475,685	(5)	NTL (SC/PT)	INV/IO	38374YJN4	June 2037
TN(1)	28,475,685	(5)	NTL (SC/PT)	INV/IO	38374YJP9	June 2037
Security Group 5						
HF(1)	23,696,672	(5)	SC/PT	FLT	38374YJQ7	May 2038
HS(1)	23,696,672	(5)	NTL (SC/PT)	INV/IO	38374YJR5	May 2038
Security Group 6						
TA	6,000,000	4.25	SC/PT	FIX	38374YJS3	May 2040
TB	600,000	7.00	SC/PT	FIX	38374YJT1	May 2040
TC	512,574	4.50	SC/PT	FIX	38374YJU8	May 2040

(Cover continued on next page)

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 7						
CM	\$ 101,833	4.50%	SC/SUP	FIX	38374YJV6	June 2040
QA	11,963,000	4.50	SC/PAC	FIX	38374YJW4	June 2040
QB	35,708,000	4.50	SC/PAC	FIX	38374YJX2	June 2040
Security Group 8						
MA(1)	22,614,638	5.00	SC/PT	FIX	38374YJY0	June 2039
Security Group 9						
CN	68,000	5.00	SC/SUP	FIX	38374YJZ7	October 2037
UA(1)	10,264,000	5.00	SC/PAC	FIX	38374YKA0	October 2037
Residual						
R	0	0.00	NPR	NPR	38374YKB8	July 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 4, 5, 6, 7, 8 and 9 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: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2010

Distribution Dates: For the Group 1, 2, 3, 5, 6, 7 and 8 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2010. For the Group 4 and 9 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 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	4.0	30
4	Underlying Certificate	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificate	(1)	(1)
9	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 a certain MX Class in Groups 1 and 2, 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 and 3 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 \$210,705,988	357	3	4.9%
Group 2 Trust Assets \$250,000,000	349	10	4.9%
Group 3 Trust Assets \$ 7,401,298	350	9	4.5%

¹ As of July 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, 2 and 3 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2 and 3 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:

<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>
FL	LIBOR + 0.30%	0.64094%	0.30%	7.000%	0	0.00%
FM	LIBOR + 0.35%	0.69094%	0.35%	7.000%	0	0.00%
FN	LIBOR + 0.40%	0.74094%	0.40%	7.000%	0	0.00%
HF	LIBOR + 0.45%	0.79000%	0.45%	6.500%	0	0.00%
HS	6.05% – LIBOR	5.71000%	0.00%	6.050%	0	6.05%
TF	LIBOR + 1.20%	1.54700%	1.20%	6.500%	0	0.00%
TL	6.60% – LIBOR	0.10000%	0.00%	0.100%	0	6.60%
TM	6.70% – LIBOR	0.05000%	0.00%	0.050%	0	6.70%
TN	6.65% – LIBOR	0.05000%	0.00%	0.050%	0	6.65%
TS	11.925% – (LIBOR × 2.25)	11.14425%	0.00%	11.925%	0	5.30%

(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 in the following order of priority:

1. Sequentially, to PD, PE, PG, PH and PJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently:
 - a. 47.4594960432% sequentially, to GA, GB, GC, GD and GE, in that order, until retired
 - b. 52.5405039568% sequentially, to CD and CE, in that order, until retired
3. Sequentially, to PD, PE, PG, PH and PJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. Sequentially, to NA, NB and NC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to TD, TE, TF, TG, TH, TS and TU, pro rata, until retired
3. To TX, until retired
4. Concurrently, to TJ, TK and TY, pro rata, until retired
5. Sequentially, to NA, NB and NC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. Sequentially, to YA and YB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to WK and WL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. To WA, until retired
4. Concurrently:
 - a. 11.1113154233% to WO, until retired
 - b. 88.8886845767% sequentially, to WB and WC, in that order, until retired
5. Sequentially, to WK and WL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
6. Sequentially, to YA and YB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated concurrently, to TA, TB and TC, pro rata, until retired

SECURITY GROUP 7

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

1. Sequentially, to QA and QB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To CM, until retired
3. Sequentially, to QA and QB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated to MA, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated in the following order of priority:

1. To UA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To CN, until retired
3. To UA, without regard to its 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:

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
NA, NB and NC (in the aggregate)	120% PSA through 250% PSA
PD, PE, PG, PH and PJ (in the aggregate)	120% PSA through 250% PSA
QA and QB (in the aggregate)	120% PSA through 250% PSA
UA	126% PSA through 250% PSA
PAC I Classes	
YA and YB (in the aggregate)	100% PSA through 200% PSA
PAC II Classes	
WK and WL (in the aggregate)	108% PSA through 200% PSA

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>
HS . . .	\$23,696,672	100% of HF (SC/PT Class)
JL	5,893,333	55.5555555556% of PE (PAC Class)
KI	18,826,666	55.5555555556% of PG (PAC Class)
LI	97,276,388	55.5555555556% of NA and NB (in the aggregate) (PAC Classes)
MI	11,307,319	50% of MA (SC/PT Class)
NI	88,941,666	66.6666666667% of NA (PAC Class)
PI	47,036,000	66.6666666667% of PD (PAC Class)
TL	28,475,685	100% of FL (SC/PT Class)
TM	28,475,685	100% of FL (SC/PT Class)
TN	28,475,685	100% of FL (SC/PT Class)
UI	4,105,600	40% of UA (SC/PAC Class)
XI	\$54,108,000	66.6666666667% of PD and PE (in the aggregate) (PAC Classes)
	<u>8,246,080</u>	24.3333333333% of PG (PAC Class)
	<u>\$62,354,080</u>	
YI	\$ 2,504,000	50% of YA (PAC I Class)

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

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

RISK FACTORS

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

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

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

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

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

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

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

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

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

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

The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 4, 5, 6, 7, 8 and 9 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 certificate included in trust asset group 6 is a class that provides support to other classes and it is entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series. Accordingly, this underlying certificate 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 entitlements of and the reduction in notional balance of the underlying certificates included in trust asset groups 5, 7, 8 and 9 on any payment date are calculated, directly or indirectly, on the basis of schedules; no assurance can be given that such underlying certificates will adhere to their 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 or, in the case of the underlying certificate with a class notional balance, the schedule of the related class with which the notional underlying certificate reduces, 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 4, 5, 6, 7, 8 and 9 securities and, in particular, the support, interest only, principal only, inverse floating rate and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no obligation to do so. There is no assurance that

a secondary market will develop, that any secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See

“Certain Federal Income Tax Consequences” in this supplement and in the base offering circular.

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

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS (Groups 1, 2 and 3)

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

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

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

The Underlying Certificates (Groups 4, 5, 6, 7, 8 and 9)

The Group 4, 5, 6, 7, 8 and 9 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 and 3 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 and 3 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 Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and 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 (i) \$100,000 in initial principal or notional balance or (ii) the initial principal balance if such balance is less than \$100,000.

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 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 on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— *Class Factors*” below.

Categories of Classes

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

Accrual Periods

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

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

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. In the case of the Group 4 and 5 Securities, the Trustee will use the same values of LIBOR as are used for the related Underlying Certificates.

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.

Principal Distributions

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

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities 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 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 can calculate the amount of principal and interest to be distributed to 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 the Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 3, 4, 5, 6, 8, 12 and 13, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 3, 4, 5, 6, 8, 12 and 13, 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 by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-084. 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 4, 5, 6, 7, 8 and 9 Securities are urged to review the discussion under “Risk Factors — *The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 4, 5, 6, 7, 8 and 9 securities*” in this Supplement.

Securities that Receive Principal on the Basis of Schedules

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

Each PAC Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related

principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC Classes are as follows:

PAC Classes	<u>Initial Effective Ranges</u>
NA, NB and NC (in the aggregate)	120% PSA through 250% PSA
PD, PE, PG, PH and PJ (in the aggregate).	120% PSA through 250% PSA
QA and QB (in the aggregate)	105% PSA through 250% PSA
UA	126% PSA through 250% PSA
PAC I Classes	
YA and YB (in the aggregate)	100% PSA through 200% PSA
PAC II Classes	
WK and WL (in the aggregate)	108% PSA through 198% PSA

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

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

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

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

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

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

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

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

5. The Closing Date for the Securities is July 30, 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 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 CD					Class CE					Class GA					Class GB				
	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
July 2011	100	100	93	89	77	100	100	100	100	100	100	100	90	84	65	100	100	100	100	100
July 2012	100	100	80	67	30	100	100	100	100	100	100	100	69	50	0	100	100	100	100	62
July 2013	100	100	64	42	0	100	100	100	100	0	100	100	45	13	0	100	100	100	100	0
July 2014	100	100	52	24	0	100	100	100	100	0	100	100	27	0	0	100	100	100	0	0
July 2015	100	100	43	11	0	100	100	100	100	0	100	100	13	0	0	100	100	100	0	0
July 2016	100	100	37	3	0	100	100	100	100	0	100	100	4	0	0	100	100	100	0	0
July 2017	100	100	33	0	0	100	100	100	60	0	100	100	0	0	0	100	100	86	0	0
July 2018	100	100	31	0	0	100	100	100	1	0	100	100	0	0	0	100	100	65	0	0
July 2019	100	99	29	0	0	100	100	100	0	0	100	99	0	0	0	100	100	51	0	0
July 2020	100	97	28	0	0	100	100	100	0	0	100	95	0	0	0	100	100	33	0	0
July 2021	100	93	26	0	0	100	100	100	0	0	100	90	0	0	0	100	100	11	0	0
July 2022	100	88	23	0	0	100	100	100	0	0	100	82	0	0	0	100	100	0	0	0
July 2023	100	83	21	0	0	100	100	100	0	0	100	74	0	0	0	100	100	0	0	0
July 2024	100	77	19	0	0	100	100	100	0	0	100	65	0	0	0	100	100	0	0	0
July 2025	100	71	16	0	0	100	100	100	0	0	100	56	0	0	0	100	100	0	0	0
July 2026	100	65	14	0	0	100	100	100	0	0	100	47	0	0	0	100	100	0	0	0
July 2027	100	58	12	0	0	100	100	100	0	0	100	37	0	0	0	100	100	0	0	0
July 2028	100	52	10	0	0	100	100	100	0	0	100	28	0	0	0	100	100	0	0	0
July 2029	100	46	8	0	0	100	100	100	0	0	100	19	0	0	0	100	100	0	0	0
July 2030	100	40	7	0	0	100	100	100	0	0	100	10	0	0	0	100	100	0	0	0
July 2031	100	35	5	0	0	100	100	100	0	0	100	1	0	0	0	100	100	0	0	0
July 2032	100	29	4	0	0	100	100	100	0	0	100	0	0	0	0	100	51	0	0	0
July 2033	100	24	3	0	0	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0
July 2034	100	19	1	0	0	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0
July 2035	100	15	1	0	0	100	100	100	0	0	100	0	0	0	0	100	0	0	0	0
July 2036	100	11	0	0	0	100	100	87	0	0	100	0	0	0	0	100	0	0	0	0
July 2037	84	7	0	0	0	100	100	59	0	0	75	0	0	0	0	100	0	0	0	0
July 2038	57	3	0	0	0	100	100	35	0	0	34	0	0	0	0	100	0	0	0	0
July 2039	28	0	0	0	0	100	89	14	0	0	0	0	0	0	0	37	0	0	0	0
July 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	18.6	7.1	2.9	1.6	30.0	29.3	27.5	7.2	2.6	27.6	15.5	3.0	2.0	1.2	29.0	22.0	9.0	3.7	2.0

PSA Prepayment Assumption Rates																				
Distribution Date	Class GC					Class GD					Class GE									
	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					
July 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100					
July 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100					
July 2013	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0					
July 2014	100	100	100	100	95	0	100	100	100	100	0	100	100	100	100	0				
July 2015	100	100	100	100	0	0	100	100	100	71	0	100	100	100	100	0				
July 2016	100	100	100	100	0	0	100	100	100	0	0	100	100	100	60	0				
July 2017	100	100	100	100	0	0	100	100	100	0	0	100	100	100	16	0				
July 2018	100	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0				
July 2019	100	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0				
July 2020	100	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0				
July 2021	100	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0				
July 2022	100	100	90	0	0	100	100	100	0	0	100	100	100	100	0	0				
July 2023	100	100	70	0	0	100	100	100	0	0	100	100	100	100	0	0				
July 2024	100	100	49	0	0	100	100	100	0	0	100	100	100	100	0	0				
July 2025	100	100	29	0	0	100	100	100	0	0	100	100	100	100	0	0				
July 2026	100	100	10	0	0	100	100	100	0	0	100	100	100	100	0	0				
July 2027	100	100	0	0	0	100	100	83	0	0	100	100	100	100	0	0				
July 2028	100	100	0	0	0	100	100	48	0	0	100	100	100	100	0	0				
July 2029	100	100	0	0	0	100	100	16	0	0	100	100	100	100	0	0				
July 2030	100	100	0	0	0	100	100	0	0	0	100	100	92	0	0	0				
July 2031	100	100	0	0	0	100	100	0	0	0	100	100	77	0	0	0				
July 2032	100	100	0	0	0	100	100	0	0	0	100	100	64	0	0	0				
July 2033	100	97	0	0	0	100	100	0	0	0	100	100	52	0	0	0				
July 2034	100	55	0	0	0	100	100	0	0	0	100	100	41	0	0	0				
July 2035	100	16	0	0	0	100	100	0	0	0	100	100	31	0	0	0				
July 2036	100	0	0	0	0	100	57	0	0	0	100	100	23	0	0	0				
July 2037	100	0	0	0	0	100	0	0	0	0	100	93	15	0	0	0				
July 2038	100	0	0	0	0	100	0	0	0	0	100	57	9	0	0	0				
July 2039	100	0	0	0	0	100	0	0	0	0	100	23	4	0	0	0				
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0				
Weighted Average																				
Life (years)	29.3	24.2	14.0	4.4	2.2	29.6	26.1	18.0	5.1	2.4	29.9	28.2	23.6	6.3	2.6					

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Classes JA, JB, JC, JD, JE, JG, JH, JL, JK, JL, JM and PE					Classes KA, KB, KC, KD, KE, KG, KH, KI, KJ, KL, KM and PG					Classes PA, PB, PC, PD, PI, PK, PL, PM, PN, PQ, PT, PW, PX and PY				
	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
July 2011	100	100	100	100	100	100	100	100	100	100	96	89	89	89	89
July 2012	100	100	100	100	100	100	100	100	100	100	92	69	69	69	69
July 2013	100	100	100	100	100	100	100	100	100	100	88	46	46	46	36
July 2014	100	100	100	100	61	100	100	100	100	100	84	24	24	24	0
July 2015	100	100	100	100	0	100	100	100	100	53	79	4	4	4	0
July 2016	100	3	3	3	0	100	100	100	100	4	74	0	0	0	0
July 2017	100	0	0	0	0	100	65	65	65	0	69	0	0	0	0
July 2018	100	0	0	0	0	100	32	32	32	0	63	0	0	0	0
July 2019	100	0	0	0	0	100	3	3	3	0	58	0	0	0	0
July 2020	100	0	0	0	0	100	0	0	0	0	51	0	0	0	0
July 2021	100	0	0	0	0	100	0	0	0	0	45	0	0	0	0
July 2022	100	0	0	0	0	100	0	0	0	0	38	0	0	0	0
July 2023	100	0	0	0	0	100	0	0	0	0	30	0	0	0	0
July 2024	100	0	0	0	0	100	0	0	0	0	22	0	0	0	0
July 2025	100	0	0	0	0	100	0	0	0	0	14	0	0	0	0
July 2026	100	0	0	0	0	100	0	0	0	0	5	0	0	0	0
July 2027	67	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2028	0	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2029	0	0	0	0	0	77	0	0	0	0	0	0	0	0	0
July 2030	0	0	0	0	0	54	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	28	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.3	5.6	5.6	5.6	4.1	20.1	7.5	7.5	7.5	5.1	9.6	2.8	2.8	2.8	2.5

PSA Prepayment Assumption Rates															
Distribution Date	Class PH					Class PJ					Classes XA, XB, XC, XD, XE, XG, XH, XI, XJ, XK, XL, XM, XN and XP				
	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
July 2011	100	100	100	100	100	100	100	100	100	100	97	91	91	91	91
July 2012	100	100	100	100	100	100	100	100	100	100	94	77	77	77	77
July 2013	100	100	100	100	100	100	100	100	100	100	91	59	59	59	52
July 2014	100	100	100	100	100	100	100	100	100	100	88	43	43	43	20
July 2015	100	100	100	100	100	100	100	100	100	100	84	28	28	28	7
July 2016	100	100	100	100	100	100	100	100	100	100	81	14	14	14	1
July 2017	100	100	100	100	52	100	100	100	100	100	77	9	9	9	0
July 2018	100	100	100	100	11	100	100	100	100	100	72	4	4	4	0
July 2019	100	100	100	100	0	100	100	100	100	82	68	0	0	0	0
July 2020	100	68	68	68	0	100	100	100	100	60	63	0	0	0	0
July 2021	100	37	37	37	0	100	100	100	100	44	58	0	0	0	0
July 2022	100	12	12	12	0	100	100	100	100	33	53	0	0	0	0
July 2023	100	0	0	0	0	100	91	91	91	24	47	0	0	0	0
July 2024	100	0	0	0	0	100	74	74	74	17	41	0	0	0	0
July 2025	100	0	0	0	0	100	60	60	60	13	35	0	0	0	0
July 2026	100	0	0	0	0	100	49	49	49	9	28	0	0	0	0
July 2027	100	0	0	0	0	100	39	39	39	7	21	0	0	0	0
July 2028	100	0	0	0	0	100	32	32	32	5	13	0	0	0	0
July 2029	100	0	0	0	0	100	25	25	25	3	10	0	0	0	0
July 2030	100	0	0	0	0	100	20	20	20	2	7	0	0	0	0
July 2031	100	0	0	0	0	100	15	15	15	2	4	0	0	0	0
July 2032	100	0	0	0	0	100	12	12	12	1	0	0	0	0	0
July 2033	60	0	0	0	0	100	9	9	9	1	0	0	0	0	0
July 2034	15	0	0	0	0	100	7	7	7	1	0	0	0	0	0
July 2035	0	0	0	0	0	69	5	5	5	0	0	0	0	0	0
July 2036	0	0	0	0	0	21	3	3	3	0	0	0	0	0	0
July 2037	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0
July 2038	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	23.2	10.7	10.7	10.7	7.1	25.4	17.0	17.0	17.0	11.6	11.9	3.8	3.8	3.8	3.0

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes IG, LH, LI, LJ, LK, LM, LN, LP, LQ, LT, LU and LW					Classes NA, ND, NE, NG, NH, NI, NJ, NK, NL, NM, NP, NQ, NT and NU					Class NB					Class NC					
	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
July 2011	98	92	92	92	92	98	90	90	90	90	100	100	100	100	100	100	100	100	100	100	100
July 2012	96	81	81	81	81	95	75	75	75	75	100	100	100	100	100	100	100	100	100	100	100
July 2013	94	70	70	70	60	93	61	61	61	48	100	100	100	100	100	100	100	100	100	100	100
July 2014	92	60	60	60	42	90	47	47	47	24	100	100	100	100	100	100	100	100	100	100	100
July 2015	90	51	51	51	29	87	35	35	35	7	100	100	100	100	100	100	100	100	100	100	100
July 2016	88	42	42	42	19	84	24	24	24	0	100	100	100	100	81	100	100	100	100	100	100
July 2017	85	34	34	34	12	81	13	13	13	0	100	100	100	100	49	100	100	100	100	100	100
July 2018	83	27	27	27	6	77	4	4	4	0	100	100	100	100	26	100	100	100	100	100	100
July 2019	80	20	20	20	2	73	0	0	0	0	100	85	85	85	9	100	100	100	100	100	100
July 2020	77	15	15	15	0	69	0	0	0	0	100	63	63	63	0	100	100	100	100	100	90
July 2021	74	11	11	11	0	65	0	0	0	0	100	45	45	45	0	100	100	100	100	100	66
July 2022	70	7	7	7	0	61	0	0	0	0	100	30	30	30	0	100	100	100	100	100	49
July 2023	67	4	4	4	0	56	0	0	0	0	100	17	17	17	0	100	100	100	100	100	36
July 2024	63	2	2	2	0	51	0	0	0	0	100	6	6	6	0	100	100	100	100	100	26
July 2025	59	0	0	0	0	46	0	0	0	0	100	0	0	0	0	100	94	94	94	94	19
July 2026	54	0	0	0	0	40	0	0	0	0	100	0	0	0	0	100	76	76	76	76	14
July 2027	50	0	0	0	0	34	0	0	0	0	100	0	0	0	0	100	61	61	61	61	10
July 2028	45	0	0	0	0	28	0	0	0	0	100	0	0	0	0	100	49	49	49	49	7
July 2029	40	0	0	0	0	21	0	0	0	0	100	0	0	0	0	100	38	38	38	38	5
July 2030	34	0	0	0	0	14	0	0	0	0	100	0	0	0	0	100	30	30	30	30	3
July 2031	29	0	0	0	0	6	0	0	0	0	100	0	0	0	0	100	23	23	23	23	2
July 2032	22	0	0	0	0	0	0	0	0	0	94	0	0	0	0	100	18	18	18	18	2
July 2033	16	0	0	0	0	0	0	0	0	0	66	0	0	0	0	100	13	13	13	13	1
July 2034	9	0	0	0	0	0	0	0	0	0	37	0	0	0	0	100	10	10	10	10	1
July 2035	2	0	0	0	0	0	0	0	0	0	6	0	0	0	0	100	7	7	7	7	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	33	4	4	4	4	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	3	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 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)	15.7	5.7	5.7	5.7	3.9	13.2	4.0	4.0	4.0	2.9	23.6	11.0	11.0	11.0	7.2	25.9	18.8	18.8	18.8	18.8	12.8

PSA Prepayment Assumption Rates

Distribution Date	Classes TD, TE, TF, TG, TH, TS and TU					Classes TJ, TK and TY					Class TX				
	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
July 2011	100	100	84	74	44	100	100	100	100	100	100	100	100	100	100
July 2012	100	100	61	37	0	100	100	100	100	56	100	100	100	100	0
July 2013	100	100	41	7	0	100	100	100	100	0	100	100	100	100	0
July 2014	100	100	27	0	0	100	100	100	100	0	100	100	100	34	0
July 2015	100	100	16	0	0	100	100	100	66	0	100	100	100	0	0
July 2016	100	100	9	0	0	100	100	100	24	0	100	100	100	0	0
July 2017	100	100	5	0	0	100	100	100	4	0	100	100	100	0	0
July 2018	100	100	3	0	0	100	100	100	0	0	100	100	100	0	0
July 2019	100	98	1	0	0	100	100	100	0	0	100	100	100	0	0
July 2020	100	93	0	0	0	100	100	100	0	0	100	100	93	0	0
July 2021	100	87	0	0	0	100	100	100	0	0	100	100	79	0	0
July 2022	100	80	0	0	0	100	100	100	0	0	100	100	65	0	0
July 2023	100	73	0	0	0	100	100	100	0	0	100	100	50	0	0
July 2024	100	64	0	0	0	100	100	100	0	0	100	100	35	0	0
July 2025	100	55	0	0	0	100	100	100	0	0	100	100	20	0	0
July 2026	100	47	0	0	0	100	100	100	0	0	100	100	6	0	0
July 2027	100	38	0	0	0	100	100	93	0	0	100	100	0	0	0
July 2028	100	29	0	0	0	100	100	80	0	0	100	100	0	0	0
July 2029	100	21	0	0	0	100	100	68	0	0	100	100	0	0	0
July 2030	100	13	0	0	0	100	100	57	0	0	100	100	0	0	0
July 2031	100	5	0	0	0	100	100	47	0	0	100	100	0	0	0
July 2032	100	0	0	0	0	100	100	39	0	0	100	91	0	0	0
July 2033	100	0	0	0	0	100	100	31	0	0	100	59	0	0	0
July 2034	100	0	0	0	0	100	100	24	0	0	100	29	0	0	0
July 2035	100	0	0	0	0	100	100	18	0	0	100	1	0	0	0
July 2036	100	0	0	0	0	100	73	12	0	0	100	0	0	0	0
July 2037	77	0	0	0	0	100	47	8	0	0	100	0	0	0	0
July 2038	40	0	0	0	0	100	24	4	0	0	100	0	0	0	0
July 2039	0	0	0	0	0	100	2	0	0	0	100	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.7	15.6	3.0	1.7	0.9	29.8	27.0	21.3	5.5	2.0	29.3	23.3	13.0	3.8	1.7

**Security Groups 1 and 2
PSA Prepayment Assumption Rates**

Distribution Date	Class NY				
	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100
July 2011	100	100	100	100	100
July 2012	100	100	100	100	100
July 2013	100	100	100	100	100
July 2014	100	100	100	100	100
July 2015	100	100	100	100	100
July 2016	100	100	100	100	100
July 2017	100	100	100	100	100
July 2018	100	100	100	100	100
July 2019	100	100	100	100	89
July 2020	100	100	100	100	73
July 2021	100	100	100	100	53
July 2022	100	100	100	100	39
July 2023	100	95	95	95	29
July 2024	100	85	85	85	21
July 2025	100	74	74	74	15
July 2026	100	60	60	60	11
July 2027	100	48	48	48	8
July 2028	100	39	39	39	6
July 2029	100	31	31	31	4
July 2030	100	24	24	24	3
July 2031	100	19	19	19	2
July 2032	100	14	14	14	1
July 2033	100	11	11	11	1
July 2034	100	8	8	8	1
July 2035	81	6	6	6	0
July 2036	26	4	4	4	0
July 2037	2	2	2	2	0
July 2038	1	1	1	1	0
July 2039	0	0	0	0	0
July 2040	0	0	0	0	0
Weighted Average Life (years)	25.6	17.7	17.7	17.7	12.1

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class WA					Class WB					Class WC					Class WK					
	0%	100%	165%	200%	400%	0%	100%	165%	200%	400%	0%	100%	165%	200%	400%	0%	100%	165%	200%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	100	100	88	80	37	100	100	100	100	100	100	100	100	100	100	100	100	87	87	87	87
July 2012	100	100	69	50	0	100	100	100	100	0	100	100	100	100	0	100	100	65	65	65	0
July 2013	100	100	52	23	0	100	100	100	100	0	100	100	100	100	0	100	100	45	45	45	0
July 2014	100	100	38	3	0	100	100	100	100	0	100	100	100	100	0	100	100	29	29	29	0
July 2015	100	100	28	0	0	100	100	100	13	0	100	100	100	100	0	100	100	16	16	16	0
July 2016	100	100	21	0	0	100	100	100	0	0	100	100	100	54	0	100	100	5	5	5	0
July 2017	100	100	16	0	0	100	100	100	0	0	100	100	100	20	0	100	100	0	0	0	0
July 2018	100	100	13	0	0	100	100	100	0	0	100	100	100	3	0	100	100	0	0	0	0
July 2019	100	100	12	0	0	100	100	100	0	0	100	100	100	0	0	100	100	0	0	0	0
July 2020	100	100	10	0	0	100	100	100	0	0	100	100	100	0	0	100	88	0	0	0	0
July 2021	100	100	9	0	0	100	100	100	0	0	100	100	100	0	0	100	61	0	0	0	0
July 2022	100	100	6	0	0	100	100	100	0	0	100	100	100	0	0	100	22	0	0	0	0
July 2023	100	98	4	0	0	100	100	100	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2024	100	91	1	0	0	100	100	100	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2025	100	83	0	0	0	100	100	86	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2026	100	75	0	0	0	100	100	65	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2027	100	66	0	0	0	100	100	44	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2028	100	57	0	0	0	100	100	23	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2029	100	49	0	0	0	100	100	4	0	0	100	100	100	0	0	100	0	0	0	0	0
July 2030	100	40	0	0	0	100	100	0	0	0	100	100	89	0	0	100	0	0	0	0	0
July 2031	100	31	0	0	0	100	100	0	0	0	100	100	76	0	0	100	0	0	0	0	0
July 2032	100	22	0	0	0	100	100	0	0	0	100	100	64	0	0	100	0	0	0	0	0
July 2033	100	14	0	0	0	100	100	0	0	0	100	100	52	0	0	100	0	0	0	0	0
July 2034	100	6	0	0	0	100	100	0	0	0	100	100	42	0	0	100	0	0	0	0	0
July 2035	100	0	0	0	0	100	86	0	0	0	100	100	32	0	0	100	0	0	0	0	0
July 2036	100	0	0	0	0	100	29	0	0	0	100	100	23	0	0	100	0	0	0	0	0
July 2037	98	0	0	0	0	100	0	0	0	0	100	81	15	0	0	0	0	0	0	0	0
July 2038	58	0	0	0	0	100	0	0	0	0	100	43	8	0	0	0	0	0	0	0	0
July 2039	15	0	0	0	0	100	0	0	0	0	100	6	1	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.2	18.8	4.2	2.1	0.8	29.5	25.6	16.7	4.7	1.5	29.8	27.8	23.5	6.3	1.7	26.8	11.2	3.0	3.0	3.0	1.6

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class WL					Class WO					Classes YA, YG, YH, YL, YJ, YK, YL, YM, YN and YP					Class YB					
	0%	100%	165%	200%	400%	0%	100%	165%	200%	400%	0%	100%	165%	200%	400%	0%	100%	165%	200%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	100	100	100	100	100	100	100	100	100	100	98	93	93	93	93	100	100	100	100	100	100
July 2012	100	100	100	100	0	100	100	100	100	0	96	83	83	83	81	100	100	100	100	100	100
July 2013	100	100	100	100	0	100	100	100	100	0	94	73	73	73	56	100	100	100	100	100	100
July 2014	100	100	100	100	0	100	100	100	100	0	91	63	63	63	37	100	100	100	100	100	100
July 2015	100	100	100	100	0	100	100	100	63	0	89	54	54	54	23	100	100	100	100	100	100
July 2016	100	100	100	100	0	100	100	100	31	0	86	46	46	46	13	100	100	100	100	100	100
July 2017	100	100	77	77	0	100	100	100	11	0	83	38	38	38	5	100	100	100	100	100	100
July 2018	100	100	26	26	0	100	100	100	2	0	81	31	31	31	0	100	100	100	100	100	95
July 2019	100	100	0	0	0	100	100	100	0	0	77	24	24	24	0	100	100	100	100	100	70
July 2020	100	100	0	0	0	100	100	100	0	0	74	18	18	18	0	100	100	100	100	100	52
July 2021	100	100	0	0	0	100	100	100	0	0	71	13	13	13	0	100	100	100	100	100	38
July 2022	100	100	0	0	0	100	100	100	0	0	67	8	8	8	0	100	100	100	100	100	28
July 2023	100	0	0	0	0	100	100	100	0	0	63	4	4	4	0	100	100	100	100	100	20
July 2024	100	0	0	0	0	100	100	100	0	0	59	1	1	1	0	100	100	100	100	100	15
July 2025	100	0	0	0	0	100	100	94	0	0	55	0	0	0	0	100	87	87	87	87	11
July 2026	100	0	0	0	0	100	100	85	0	0	50	0	0	0	0	100	73	73	73	73	8
July 2027	100	0	0	0	0	100	100	76	0	0	46	0	0	0	0	100	60	60	60	60	6
July 2028	100	0	0	0	0	100	100	67	0	0	41	0	0	0	0	100	50	50	50	50	4
July 2029	100	0	0	0	0	100	100	59	0	0	35	0	0	0	0	100	41	41	41	41	3
July 2030	100	0	0	0	0	100	100	51	0	0	30	0	0	0	0	100	33	33	33	33	2
July 2031	100	0	0	0	0	100	100	44	0	0	24	0	0	0	0	100	26	26	26	26	1
July 2032	100	0	0	0	0	100	100	37	0	0	17	0	0	0	0	100	21	21	21	21	1
July 2033	100	0	0	0	0	100	100	30	0	0	11	0	0	0	0	100	16	16	16	16	1
July 2034	100	0	0	0	0	100	100	24	0	0	4	0	0	0	0	100	12	12	12	12	0
July 2035	100	0	0	0	0	100	94	18	0	0	0	0	0	0	0	78	9	9	9	9	0
July 2036	100	0	0	0	0	100	70	13	0	0	0	0	0	0	0	32	6	6	6	6	0
July 2037	0	0	0	0	0	100	47	9	0	0	0	0	0	0	0	4	4	4	4	4	0
July 2038	0	0	0	0	0	100	25	5	0	0	0	0	0	0	0	2	2	2	2	2	0
July 2039	0	0	0	0	0	100	4	1	0	0	0	0	0	0	0	0	0	0	0	0	0
July 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)	27.0	12.6	7.6	7.6	1.9	29.7	26.9	20.6	5.6	1.6	14.9	6.0	6.0	6.0	3.6	25.7	18.9	18.9	18.9	11.0	

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes FL, FM, FN, TL, TM and TN				
	0%	250%	500%	750%	1,000%
Initial Percent	100	100	100	100	100
July 2011	98	84	69	54	39
July 2012	97	70	47	29	15
July 2013	95	58	33	16	6
July 2014	93	49	22	9	2
July 2015	91	40	15	5	1
July 2016	89	34	10	2	0
July 2017	87	28	7	1	0
July 2018	84	23	5	1	0
July 2019	82	19	3	0	0
July 2020	79	16	2	0	0
July 2021	76	13	2	0	0
July 2022	73	10	1	0	0
July 2023	70	8	1	0	0
July 2024	66	7	0	0	0
July 2025	62	5	0	0	0
July 2026	58	4	0	0	0
July 2027	54	3	0	0	0
July 2028	49	3	0	0	0
July 2029	44	2	0	0	0
July 2030	39	2	0	0	0
July 2031	33	1	0	0	0
July 2032	27	1	0	0	0
July 2033	21	0	0	0	0
July 2034	14	0	0	0	0
July 2035	7	0	0	0	0
July 2036	1	0	0	0	0
July 2037	0	0	0	0	0
Weighted Average Life (years)	16.4	5.3	2.7	1.6	1.1

Security Group 5 PSA Prepayment Assumption Rates					
Distribution Date	Classes H, HF and HS				
	0%	250%	495%	750%	1,000%
Initial Percent	100	100	100	100	100
July 2011	97	91	91	91	90
July 2012	93	77	76	56	38
July 2013	90	61	46	21	3
July 2014	86	47	26	2	0
July 2015	82	36	11	0	0
July 2016	77	25	1	0	0
July 2017	73	16	0	0	0
July 2018	68	9	0	0	0
July 2019	63	3	0	0	0
July 2020	58	0	0	0	0
July 2021	53	0	0	0	0
July 2022	47	0	0	0	0
July 2023	41	0	0	0	0
July 2024	34	0	0	0	0
July 2025	27	0	0	0	0
July 2026	20	0	0	0	0
July 2027	13	0	0	0	0
July 2028	5	0	0	0	0
July 2029	0	0	0	0	0
July 2030	0	0	0	0	0
July 2031	0	0	0	0	0
July 2032	0	0	0	0	0
July 2033	0	0	0	0	0
July 2034	0	0	0	0	0
July 2035	0	0	0	0	0
July 2036	0	0	0	0	0
July 2037	0	0	0	0	0
July 2038	0	0	0	0	0
Weighted Average Life (years)	10.8	4.1	3.0	2.2	1.8

Security Group 6 PSA Prepayment Assumption Rates					
Distribution Date	Classes TA, TB and TC				
	0%	125%	250%	375%	500%
Initial Percent	100	100	100	100	100
July 2011	100	100	87	72	58
July 2012	100	100	62	21	0
July 2013	100	100	36	0	0
July 2014	100	100	18	0	0
July 2015	100	100	6	0	0
July 2016	100	100	0	0	0
July 2017	100	100	0	0	0
July 2018	100	100	0	0	0
July 2019	100	100	0	0	0
July 2020	100	100	0	0	0
July 2021	100	100	0	0	0
July 2022	100	100	0	0	0
July 2023	100	97	0	0	0
July 2024	100	90	0	0	0
July 2025	100	83	0	0	0
July 2026	100	75	0	0	0
July 2027	100	67	0	0	0
July 2028	100	60	0	0	0
July 2029	100	53	0	0	0
July 2030	100	45	0	0	0
July 2031	100	39	0	0	0
July 2032	100	32	0	0	0
July 2033	100	26	0	0	0
July 2034	100	20	0	0	0
July 2035	100	15	0	0	0
July 2036	100	10	0	0	0
July 2037	86	5	0	0	0
July 2038	53	1	0	0	0
July 2039	19	0	0	0	0
July 2040	0	0	0	0	0
Weighted Average Life (years)	28.1	19.7	2.6	1.4	1.1

Security Group 7 PSA Prepayment Assumption Rates															
Distribution Date	Class CM					Class QA					Class QB				
	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
July 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2015	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2016	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2017	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2018	100	100	100	100	0	100	100	100	100	65	100	100	100	100	100
July 2019	100	100	100	100	0	100	100	100	100	30	100	100	100	100	100
July 2020	100	100	100	100	0	100	100	100	100	0	100	100	100	100	97
July 2021	100	100	100	100	0	100	93	93	93	0	100	100	100	100	81
July 2022	100	100	100	100	0	100	68	68	68	0	100	100	100	100	59
July 2023	100	97	97	71	0	100	44	44	44	0	100	100	100	100	43
July 2024	100	94	94	71	0	100	22	22	22	0	100	100	100	100	31
July 2025	100	91	91	71	0	100	0	0	0	0	100	99	99	99	23
July 2026	100	89	89	30	0	100	0	0	0	0	100	89	89	89	16
July 2027	100	83	83	30	0	100	0	0	0	0	100	74	74	74	12
July 2028	100	77	77	30	0	100	0	0	0	0	100	59	59	59	8
July 2029	100	72	72	30	0	100	0	0	0	0	100	46	46	46	6
July 2030	100	67	67	30	0	100	0	0	0	0	100	36	36	36	4
July 2031	100	63	63	30	0	100	0	0	0	0	100	28	28	28	3
July 2032	100	60	60	30	0	84	0	0	0	0	100	21	21	21	2
July 2033	100	56	56	30	0	29	0	0	0	0	100	16	16	16	1
July 2034	100	54	54	30	0	0	0	0	0	0	31	11	11	11	1
July 2035	51	51	51	30	0	0	0	0	0	0	8	8	8	8	1
July 2036	49	49	49	30	0	0	0	0	0	0	5	5	5	5	0
July 2037	46	46	46	30	0	0	0	0	0	0	3	3	3	3	0
July 2038	44	44	44	30	0	0	0	0	0	0	1	1	1	1	0
July 2039	1	1	3	24	0	0	0	0	0	0	0	0	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.6	23.6	23.6	18.8	7.1	22.6	12.8	12.8	12.8	8.5	24.0	19.5	19.5	19.5	13.4

Security Group 8 PSA Prepayment Assumption Rates					
Classes MA, MB, MC, MD, ME, MG, MH, MI, MJ, MK, ML, MN, MP and MQ					
Distribution Date	0%	150%	300%	450%	600%
Initial Percent	100	100	100	100	100
July 2011	99	91	83	76	68
July 2012	97	81	67	55	43
July 2013	96	72	54	39	27
July 2014	94	65	43	28	17
July 2015	92	57	35	20	10
July 2016	91	51	27	14	6
July 2017	89	45	22	10	4
July 2018	87	40	17	7	2
July 2019	84	35	13	5	1
July 2020	82	31	10	3	1
July 2021	79	27	8	2	0
July 2022	77	23	6	1	0
July 2023	74	20	5	1	0
July 2024	71	17	3	1	0
July 2025	67	15	2	0	0
July 2026	64	13	1	0	0
July 2027	60	10	1	0	0
July 2028	56	9	0	0	0
July 2029	52	7	0	0	0
July 2030	48	5	0	0	0
July 2031	43	4	0	0	0
July 2032	38	3	0	0	0
July 2033	32	2	0	0	0
July 2034	26	1	0	0	0
July 2035	20	0	0	0	0
July 2036	13	0	0	0	0
July 2037	6	0	0	0	0
July 2038	0	0	0	0	0
July 2039	0	0	0	0	0
Weighted Average Life (years)	17.9	7.8	4.5	3.1	2.3

**Security Group 9
PSA Prepayment Assumption Rates**

Distribution Date	Class CN					Classes UA, UB, UC, UD, UE, UG, UH, UI, UJ and UK				
	0%	126%	200%	250%	400%	0%	126%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2011	100	100	100	100	100	100	100	100	100	100
July 2012	100	100	100	100	100	100	100	100	100	100
July 2013	100	100	100	100	100	100	100	100	100	100
July 2014	100	100	100	100	0	100	100	100	100	88
July 2015	100	100	100	100	0	100	100	100	100	48
July 2016	100	100	12	12	0	100	86	86	86	18
July 2017	100	100	6	6	0	100	62	62	62	0
July 2018	100	80	1	1	0	100	40	40	40	0
July 2019	100	1	1	1	0	100	22	22	22	0
July 2020	100	1	1	1	0	100	6	6	6	0
July 2021	100	0	0	0	0	100	0	0	0	0
July 2022	100	0	0	0	0	100	0	0	0	0
July 2023	100	0	0	0	0	100	0	0	0	0
July 2024	100	0	0	0	0	100	0	0	0	0
July 2025	100	0	0	0	0	100	0	0	0	0
July 2026	100	0	0	0	0	100	0	0	0	0
July 2027	100	0	0	0	0	94	0	0	0	0
July 2028	100	0	0	0	0	79	0	0	0	0
July 2029	100	0	0	0	0	62	0	0	0	0
July 2030	100	0	0	0	0	45	0	0	0	0
July 2031	100	0	0	0	0	26	0	0	0	0
July 2032	100	0	0	0	0	7	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.4	8.2	5.7	5.7	3.7	19.6	7.7	7.7	7.7	5.0

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 4, 5, 6, 7, 8 and 9 Securities, the investor’s own projection of principal payment rates and rates of reduction in notional balance 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 and rates of reduction in notional balance, 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 Class), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class 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 JI to Prepayments Assumed Price 18.0%*

PSA Prepayment Assumption Rates			
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
12.5%	12.5%	12.5%	0.1%

Sensitivity of Class KI to Prepayments Assumed Price 24.0%*

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>376%</u>	<u>400%</u>
9.4%	9.4%	9.4%	0.0%	(1.9)%

Sensitivity of Class PI to Prepayments Assumed Price 10.25%*

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>446%</u>
11.7%	11.7%	11.7%	3.9%	0.0%

Sensitivity of Class XI to Prepayments Assumed Price 12.5%*

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>438%</u>
12.7%	12.7%	12.7%	3.2%	0.0%

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

SECURITY GROUP 2

**Sensitivity of Class LI to Prepayments
Assumed Price 18.5%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>375%</u>	<u>400%</u>
8.4%	8.4%	8.4%	0.1%	(2.0)%

**Sensitivity of Class NI to Prepayments
Assumed Price 13.5%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>380%</u>	<u>400%</u>
10.9%	10.9%	10.9%	0.1%	(2.1)%

**Sensitivity of Class TS to Prepayments
Assumed Price 99.25%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500%	12.0%	12.2%	12.4%	12.8%
0.3470%	11.5%	11.7%	11.9%	12.3%
2.8235%	5.7%	6.0%	6.3%	6.9%
5.3000% and above	0.1%	0.5%	0.8%	1.5%

SECURITY GROUP 3

**Sensitivity of Class WO to Prepayments
Assumed Price 40.0%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>165%</u>	<u>200%</u>	<u>400%</u>
3.4%	4.6%	17.4%	66.1%

**Sensitivity of Class YI to Prepayments
Assumed Price 18.0%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>165%</u>	<u>200%</u>	<u>297%</u>	<u>400%</u>
7.2%	7.2%	7.2%	0.1%	(9.7)%

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

SECURITY GROUP 4

**Sensitivity of Class TL to Prepayments
Assumed Price 0.1875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1,000%</u>
6.50% and below	37.7%	16.2%	(7.8)%	(35.4)%
6.55%	8.7%	(10.4)%	(31.7)%	(56.3)%
6.60% and above	**	**	**	**

**Sensitivity of Class TM to Prepayments
Assumed Price 0.09375%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1,000%</u>
6.650% and below	37.7%	16.2%	(7.8)%	(35.4)%
6.675%	8.7%	(10.4)%	(31.7)%	(56.3)%
6.700% and above	**	**	**	**

**Sensitivity of Class TN to Prepayments
Assumed Price 0.09375%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>500%</u>	<u>750%</u>	<u>1,000%</u>
6.600% and below	37.7%	16.2%	(7.8)%	(35.4)%
6.625%	8.7%	(10.4)%	(31.7)%	(56.3)%
6.650% and above	**	**	**	**

SECURITY GROUP 5

**Sensitivity of Class HS to Prepayments
Assumed Price 13.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>495%</u>	<u>750%</u>	<u>1000%</u>
0.150%	29.0%	18.7%	0.3%	(17.7)%
0.340%	27.1%	16.5%	(2.1)%	(20.2)%
3.195%	(2.8)%	(18.3)%	(41.2)%	(61.4)%
6.050% 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.

SECURITY GROUP 8

Sensitivity of Class MI to Prepayments Assumed Price 13.0%*

PSA Prepayment Assumption Rates				
<u>150%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>	<u>616%</u>
36.6%	25.6%	14.5%	1.5%	0.0%

SECURITY GROUP 9

Sensitivity of Class UI to Prepayments Assumed Price 25.0%*

PSA Prepayment Assumption Rates			
<u>126%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
11.7%	11.7%	11.7%	0.1%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Election

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

Regular Securities

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

The Principal Only and Notional 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, 2, 7 and 9	200%
3	165%
4	500%
5	495%
6	250%
8	300%

In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

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

OID accruals on the Underlying 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) July 1, 2010 on the Fixed Rate Classes, (2) July 20, 2010 on the Group 2 and 5 Floating Rate and Inverse Floating Rate Classes and (3) July 16, 2010 on the Group 4 Floating Rate and Inverse Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the

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

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (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 Seward & Kissel LLP.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1 Combination 1(6) PD	\$ 70,554,000	PA	\$ 70,554,000	PAC	2.00%	FIX	38374YKR3	February 2033
		PB	70,554,000	PAC	2.25	FIX	38374YKT9	February 2033
		PC	70,554,000	PAC	2.50	FIX	38374YKC6	February 2033
		PI	47,036,000	NTL (PAC)	4.50	FIX/IO	38374YKH5	February 2033
		PK	70,554,000	PAC	3.25	FIX	38374YKV4	February 2033
		PL	70,554,000	PAC	3.50	FIX	38374YKW2	February 2033
		PM	70,554,000	PAC	3.75	FIX	38374YKX0	February 2033
		PN	70,554,000	PAC	4.00	FIX	38374YKY8	February 2033
		PQ	70,554,000	PAC	4.25	FIX	38374YKZ5	February 2033
		PT	70,554,000	PAC	2.75	FIX	38374YLA9	February 2033
		PW	70,554,000	PAC	3.00	FIX	38374YLB7	February 2033
		PX	70,554,000	PAC	1.50	FIX	38374YLC5	February 2033
		PY	70,554,000	PAC	1.75	FIX	38374YLW1	February 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 2(6) PE	\$ 10,608,000	JA	\$ 10,608,000	PAC	2.00%	FIX	38374YLL5	February 2034		
		JB	10,608,000	PAC	2.25	FIX	38374YLM3	February 2034		
		JC	10,608,000	PAC	2.50	FIX	38374YLN1	February 2034		
		JD	10,608,000	PAC	2.75	FIX	38374YLP6	February 2034		
		JE	10,608,000	PAC	3.00	FIX	38374YlQ4	February 2034		
		JG	10,608,000	PAC	3.25	FIX	38374YLR2	February 2034		
		JH	10,608,000	PAC	3.50	FIX	38374YLS0	February 2034		
		JI	5,893,333	NTL (PAC)	4.50	FIX/IO	38374YLT8	February 2034		
		JK	10,608,000	PAC	3.75	FIX	38374YlX9	February 2034		
		JL	10,608,000	PAC	4.00	FIX	38374YLU5	February 2034		
		JM	10,608,000	PAC	4.25	FIX	38374YLV3	February 2034		
		Combination 3(6) PG	\$ 33,888,000	KA	\$ 33,888,000	PAC	2.00%	FIX	38374YLY7	February 2037
				KB	33,888,000	PAC	2.25	FIX	38374YLZ4	February 2037
				KC	33,888,000	PAC	2.50	FIX	38374YMA8	February 2037
KD	33,888,000			PAC	2.75	FIX	38374YMB6	February 2037		
KE	33,888,000			PAC	3.00	FIX	38374YMC4	February 2037		
KG	33,888,000			PAC	3.25	FIX	38374YMD2	February 2037		
KH	33,888,000			PAC	3.50	FIX	38374YME0	February 2037		
KI	18,826,666			NTL (PAC)	4.50	FIX/IO	38374YMF7	February 2037		
KJ	33,888,000			PAC	3.75	FIX	38374YMG5	February 2037		
KL	33,888,000			PAC	4.00	FIX	38374YMH3	February 2037		
KM	33,888,000	PAC	4.25	FIX	38374YMJ9	February 2037				

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4(6)								
PD	\$ 70,554,000	XA	\$ 93,531,120	PAC	2.00%	FIX	38374YMK6	February 2037
PE	10,608,000	XB	93,531,120	PAC	2.25	FIX	38374YML4	February 2037
PG	12,369,120	XC	93,531,120	PAC	2.50	FIX	38374YMM2	February 2037
		XD	93,531,120	PAC	2.75	FIX	38374YMN0	February 2037
		XE	93,531,120	PAC	3.00	FIX	38374YMP5	February 2037
		XG	93,531,120	PAC	3.25	FIX	38374YMQ3	February 2037
		XH	93,531,120	PAC	3.50	FIX	38374YMR1	February 2037
		XI	62,354,080	NTL (PAC)	4.50	FIX/IO	38374YMS9	February 2037
		XJ	93,531,120	PAC	3.75	FIX	38374YMT7	February 2037
		XK	93,531,120	PAC	4.00	FIX	38374YMU4	February 2037
		XL	93,531,120	PAC	4.25	FIX	38374YMV2	February 2037
		XM	93,531,120	PAC	4.50	FIX	38374YMW0	February 2037
		XN	93,531,120	PAC	1.50	FIX	38374YMX8	February 2037
		XP	93,531,120	PAC	1.75	FIX	38374YNH2	February 2037
Security Group 2								
Combination 5(6)								
NA	\$133,412,500	ND	\$133,412,500	PAC	1.50%	FIX	38374YNJ8	December 2036
		NE	133,412,500	PAC	1.75	FIX	38374YLE1	December 2036
		NG	133,412,500	PAC	2.00	FIX	38374YNK5	December 2036
		NH	133,412,500	PAC	2.25	FIX	38374YLF8	December 2036
		NI	88,941,666	NTL (PAC)	4.50	FIX/IO	38374YLG6	December 2036
		NJ	133,412,500	PAC	2.50	FIX	38374YLH4	December 2036
		NK	133,412,500	PAC	2.75	FIX	38374YNI3	December 2036
		NL	133,412,500	PAC	3.00	FIX	38374YLJ0	December 2036
		NM	133,412,500	PAC	3.25	FIX	38374YLK7	December 2036
		NP	133,412,500	PAC	3.50	FIX	38374YNN1	December 2036
		NQ	133,412,500	PAC	3.75	FIX	38374YNN9	December 2036
		NT	133,412,500	PAC	4.00	FIX	38374YNP4	December 2036
		NU	133,412,500	PAC	4.25	FIX	38374YNQ2	December 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 6(6)								
NA	\$133,412,500	LG	\$175,097,500	PAC	2.00%	FIX	38374YNR0	August 2039
NB	41,685,000	LH	175,097,500	PAC	2.25	FIX	38374YNS8	August 2039
		LI	97,276,388	NTL (PAC)	4.50	FIX/IO	38374YNT6	August 2039
		LJ	175,097,500	PAC	2.50	FIX	38374YNU3	August 2039
		LK	175,097,500	PAC	2.75	FIX	38374YNV1	August 2039
		LM	175,097,500	PAC	3.00	FIX	38374YNW9	August 2039
		LN	175,097,500	PAC	3.25	FIX	38374YLD3	August 2039
		LP	175,097,500	PAC	3.50	FIX	38374YNX7	August 2039
		LQ	175,097,500	PAC	3.75	FIX	38374YNY5	August 2039
		LT	175,097,500	PAC	4.00	FIX	38374YNZ2	August 2039
		LU	175,097,500	PAC	4.25	FIX	38374YPA5	August 2039
		LW	175,097,500	PAC	4.50	FIX	38374YPB3	August 2039
Security Groups 1 & 2								
Combination 7(7)								
NC	\$ 16,647,500	NY	\$ 40,716,840	PAC	4.50%	FIX	38374YPC1	July 2040
PJ	24,069,340							
Security Group 3								
Combination 8(6)								
YA	\$ 5,008,000	YG	\$ 5,008,000	PAC I	2.00%	FIX	38374YPD9	October 2038
		YH	5,008,000	PAC I	2.25	FIX	38374YPE7	October 2038
		YI	2,504,000	NTL (PAC I)	4.00	FIX/IO	38374YPF4	October 2038
		YJ	5,008,000	PAC I	2.50	FIX	38374Y5E9	October 2038
		YK	5,008,000	PAC I	2.75	FIX	38374Y5F6	October 2038
		YL	5,008,000	PAC I	3.00	FIX	38374Y5G4	October 2038
		YM	5,008,000	PAC I	3.25	FIX	38374Y5H2	October 2038
		YN	5,008,000	PAC I	3.50	FIX	38374Y5J8	October 2038
		YP	5,008,000	PAC I	3.75	FIX	38374Y5K5	October 2038

REMIC Securities

MX Securities

Class	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 4								
Combination 9								
FL	\$ 28,475,685	FM	\$ 28,475,685	SC/PT	(5)	FLT	38374Y5L3	June 2037
TM	28,475,685							
Combination 10								
FL	\$ 28,475,685	FN	\$ 28,475,685	SC/PT	(5)	FLT	38374Y5M1	June 2037
TM	28,475,685							
TN	28,475,685							
Security Group 5								
Combination 11								
HF	\$ 23,696,672	H	\$ 23,696,672	SC/PT	6.50%	FIX	38374Y5N9	May 2038
HS	23,696,672							
Security Group 8								
Combination 12(6)								
MA	\$ 22,614,638	MB	\$ 22,614,638	SC/PT	2.00%	FIX	38374YMY6	June 2039
		MC	22,614,638	SC/PT	2.25	FIX	38374YMZ3	June 2039
		MD	22,614,638	SC/PT	2.50	FIX	38374YNA7	June 2039
		ME	22,614,638	SC/PT	2.75	FIX	38374YNB5	June 2039
		MG	22,614,638	SC/PT	3.00	FIX	38374YNC3	June 2039
		MH	22,614,638	SC/PT	3.25	FIX	38374YND1	June 2039
		MI	11,307,319	NTL (SC/PT)	6.00	FIX/IO	38374YNE9	June 2039
		MJ	22,614,638	SC/PT	3.50	FIX	38374YNF6	June 2039
		MK	22,614,638	SC/PT	3.75	FIX	38374Y5P4	June 2039
		ML	22,614,638	SC/PT	4.00	FIX	38374YNG4	June 2039
		MN	22,614,638	SC/PT	4.25	FIX	38374Y5Q2	June 2039
		MP	22,614,638	SC/PT	4.50	FIX	38374Y5R0	June 2039
		MQ	22,614,638	SC/PT	4.75	FIX	38374Y5S8	June 2039

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 9								
Combination 13(6)								
UA	\$ 10,264,000	UB	\$ 10,264,000	SC/PAC	3.00%	FIX	38374Y5T6	October 2037
		UC	10,264,000	SC/PAC	3.25	FIX	38374Y5U3	October 2037
		UD	10,264,000	SC/PAC	3.50	FIX	38374Y6B4	October 2037
		UE	10,264,000	SC/PAC	3.75	FIX	38374Y5V1	October 2037
		UG	10,264,000	SC/PAC	4.00	FIX	38374Y5W9	October 2037
		UH	10,264,000	SC/PAC	4.25	FIX	38374Y5X7	October 2037
		UI	4,105,600	NTL (SC/PAC)	5.00	FIX/IO	38374Y5Y5	October 2037
		UJ	10,264,000	SC/PAC	4.50	FIX	38374Y5Z2	October 2037
		UK	10,264,000	SC/PAC	4.75	FIX	38374Y6A6	October 2037

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

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

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

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

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

(6) In the case of Combinations 1, 2, 3, 4, 5, 6, 8, 12 and 13, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

(7) Combination 7 is derived from REMIC classes of separate Security Groups.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
Initial Balance	\$161,864,340.00	\$191,745,000.00	\$150,000.00
August 2010	161,433,211.18	190,864,483.15	148,995.35
September 2010	160,959,148.35	189,934,277.25	147,894.90
October 2010	160,442,333.97	188,954,825.31	146,699.79
November 2010	159,882,977.12	187,926,600.93	145,411.30
December 2010	159,281,313.34	186,850,107.99	144,030.79
January 2011	158,637,604.56	185,725,880.19	142,559.73
February 2011	157,952,138.94	184,554,480.72	140,999.67
March 2011	157,225,230.64	183,336,501.72	139,352.28
April 2011	156,457,219.66	182,072,563.87	137,619.34
May 2011	155,648,471.55	180,763,315.83	135,802.66
June 2011	154,799,377.22	179,409,433.73	133,904.22
July 2011	153,910,352.54	178,011,620.60	131,926.04
August 2011	152,981,838.14	176,570,605.76	129,870.23
September 2011	152,014,298.97	175,087,144.17	127,739.00
October 2011	151,008,223.96	173,562,015.83	125,534.64
November 2011	149,964,125.66	171,996,025.07	123,259.50
December 2011	148,882,539.76	170,389,999.83	120,916.02
January 2012	147,764,024.68	168,744,790.97	118,506.72
February 2012	146,609,161.09	167,061,271.47	116,034.18
March 2012	145,418,551.40	165,340,335.71	113,501.05
April 2012	144,192,819.28	163,630,775.58	110,910.04
May 2012	142,932,609.10	161,932,519.00	108,356.77
June 2012	141,638,585.34	160,245,494.30	105,840.92
July 2012	140,311,432.06	158,569,630.28	103,362.15
August 2012	138,951,852.27	156,904,856.19	100,920.15
September 2012	137,560,567.29	155,251,101.69	98,514.60
October 2012	136,138,316.14	153,608,296.91	96,145.17
November 2012	134,725,463.74	151,976,372.41	93,811.55
December 2012	133,321,950.50	150,355,259.19	91,513.42
January 2013	131,927,717.23	148,744,888.66	89,250.48
February 2013	130,542,705.10	147,145,192.68	87,022.41
March 2013	129,166,855.66	145,556,103.53	84,828.91
April 2013	127,800,110.81	143,977,553.91	82,669.67
May 2013	126,442,412.83	142,409,476.95	80,544.39
June 2013	125,093,704.33	140,851,806.18	78,452.77
July 2013	123,753,928.32	139,304,475.56	76,394.51
August 2013	122,423,028.14	137,767,419.47	74,369.31

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
September 2013	\$121,100,947.50	\$136,240,572.69	\$ 72,376.89
October 2013	119,787,630.43	134,723,870.40	70,416.94
November 2013	118,483,021.35	133,217,248.20	68,489.18
December 2013	117,187,065.00	131,720,642.08	66,593.32
January 2014	115,899,706.49	130,233,988.45	64,729.08
February 2014	114,620,891.24	128,757,224.10	62,896.17
March 2014	113,350,565.05	127,290,286.22	61,094.32
April 2014	112,088,674.03	125,833,112.39	59,323.24
May 2014	110,835,164.63	124,385,640.59	57,582.65
June 2014	109,589,983.65	122,947,809.18	55,872.29
July 2014	108,353,078.22	121,519,556.90	54,191.87
August 2014	107,124,395.78	120,100,822.90	52,541.14
September 2014	105,903,884.12	118,691,546.68	50,919.81
October 2014	104,691,491.36	117,291,668.13	49,327.63
November 2014	103,487,165.92	115,901,127.52	47,764.32
December 2014	102,290,856.57	114,519,865.50	46,229.63
January 2015	101,102,512.38	113,147,823.06	44,723.30
February 2015	99,922,082.75	111,784,941.60	43,245.06
March 2015	98,749,517.40	110,431,162.86	41,794.65
April 2015	97,584,766.34	109,086,428.95	40,371.83
May 2015	96,427,779.93	107,750,682.35	38,976.35
June 2015	95,278,508.81	106,423,865.90	37,607.93
July 2015	94,136,903.94	105,105,922.79	36,266.35
August 2015	93,002,916.60	103,796,796.56	34,951.36
September 2015	91,876,498.35	102,496,431.12	33,662.71
October 2015	90,757,601.06	101,204,770.72	32,400.14
November 2015	89,646,176.93	99,921,759.96	31,163.42
December 2015	88,542,178.41	98,647,343.79	29,952.32
January 2016	87,445,558.28	97,381,467.51	28,766.58
February 2016	86,356,269.62	96,124,076.75	27,605.98
March 2016	85,274,265.79	94,875,117.49	26,470.29
April 2016	84,199,500.43	93,634,536.04	25,359.27
May 2016	83,131,927.50	92,402,279.05	24,272.68
June 2016	82,071,501.22	91,178,293.51	23,210.30
July 2016	81,018,176.12	89,962,526.74	22,171.90
August 2016	79,971,907.00	88,754,926.38	21,157.25
September 2016	78,932,648.95	87,555,440.40	20,166.14
October 2016	77,900,357.34	86,364,017.11	19,198.33
November 2016	76,874,987.81	85,180,605.13	18,253.61
December 2016	75,856,496.29	84,005,153.40	17,331.76

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
January 2017	\$ 74,844,838.98	\$ 82,837,611.20	\$ 16,432.55
February 2017	73,839,972.35	81,677,928.10	15,555.78
March 2017	72,841,853.16	80,526,054.01	14,701.23
April 2017	71,850,438.43	79,381,939.14	13,868.69
May 2017	70,865,685.43	78,245,534.01	13,057.93
June 2017	69,887,551.73	77,116,789.45	12,268.77
July 2017	68,915,995.15	75,995,656.62	11,500.99
August 2017	67,950,973.78	74,882,086.96	10,754.37
September 2017	66,992,445.96	73,776,032.22	10,028.73
October 2017	66,040,370.30	72,677,444.46	9,323.85
November 2017	65,094,705.67	71,586,276.04	8,639.53
December 2017	64,155,411.20	70,502,479.60	7,975.58
January 2018	63,222,446.27	69,426,008.11	7,331.79
February 2018	62,295,770.51	68,356,814.80	6,707.97
March 2018	61,375,343.81	67,294,853.22	6,103.92
April 2018	60,461,126.32	66,243,049.73	5,519.45
May 2018	59,553,078.43	65,206,776.03	4,954.36
June 2018	58,651,160.77	64,185,810.20	4,408.46
July 2018	57,755,334.23	63,179,933.42	3,881.58
August 2018	56,865,559.94	62,188,929.96	3,373.51
September 2018	55,981,799.27	61,212,587.08	2,884.07
October 2018	55,108,312.81	60,250,695.05	2,413.07
November 2018	54,247,710.99	59,303,047.05	1,960.34
December 2018	53,399,809.80	58,369,439.19	1,525.68
January 2019	52,564,427.80	57,449,670.41	1,108.93
February 2019	51,741,386.09	56,543,542.49	709.89
March 2019	50,930,508.27	55,650,859.99	328.40
April 2019	50,131,620.43	54,771,430.20	100.56
May 2019	49,344,551.08	53,905,063.11	52.66
June 2019	48,569,131.14	53,051,571.39	0.00
July 2019	47,805,193.89	52,210,770.34	0.00
August 2019	47,052,574.95	51,382,477.85	0.00
September 2019	46,311,112.27	50,566,514.35	0.00
October 2019	45,580,646.03	49,762,702.82	0.00
November 2019	44,861,018.68	48,970,868.70	0.00
December 2019	44,152,074.87	48,190,839.92	0.00
January 2020	43,453,661.44	47,422,446.78	0.00
February 2020	42,765,627.36	46,665,522.00	0.00
March 2020	42,087,823.74	45,919,900.64	0.00
April 2020	41,420,103.77	45,185,420.08	0.00

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
May 2020	\$ 40,762,322.70	\$ 44,461,919.98	\$ 0.00
June 2020	40,114,337.83	43,749,242.28	0.00
July 2020	39,476,008.43	43,047,231.11	0.00
August 2020	38,847,195.78	42,355,732.82	0.00
September 2020	38,227,763.10	41,674,595.91	0.00
October 2020	37,617,575.52	41,003,671.02	0.00
November 2020	37,016,500.09	40,342,810.88	0.00
December 2020	36,424,405.70	39,691,870.31	0.00
January 2021	35,841,163.11	39,050,706.17	0.00
February 2021	35,266,644.88	38,419,177.34	0.00
March 2021	34,700,725.38	37,797,144.68	0.00
April 2021	34,143,280.73	37,184,471.01	0.00
May 2021	33,594,188.82	36,581,021.09	0.00
June 2021	33,053,329.21	35,986,661.60	0.00
July 2021	32,520,583.22	35,401,261.08	0.00
August 2021	31,995,833.79	34,824,689.94	0.00
September 2021	31,478,965.53	34,256,820.41	0.00
October 2021	30,969,864.68	33,697,526.51	0.00
November 2021	30,468,419.07	33,146,684.08	0.00
December 2021	29,974,518.13	32,604,170.66	0.00
January 2022	29,488,052.83	32,069,865.57	0.00
February 2022	29,008,915.69	31,543,649.81	0.00
March 2022	28,537,000.73	31,025,406.05	0.00
April 2022	28,072,203.49	30,515,018.64	0.00
May 2022	27,614,420.97	30,012,373.55	0.00
June 2022	27,163,551.62	29,517,358.39	0.00
July 2022	26,719,495.32	29,029,862.32	0.00
August 2022	26,282,153.39	28,549,776.09	0.00
September 2022	25,851,428.52	28,076,992.00	0.00
October 2022	25,427,224.78	27,611,403.87	0.00
November 2022	25,009,447.59	27,152,907.02	0.00
December 2022	24,598,003.73	26,701,398.24	0.00
January 2023	24,192,801.26	26,256,775.82	0.00
February 2023	23,793,749.58	25,818,939.44	0.00
March 2023	23,400,759.35	25,387,790.25	0.00
April 2023	23,013,742.49	24,963,230.77	0.00
May 2023	22,632,612.18	24,545,164.92	0.00
June 2023	22,257,282.82	24,133,497.96	0.00
July 2023	21,887,670.02	23,728,136.52	0.00
August 2023	21,523,690.60	23,328,988.53	0.00

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
September 2023	\$ 21,165,262.54	\$ 22,935,963.26	\$ 0.00
October 2023	20,812,304.99	22,548,971.23	0.00
November 2023	20,464,738.25	22,167,924.26	0.00
December 2023	20,122,483.74	21,792,735.41	0.00
January 2024	19,785,464.00	21,423,318.97	0.00
February 2024	19,453,602.67	21,059,590.45	0.00
March 2024	19,126,824.47	20,701,466.58	0.00
April 2024	18,805,055.19	20,348,865.24	0.00
May 2024	18,488,221.68	20,001,705.52	0.00
June 2024	18,176,251.80	19,659,907.62	0.00
July 2024	17,869,074.48	19,323,392.90	0.00
August 2024	17,566,619.62	18,992,083.83	0.00
September 2024	17,268,818.13	18,665,903.98	0.00
October 2024	16,975,601.92	18,344,778.04	0.00
November 2024	16,686,903.83	18,028,631.72	0.00
December 2024	16,402,657.68	17,717,391.83	0.00
January 2025	16,122,798.23	17,410,986.20	0.00
February 2025	15,847,261.16	17,109,343.71	0.00
March 2025	15,575,983.08	16,812,394.23	0.00
April 2025	15,308,901.48	16,520,068.66	0.00
May 2025	15,045,954.77	16,232,298.85	0.00
June 2025	14,787,082.19	15,949,017.65	0.00
July 2025	14,532,223.90	15,670,158.87	0.00
August 2025	14,281,320.88	15,395,657.23	0.00
September 2025	14,034,314.95	15,125,448.43	0.00
October 2025	13,791,148.78	14,859,469.06	0.00
November 2025	13,551,765.84	14,597,656.62	0.00
December 2025	13,316,110.41	14,339,949.51	0.00
January 2026	13,084,127.57	14,086,287.00	0.00
February 2026	12,855,763.18	13,836,609.24	0.00
March 2026	12,630,963.87	13,590,857.24	0.00
April 2026	12,409,677.03	13,348,972.83	0.00
May 2026	12,191,850.83	13,110,898.71	0.00
June 2026	11,977,434.13	12,876,578.37	0.00
July 2026	11,766,376.57	12,645,956.12	0.00
August 2026	11,558,628.48	12,418,977.06	0.00
September 2026	11,354,140.91	12,195,587.10	0.00
October 2026	11,152,865.60	11,975,732.90	0.00
November 2026	10,954,755.01	11,759,361.90	0.00
December 2026	10,759,762.24	11,546,422.30	0.00

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
January 2027	\$ 10,567,841.09	\$ 11,336,863.01	\$ 0.00
February 2027	10,378,946.02	11,130,633.71	0.00
March 2027	10,193,032.12	10,927,684.80	0.00
April 2027	10,010,055.16	10,727,967.36	0.00
May 2027	9,829,971.50	10,531,433.21	0.00
June 2027	9,652,738.17	10,338,034.85	0.00
July 2027	9,478,312.79	10,147,725.45	0.00
August 2027	9,306,653.59	9,960,458.88	0.00
September 2027	9,137,719.40	9,776,189.64	0.00
October 2027	8,971,469.65	9,594,872.91	0.00
November 2027	8,807,864.35	9,416,464.52	0.00
December 2027	8,646,864.07	9,240,920.91	0.00
January 2028	8,488,429.98	9,068,199.17	0.00
February 2028	8,332,523.76	8,898,257.00	0.00
March 2028	8,179,107.68	8,731,052.71	0.00
April 2028	8,028,144.55	8,566,545.21	0.00
May 2028	7,879,597.68	8,404,694.01	0.00
June 2028	7,733,430.96	8,245,459.20	0.00
July 2028	7,589,608.76	8,088,801.44	0.00
August 2028	7,448,095.98	7,934,681.97	0.00
September 2028	7,308,858.03	7,783,062.59	0.00
October 2028	7,171,860.79	7,633,905.63	0.00
November 2028	7,037,070.67	7,487,173.99	0.00
December 2028	6,904,454.55	7,342,831.10	0.00
January 2029	6,773,979.77	7,200,840.91	0.00
February 2029	6,645,614.17	7,061,167.90	0.00
March 2029	6,519,326.04	6,923,777.07	0.00
April 2029	6,395,084.12	6,788,633.91	0.00
May 2029	6,272,857.62	6,655,704.42	0.00
June 2029	6,152,616.19	6,524,955.11	0.00
July 2029	6,034,329.90	6,396,352.93	0.00
August 2029	5,917,969.27	6,269,865.36	0.00
September 2029	5,803,505.26	6,145,460.32	0.00
October 2029	5,690,909.22	6,023,106.21	0.00
November 2029	5,580,152.93	5,902,771.88	0.00
December 2029	5,471,208.58	5,784,426.64	0.00
January 2030	5,364,048.76	5,668,040.24	0.00
February 2030	5,258,646.47	5,553,582.87	0.00
March 2030	5,154,975.07	5,441,025.17	0.00
April 2030	5,053,008.34	5,330,338.17	0.00

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
May 2030	\$ 4,952,720.43	\$ 5,221,493.37	\$ 0.00
June 2030	4,854,085.85	5,114,462.64	0.00
July 2030	4,757,079.49	5,009,218.29	0.00
August 2030	4,661,676.62	4,905,733.03	0.00
September 2030	4,567,852.85	4,803,979.94	0.00
October 2030	4,475,584.16	4,703,932.54	0.00
November 2030	4,384,846.85	4,605,564.69	0.00
December 2030	4,295,617.60	4,508,850.66	0.00
January 2031	4,207,873.42	4,413,765.09	0.00
February 2031	4,121,591.64	4,320,282.98	0.00
March 2031	4,036,749.92	4,228,379.71	0.00
April 2031	3,953,326.28	4,138,031.02	0.00
May 2031	3,871,299.02	4,049,212.98	0.00
June 2031	3,790,646.77	3,961,902.04	0.00
July 2031	3,711,348.48	3,876,074.99	0.00
August 2031	3,633,383.40	3,791,708.94	0.00
September 2031	3,556,731.09	3,708,781.36	0.00
October 2031	3,481,371.40	3,627,270.03	0.00
November 2031	3,407,284.47	3,547,153.07	0.00
December 2031	3,334,450.74	3,468,408.91	0.00
January 2032	3,262,850.94	3,391,016.31	0.00
February 2032	3,192,466.08	3,314,954.34	0.00
March 2032	3,123,277.43	3,240,202.35	0.00
April 2032	3,055,266.56	3,166,740.04	0.00
May 2032	2,988,415.29	3,094,547.36	0.00
June 2032	2,922,705.72	3,023,604.60	0.00
July 2032	2,858,120.21	2,953,892.31	0.00
August 2032	2,794,641.37	2,885,391.34	0.00
September 2032	2,732,252.08	2,818,082.81	0.00
October 2032	2,670,935.45	2,751,948.13	0.00
November 2032	2,610,674.86	2,686,968.97	0.00
December 2032	2,551,453.93	2,623,127.30	0.00
January 2033	2,493,256.51	2,560,405.33	0.00
February 2033	2,436,066.69	2,498,785.53	0.00
March 2033	2,379,868.80	2,438,250.64	0.00
April 2033	2,324,647.40	2,378,783.67	0.00
May 2033	2,270,387.28	2,320,367.84	0.00
June 2033	2,217,073.45	2,262,986.66	0.00
July 2033	2,164,691.14	2,206,623.86	0.00
August 2033	2,113,225.79	2,151,263.42	0.00

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
September 2033	\$ 2,062,663.08	\$ 2,096,889.55	\$ 0.00
October 2033	2,012,988.88	2,043,486.71	0.00
November 2033	1,964,189.27	1,991,039.58	0.00
December 2033	1,916,250.54	1,939,533.06	0.00
January 2034	1,869,159.18	1,888,952.28	0.00
February 2034	1,822,901.90	1,839,282.59	0.00
March 2034	1,777,465.58	1,790,509.57	0.00
April 2034	1,732,837.29	1,742,619.01	0.00
May 2034	1,689,004.33	1,695,596.88	0.00
June 2034	1,645,954.15	1,649,429.42	0.00
July 2034	1,603,674.40	1,604,103.01	0.00
August 2034	1,562,152.91	1,559,604.28	0.00
September 2034	1,521,377.71	1,515,920.03	0.00
October 2034	1,481,336.97	1,473,037.28	0.00
November 2034	1,442,019.08	1,430,943.23	0.00
December 2034	1,403,412.56	1,389,625.27	0.00
January 2035	1,365,506.13	1,349,070.99	0.00
February 2035	1,328,288.68	1,309,268.15	0.00
March 2035	1,291,749.23	1,270,204.71	0.00
April 2035	1,255,877.01	1,231,868.79	0.00
May 2035	1,220,661.38	1,194,248.71	0.00
June 2035	1,186,091.86	1,157,332.95	0.00
July 2035	1,152,158.15	1,121,110.17	0.00
August 2035	1,118,850.08	1,085,569.19	0.00
September 2035	1,086,157.64	1,050,699.01	0.00
October 2035	1,054,070.97	1,016,488.79	0.00
November 2035	1,022,580.35	982,927.86	0.00
December 2035	991,676.22	950,005.70	0.00
January 2036	961,349.16	917,711.95	0.00
February 2036	931,589.88	886,036.40	0.00
March 2036	902,389.23	854,969.02	0.00
April 2036	873,738.22	824,499.90	0.00
May 2036	845,627.96	794,619.29	0.00
June 2036	818,049.73	765,317.61	0.00
July 2036	790,994.91	736,585.38	0.00
August 2036	764,455.02	708,413.30	0.00
September 2036	738,421.73	680,792.20	0.00
October 2036	712,886.79	653,713.05	0.00
November 2036	687,842.12	627,166.94	0.00
December 2036	663,279.74	601,145.12	0.00

<u>Distribution Date</u>	<u>Classes PD, PE, PG, PH and PJ (in the aggregate)</u>	<u>Classes NA, NB and NC (in the aggregate)</u>	<u>Classes WK and WL (in the aggregate)</u>
January 2037	\$ 639,191.78	\$ 575,638.96	\$ 0.00
February 2037	615,570.51	550,639.97	0.00
March 2037	592,408.30	526,139.77	0.00
April 2037	569,697.65	502,130.12	0.00
May 2037	547,431.17	478,602.90	0.00
June 2037	525,601.57	455,550.14	0.00
July 2037	504,201.69	432,963.94	0.00
August 2037	483,224.45	410,836.57	0.00
September 2037	462,662.91	389,160.39	0.00
October 2037	442,510.21	367,927.88	0.00
November 2037	422,759.61	347,131.65	0.00
December 2037	403,404.46	326,764.40	0.00
January 2038	384,438.23	306,818.96	0.00
February 2038	365,854.46	287,288.26	0.00
March 2038	347,646.82	268,165.34	0.00
April 2038	329,809.06	249,443.35	0.00
May 2038	312,335.01	231,115.54	0.00
June 2038	295,218.63	213,175.26	0.00
July 2038	278,453.95	195,615.99	0.00
August 2038	262,035.09	178,431.26	0.00
September 2038	245,956.27	161,614.75	0.00
October 2038	230,211.78	145,160.21	0.00
November 2038	214,796.02	129,061.49	0.00
December 2038	199,703.47	113,312.53	0.00
January 2039	184,928.68	97,907.38	0.00
February 2039	170,466.31	82,840.16	0.00
March 2039	156,311.07	68,105.10	0.00
April 2039	142,457.77	53,696.52	0.00
May 2039	128,901.30	39,608.80	0.00
June 2039	115,636.63	25,836.45	0.00
July 2039	102,658.80	12,374.02	0.00
August 2039	89,962.93	0.00	0.00
September 2039	77,544.22	0.00	0.00
October 2039	65,397.93	0.00	0.00
November 2039	53,519.40	0.00	0.00
December 2039	41,904.06	0.00	0.00
January 2040	30,547.39	0.00	0.00
February 2040	19,444.94	0.00	0.00
March 2040	8,592.33	0.00	0.00
April 2040 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
Initial Balance	\$5,875,000.00	\$47,671,000.00	\$10,264,000.00
August 2010	5,852,311.72	47,671,000.00	10,264,000.00
September 2010	5,828,388.31	47,671,000.00	10,264,000.00
October 2010	5,803,239.37	47,671,000.00	10,264,000.00
November 2010	5,776,875.09	47,671,000.00	10,264,000.00
December 2010	5,749,306.33	47,671,000.00	10,264,000.00
January 2011	5,720,544.56	47,671,000.00	10,264,000.00
February 2011	5,690,601.86	47,671,000.00	10,264,000.00
March 2011	5,659,490.93	47,671,000.00	10,264,000.00
April 2011	5,627,225.04	47,671,000.00	10,264,000.00
May 2011	5,593,818.09	47,671,000.00	10,264,000.00
June 2011	5,559,284.52	47,671,000.00	10,264,000.00
July 2011	5,523,639.36	47,671,000.00	10,264,000.00
August 2011	5,486,898.21	47,671,000.00	10,264,000.00
September 2011	5,449,077.19	47,671,000.00	10,264,000.00
October 2011	5,410,192.97	47,671,000.00	10,264,000.00
November 2011	5,370,262.75	47,671,000.00	10,264,000.00
December 2011	5,329,304.23	47,671,000.00	10,264,000.00
January 2012	5,287,335.61	47,671,000.00	10,264,000.00
February 2012	5,244,375.58	47,671,000.00	10,264,000.00
March 2012	5,200,443.29	47,671,000.00	10,264,000.00
April 2012	5,155,558.37	47,671,000.00	10,264,000.00
May 2012	5,110,918.82	47,671,000.00	10,264,000.00
June 2012	5,066,523.36	47,671,000.00	10,264,000.00
July 2012	5,022,370.72	47,671,000.00	10,264,000.00
August 2012	4,978,459.63	47,671,000.00	10,264,000.00
September 2012	4,934,788.82	47,671,000.00	10,264,000.00
October 2012	4,891,357.04	47,671,000.00	10,264,000.00
November 2012	4,848,163.04	47,671,000.00	10,264,000.00
December 2012	4,805,205.58	47,671,000.00	10,264,000.00
January 2013	4,762,483.41	47,671,000.00	10,264,000.00
February 2013	4,719,995.32	47,671,000.00	10,264,000.00
March 2013	4,677,740.06	47,671,000.00	10,264,000.00
April 2013	4,635,716.44	47,671,000.00	10,264,000.00
May 2013	4,593,923.23	47,671,000.00	10,264,000.00
June 2013	4,552,359.23	47,671,000.00	10,264,000.00
July 2013	4,511,023.23	47,671,000.00	10,264,000.00
August 2013	4,469,914.06	47,671,000.00	10,264,000.00
September 2013	4,429,030.52	47,671,000.00	10,264,000.00
October 2013	4,388,371.43	47,671,000.00	10,264,000.00
November 2013	4,347,935.62	47,671,000.00	10,264,000.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
December 2013.	\$4,307,721.92	\$47,671,000.00	\$10,264,000.00
January 2014.	4,267,729.16	47,671,000.00	10,264,000.00
February 2014.	4,227,956.19	47,671,000.00	10,264,000.00
March 2014.	4,188,401.86	47,671,000.00	10,264,000.00
April 2014.	4,149,065.02	47,671,000.00	10,264,000.00
May 2014	4,109,944.55	47,671,000.00	10,264,000.00
June 2014	4,071,039.29	47,671,000.00	10,264,000.00
July 2014.	4,032,348.14	47,671,000.00	10,264,000.00
August 2014	3,993,869.96	47,671,000.00	10,264,000.00
September 2014	3,955,603.64	47,671,000.00	10,264,000.00
October 2014	3,917,548.07	47,671,000.00	10,264,000.00
November 2014	3,879,702.16	47,671,000.00	10,264,000.00
December 2014.	3,842,064.79	47,671,000.00	10,264,000.00
January 2015.	3,804,634.88	47,671,000.00	10,264,000.00
February 2015.	3,767,411.34	47,671,000.00	10,264,000.00
March 2015.	3,730,393.10	47,671,000.00	10,264,000.00
April 2015.	3,693,579.07	47,671,000.00	10,264,000.00
May 2015	3,656,968.18	47,671,000.00	10,264,000.00
June 2015	3,620,559.38	47,671,000.00	10,264,000.00
July 2015.	3,584,351.60	47,671,000.00	10,264,000.00
August 2015	3,548,343.79	47,671,000.00	10,264,000.00
September 2015	3,512,534.89	47,671,000.00	10,264,000.00
October 2015	3,476,923.88	47,671,000.00	10,264,000.00
November 2015	3,441,509.71	47,671,000.00	10,264,000.00
December 2015.	3,406,291.35	47,671,000.00	10,264,000.00
January 2016.	3,371,267.78	47,671,000.00	10,145,312.33
February 2016.	3,336,437.97	47,671,000.00	9,923,527.66
March 2016.	3,301,800.90	47,671,000.00	9,703,282.91
April 2016.	3,267,355.57	47,671,000.00	9,484,567.85
May 2016	3,233,100.97	47,671,000.00	9,267,372.32
June 2016	3,199,036.10	47,671,000.00	9,051,686.21
July 2016.	3,165,159.97	47,671,000.00	8,837,499.49
August 2016	3,131,471.59	47,671,000.00	8,624,802.19
September 2016	3,097,969.96	47,671,000.00	8,413,584.39
October 2016	3,064,654.12	47,671,000.00	8,203,836.27
November 2016	3,031,523.09	47,671,000.00	7,995,548.04
December 2016.	2,998,575.89	47,671,000.00	7,788,710.00
January 2017.	2,965,811.57	47,671,000.00	7,583,312.50
February 2017.	2,933,229.16	47,671,000.00	7,379,345.96
March 2017.	2,900,827.71	47,671,000.00	7,176,800.84
April 2017.	2,868,606.27	47,671,000.00	6,975,667.71

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
May 2017	\$2,836,563.90	\$47,671,000.00	\$ 6,775,937.15
June 2017	2,804,699.65	47,671,000.00	6,577,599.84
July 2017.	2,773,012.59	47,671,000.00	6,380,646.50
August 2017	2,741,501.80	47,671,000.00	6,185,067.92
September 2017	2,710,166.33	47,671,000.00	5,990,854.95
October 2017	2,679,005.29	47,671,000.00	5,797,998.49
November 2017	2,648,017.74	47,671,000.00	5,606,489.52
December 2017.	2,617,202.78	47,671,000.00	5,416,319.05
January 2018.	2,586,559.50	47,671,000.00	5,227,478.19
February 2018.	2,556,087.00	47,671,000.00	5,039,958.07
March 2018.	2,525,784.38	47,671,000.00	4,853,749.89
April 2018.	2,495,650.76	47,671,000.00	4,670,194.88
May 2018	2,465,685.24	47,671,000.00	4,489,323.02
June 2018	2,435,886.94	47,671,000.00	4,311,096.31
July 2018.	2,406,254.98	47,671,000.00	4,135,477.26
August 2018	2,376,788.48	47,671,000.00	3,962,428.93
September 2018	2,347,486.59	47,671,000.00	3,791,914.86
October 2018	2,318,348.43	47,671,000.00	3,623,899.14
November 2018	2,289,373.14	47,671,000.00	3,458,346.32
December 2018.	2,260,559.87	47,671,000.00	3,295,221.46
January 2019.	2,231,907.76	47,671,000.00	3,134,490.11
February 2019.	2,203,415.97	47,671,000.00	2,976,118.29
March 2019.	2,175,083.65	47,671,000.00	2,820,072.49
April 2019.	2,146,909.98	47,671,000.00	2,666,319.69
May 2019	2,118,894.10	47,671,000.00	2,514,827.30
June 2019	2,091,164.23	47,671,000.00	2,365,563.20
July 2019.	2,063,764.48	47,671,000.00	2,218,495.71
August 2019	2,036,691.10	47,671,000.00	2,073,593.61
September 2019	2,009,940.38	47,671,000.00	1,930,826.09
October 2019	1,983,508.66	47,671,000.00	1,790,162.79
November 2019	1,957,392.31	47,671,000.00	1,651,573.75
December 2019.	1,931,587.75	47,671,000.00	1,515,029.45
January 2020.	1,906,091.43	47,671,000.00	1,380,500.77
February 2020.	1,880,899.84	47,671,000.00	1,247,959.01
March 2020.	1,856,009.53	47,671,000.00	1,117,375.84
April 2020.	1,831,417.05	47,671,000.00	988,723.35
May 2020	1,807,119.03	47,671,000.00	861,974.02
June 2020	1,783,112.10	47,671,000.00	737,100.71
July 2020.	1,759,392.96	47,671,000.00	614,076.65
August 2020	1,735,958.31	47,671,000.00	492,875.46
September 2020	1,712,804.92	47,671,000.00	373,471.10

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
October 2020	\$1,689,929.59	\$47,671,000.00	\$ 255,837.93
November 2020	1,667,329.13	47,671,000.00	139,950.65
December 2020.	1,645,000.42	47,671,000.00	25,784.31
January 2021.	1,622,940.35	47,671,000.00	0.00
February 2021.	1,601,145.85	47,671,000.00	0.00
March 2021.	1,579,613.89	47,671,000.00	0.00
April 2021.	1,558,341.47	47,671,000.00	0.00
May 2021	1,537,325.63	47,402,168.71	0.00
June 2021	1,516,563.44	47,125,064.48	0.00
July 2021.	1,496,051.98	46,852,138.93	0.00
August 2021	1,475,788.39	46,583,331.60	0.00
September 2021	1,455,769.84	46,318,582.88	0.00
October 2021	1,435,993.53	46,057,834.02	0.00
November 2021	1,416,456.66	45,801,027.07	0.00
December 2021.	1,397,156.51	45,548,104.92	0.00
January 2022.	1,378,090.37	45,299,011.27	0.00
February 2022.	1,359,255.53	45,053,690.59	0.00
March 2022.	1,340,649.37	44,812,088.17	0.00
April 2022.	1,322,269.25	44,574,150.04	0.00
May 2022	1,304,112.57	44,339,823.01	0.00
June 2022	1,286,176.78	44,109,054.65	0.00
July 2022.	1,268,459.33	43,881,793.24	0.00
August 2022	1,250,957.72	43,657,987.84	0.00
September 2022	1,233,669.46	43,418,706.81	0.00
October 2022	1,216,592.11	43,151,142.71	0.00
November 2022	1,199,723.24	42,887,654.64	0.00
December 2022.	1,183,060.45	42,628,183.31	0.00
January 2023.	1,166,601.36	42,372,670.20	0.00
February 2023.	1,150,343.64	42,121,057.69	0.00
March 2023.	1,134,284.96	41,873,288.93	0.00
April 2023.	1,118,423.03	41,629,307.91	0.00
May 2023	1,102,755.58	41,389,059.38	0.00
June 2023	1,087,280.37	41,152,488.90	0.00
July 2023.	1,071,995.18	40,919,542.79	0.00
August 2023	1,056,897.82	40,690,168.13	0.00
September 2023	1,041,986.12	40,464,312.76	0.00
October 2023	1,027,257.94	40,241,925.26	0.00
November 2023	1,012,711.15	40,022,954.93	0.00
December 2023.	998,343.66	39,807,351.80	0.00
January 2024.	984,153.40	39,595,066.59	0.00
February 2024.	970,138.31	39,386,050.76	0.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
March 2024	\$ 956,296.38	\$39,180,256.42	\$ 0.00
April 2024	942,625.58	38,977,636.39	0.00
May 2024	929,123.95	38,778,144.13	0.00
June 2024	915,789.53	38,581,733.80	0.00
July 2024	902,620.36	38,388,360.17	0.00
August 2024	889,614.55	38,197,978.69	0.00
September 2024	876,770.19	38,010,545.44	0.00
October 2024	864,085.41	37,826,017.10	0.00
November 2024	851,558.36	37,644,350.99	0.00
December 2024	839,187.20	37,465,505.02	0.00
January 2025	826,970.13	37,289,437.72	0.00
February 2025	814,905.35	37,028,166.87	0.00
March 2025	802,991.09	36,684,872.94	0.00
April 2025	791,225.61	36,346,929.92	0.00
May 2025	779,607.16	36,014,258.93	0.00
June 2025	768,134.05	35,686,782.22	0.00
July 2025	756,804.56	35,364,423.12	0.00
August 2025	745,617.04	35,047,106.10	0.00
September 2025	734,569.82	34,734,756.67	0.00
October 2025	723,661.27	34,427,301.44	0.00
November 2025	712,889.78	34,124,668.04	0.00
December 2025	702,253.73	33,826,785.15	0.00
January 2026	691,751.55	33,533,582.46	0.00
February 2026	681,381.68	33,244,990.68	0.00
March 2026	671,142.56	32,960,862.73	0.00
April 2026	661,032.68	32,681,083.19	0.00
May 2026	651,050.51	32,405,714.76	0.00
June 2026	641,194.56	32,134,692.02	0.00
July 2026	631,463.35	31,808,886.25	0.00
August 2026	621,855.43	31,457,374.66	0.00
September 2026	612,369.34	31,111,430.98	0.00
October 2026	603,003.66	30,770,972.42	0.00
November 2026	593,756.97	30,435,917.36	0.00
December 2026	584,627.88	30,044,322.18	0.00
January 2027	575,615.01	29,496,250.60	0.00
February 2027	566,716.99	28,956,902.11	0.00
March 2027	557,932.47	28,426,146.64	0.00
April 2027	549,260.11	27,903,856.02	0.00
May 2027	540,698.61	27,389,903.91	0.00
June 2027	532,246.64	26,884,165.79	0.00
July 2027	523,902.92	26,386,518.92	0.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
August 2027	\$ 515,666.17	\$25,896,842.34	\$ 0.00
September 2027	507,535.14	25,415,016.83	0.00
October 2027	499,508.58	24,940,924.87	0.00
November 2027	491,585.25	24,474,450.66	0.00
December 2027	483,763.93	24,015,480.05	0.00
January 2028	476,043.42	23,563,900.53	0.00
February 2028	468,422.53	23,119,601.24	0.00
March 2028	460,900.08	22,682,472.88	0.00
April 2028	453,474.90	22,252,407.77	0.00
May 2028	446,145.84	21,829,299.75	0.00
June 2028	438,911.77	21,413,044.20	0.00
July 2028	431,771.55	21,003,538.04	0.00
August 2028	424,724.08	20,600,679.62	0.00
September 2028	417,768.26	20,204,368.83	0.00
October 2028	410,902.99	19,814,506.95	0.00
November 2028	404,127.20	19,430,996.72	0.00
December 2028	397,439.83	19,053,742.28	0.00
January 2029	390,839.82	18,682,649.14	0.00
February 2029	384,326.14	18,317,624.21	0.00
March 2029	377,897.77	17,958,575.74	0.00
April 2029	371,553.67	17,605,413.27	0.00
May 2029	365,292.85	17,258,047.71	0.00
June 2029	359,114.32	16,916,391.23	0.00
July 2029	353,017.10	16,580,357.27	0.00
August 2029	347,000.20	16,249,860.54	0.00
September 2029	341,062.68	15,924,816.99	0.00
October 2029	335,203.59	15,605,143.77	0.00
November 2029	329,421.98	15,290,759.26	0.00
December 2029	323,716.94	14,981,583.01	0.00
January 2030	318,087.54	14,677,535.75	0.00
February 2030	312,532.87	14,378,539.34	0.00
March 2030	307,052.05	14,084,516.82	0.00
April 2030	301,644.19	13,795,392.30	0.00
May 2030	296,308.40	13,511,091.03	0.00
June 2030	291,043.83	13,231,539.34	0.00
July 2030	285,849.62	12,956,664.63	0.00
August 2030	280,724.92	12,686,395.37	0.00
September 2030	275,668.91	12,420,661.04	0.00
October 2030	270,680.74	12,159,392.20	0.00
November 2030	265,759.60	11,902,520.38	0.00
December 2030	260,904.69	11,649,978.13	0.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
January 2031	\$ 256,115.21	\$11,401,699.00	\$ 0.00
February 2031	251,390.36	11,157,617.46	0.00
March 2031	246,729.38	10,917,669.00	0.00
April 2031	242,131.47	10,681,790.02	0.00
May 2031	237,595.89	10,449,917.85	0.00
June 2031	233,121.88	10,221,990.75	0.00
July 2031	228,708.69	9,997,947.88	0.00
August 2031	224,355.58	9,777,729.28	0.00
September 2031	220,061.83	9,561,275.88	0.00
October 2031	215,826.73	9,348,529.49	0.00
November 2031	211,649.54	9,139,432.74	0.00
December 2031	207,529.58	8,933,929.14	0.00
January 2032	203,466.14	8,731,963.00	0.00
February 2032	199,458.55	8,533,479.45	0.00
March 2032	195,506.11	8,338,424.46	0.00
April 2032	191,608.16	8,146,744.76	0.00
May 2032	187,764.03	7,958,387.87	0.00
June 2032	183,973.07	7,773,302.08	0.00
July 2032	180,234.63	7,591,436.47	0.00
August 2032	176,548.06	7,412,740.83	0.00
September 2032	172,912.74	7,237,165.72	0.00
October 2032	169,328.03	7,064,662.41	0.00
November 2032	165,793.32	6,895,182.91	0.00
December 2032	162,307.98	6,728,679.90	0.00
January 2033	158,871.43	6,565,106.81	0.00
February 2033	155,483.06	6,404,417.71	0.00
March 2033	152,142.27	6,246,567.40	0.00
April 2033	148,848.49	6,091,511.30	0.00
May 2033	145,601.13	5,939,205.51	0.00
June 2033	142,399.62	5,789,606.77	0.00
July 2033	139,243.40	5,642,672.50	0.00
August 2033	136,131.92	5,498,360.69	0.00
September 2033	133,064.61	5,356,630.01	0.00
October 2033	130,040.94	5,217,439.70	0.00
November 2033	127,060.36	5,080,749.63	0.00
December 2033	124,122.35	4,946,520.25	0.00
January 2034	121,226.37	4,814,712.63	0.00
February 2034	118,371.90	4,685,288.36	0.00
March 2034	115,558.44	4,558,209.66	0.00
April 2034	112,785.47	4,433,439.27	0.00
May 2034	110,052.48	4,310,940.53	0.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
June 2034	\$ 107,358.99	\$ 4,190,677.27	\$ 0.00
July 2034.	104,704.50	4,072,613.91	0.00
August 2034	102,088.53	3,956,715.37	0.00
September 2034	99,510.60	3,842,951.97	0.00
October 2034	96,970.22	3,731,284.68	0.00
November 2034	94,466.94	3,621,680.02	0.00
December 2034.	92,000.30	3,514,104.95	0.00
January 2035.	89,569.82	3,408,526.93	0.00
February 2035.	87,175.07	3,304,913.94	0.00
March 2035.	84,815.59	3,203,244.82	0.00
April 2035.	82,490.94	3,103,477.85	0.00
May 2035	80,200.68	3,005,582.38	0.00
June 2035	77,944.39	2,909,528.29	0.00
July 2035.	75,721.64	2,815,285.85	0.00
August 2035	73,532.00	2,722,825.80	0.00
September 2035	71,375.06	2,632,119.33	0.00
October 2035	69,250.40	2,543,138.05	0.00
November 2035	67,157.62	2,455,857.62	0.00
December 2035.	65,096.32	2,370,246.81	0.00
January 2036.	63,066.11	2,286,278.47	0.00
February 2036.	61,066.57	2,203,925.91	0.00
March 2036.	59,097.34	2,123,162.81	0.00
April 2036.	57,158.02	2,043,963.26	0.00
May 2036	55,248.23	1,966,301.72	0.00
June 2036	53,367.60	1,890,153.08	0.00
July 2036.	51,515.77	1,815,492.57	0.00
August 2036	49,692.36	1,742,295.80	0.00
September 2036	47,897.01	1,670,538.77	0.00
October 2036	46,129.36	1,600,197.83	0.00
November 2036	44,389.07	1,531,249.66	0.00
December 2036.	42,675.77	1,463,671.36	0.00
January 2037.	40,989.14	1,397,440.32	0.00
February 2037.	39,328.82	1,332,534.29	0.00
March 2037.	37,694.47	1,268,931.37	0.00
April 2037.	36,085.78	1,206,609.98	0.00
May 2037	34,502.40	1,145,548.87	0.00
June 2037	32,944.01	1,085,727.12	0.00
July 2037.	31,410.29	1,027,124.13	0.00
August 2037	29,900.93	969,719.60	0.00
September 2037	28,415.60	913,493.56	0.00
October 2037	26,954.00	858,426.31	0.00

<u>Distribution Date</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Classes QA and QB (in the aggregate)</u>	<u>Class UA</u>
November 2037	\$ 25,515.83	\$ 804,498.51	\$ 0.00
December 2037	24,100.77	751,691.05	0.00
January 2038	22,708.53	699,985.14	0.00
February 2038	21,338.82	649,362.31	0.00
March 2038	19,991.34	599,804.33	0.00
April 2038	18,665.80	551,293.26	0.00
May 2038	17,361.92	503,811.43	0.00
June 2038	16,079.42	457,341.47	0.00
July 2038	14,818.02	411,866.24	0.00
August 2038	13,577.43	367,368.88	0.00
September 2038	12,357.40	323,832.80	0.00
October 2038	11,157.65	281,241.66	0.00
November 2038	9,977.92	239,579.35	0.00
December 2038	8,817.94	198,830.05	0.00
January 2039	7,677.45	158,978.14	0.00
February 2039	6,556.20	120,008.68	0.00
March 2039	5,453.94	88,988.43	0.00
April 2039	4,370.41	58,657.64	0.00
May 2039	3,305.37	37,527.37	0.00
June 2039	2,258.58	16,867.82	0.00
July 2039	1,229.78	4,829.60	0.00
August 2039	218.75	3,353.80	0.00
September 2039	0.00	1,910.99	0.00
October 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(I)	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Coupon of Mortgage Loans	Approximate Weighted Remaining Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2010-055	FH(5)	May 28, 2010	38377FSU6	(4)	FLT	June 2037	SC/PT	\$ 30,089,855	0.94635503	\$28,475,685	100.000000000000%	6.500%	310	45	I
5	Ginnie Mae	2010-050	YF	April 30, 2010	38376YHS3	(4)	FLT	May 2038	PAC/AD	75,029,855	0.98722522	23,696,672	31.9916771797%	5.290	356	4	II
5	Ginnie Mae	2010-050	YS	April 30, 2010	38376YHN6	(4)	INV/IO	May 2038	NIL (PAC/AD)	75,029,855	0.98722522	23,696,672	31.9916771797%	5.290	356	4	II
6	Ginnie Mae	2010-075	MA(5)	June 30, 2010	38377GMZ9	4.5%	FIX	May 2040	SC/SUP	19,000,000	0.99587998	7,112,574	37.5894736842%	5.289	356	4	II
7	Ginnie Mae	2009-118	WP	December 30, 2009	38376PMF4	4.5	FIX	December 2039	PAC I	33,998,183	1.00000000	3,100,000	9.1181343427%	4.925	350	9	II
7	Ginnie Mae	2009-123	PC	December 30, 2009	38376JZ64	4.5	FIX	December 2039	PAC	17,306,833	1.00000000	17,306,833	100.0000000000%	4.959	349	10	II
7	Ginnie Mae	2010-055	QK	May 28, 2010	38377FSU6	4.5	FIX	May 2040	PAC I	10,000,000	1.00000000	10,000,000	100.0000000000%	4.931	346	12	II
7	Ginnie Mae	2010-059	LC(3)	May 28, 2010	38377FZJ3	4.5	FIX	May 2040	PAC I	12,340,000	1.00000000	12,340,000	100.0000000000%	4.914	347	11	II
7	Ginnie Mae	2010-069	AP	June 30, 2010	38377GAA7	4.5	FIX	June 2040	PAC I	5,026,000	1.00000000	5,026,000	100.0000000000%	4.900	346	12	II
8	Ginnie Mae	2009-042	DP(3)	June 30, 2009	38374UYK1	5.0	FIX	June 2039	PAC I	131,249,000	0.90458552	22,614,638	19.0477641734%	6.486	337	21	II
9	Ginnie Mae	2010-030	NB	March 30, 2010	38376XVNO	5.0	FIX	October 2037	PAC I	69,932,000	1.00000000	10,332,000	14.774522279%	5.500	348	10	I

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of July 2010.
- (3) MX Class.
- (4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.
- (5) Ginnie Mae 2010-055 Class FH is backed by previously issued certificates, Classes KF and KY from Ginnie Mae REMIC Trust 2007-035. Ginnie Mae 2010-075 Class MA is backed by underlying Trust MBS and a previously issued certificate, Class OB from Ginnie Mae REMIC Trust 2010-062. Copies of the Cover Pages and Terms Sheets from Ginnie Mae REMIC Trusts 2007-035 and 2010-062 are included in Exhibit B to this Supplement.

Exhibit B

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



\$1,296,580,000

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2007-035

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-11 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be June 28, 2007.

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 "exempt 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						
PF(1)	\$127,290,857	(5)	PAC	FLT	38375KPD8	June 2037
PO(1)	21,215,143	0.0%	PAC	PO	38375KPE6	June 2037
PY(1)	127,290,857	(5)	NTL (PAC)	INV/IO	38375KPF3	June 2037
UA(1)	8,000,000	6.0	SUP/AD	FIX	38375KPG1	January 2037
UB(1)	7,659,667	6.0	SUP/AD	FIX	38375KPH9	June 2037
UI(1)	10,833,333	(5)	NTL (SCH/AD)	FLT/IO/DLY	38375KPJ5	June 2037
UO(1)	10,833,333	0.0	SCH/AD	PO	38375KPK2	June 2037
US	50,000,000	(5)	SCH/AD	INV/DLY	38375KPL0	June 2037
UZ(1)	1,000	6.0	SUP	FIX/Z	38375KPM8	June 2037
Security Group 2						
LO(1)	10,200,000	0.0	PAC	PO	38375KPN6	June 2037
ND	11,749,000	6.0	PAC	FIX	38375KPP1	September 2036
NF(1)	81,116,571	(5)	PAC	FLT	38375KPP9	October 2035
NI(1)	10,200,000	(5)	NTL (PAC)	FLT/IO/DLY	38375KPR7	June 2037
NJ(1)	10,200,000	(5)	NTL (PAC)	INV/IO/DLY	38375KPS5	June 2037
NO(1)	13,519,429	0.0	PAC	PO	38375KPT3	October 2035
NY(1)	81,116,571	(5)	NTL (PAC)	INV/IO	38375KPU0	October 2035
VA	6,875,667	6.0	SUP/AD	FIX	38375KPV8	June 2037
VI(1)	10,638,333	(5)	NTL (SCH/AD)	FLT/IO/DLY	38375KPW6	June 2037
VO(1)	10,638,333	0.0	SCH/AD	PO	38375KPX4	June 2037
VS	49,100,000	(5)	SCH/AD	INV/DLY	38375KPY2	June 2037
VZ(1)	1,000	6.0	SUP	FIX/Z	38375KPZ9	June 2037
Security Group 3						
KA	7,056,000	6.0	SUP/AD	FIX	38375KQA3	April 2037
KB	3,528,000	6.0	SUP/AD	FIX	38375KQB1	June 2037
KC	706,440	6.0	SUP/AD	FIX	38375KQC9	June 2037
QA	5,441,940	6.0	PAC II	FIX	38375KQD7	August 2036
QB	1,961,820	6.0	PAC II	FIX	38375KQE5	September 2036
QC	1,321,740	6.0	PAC II	FIX	38375KQF2	October 2036
QD	6,317,640	6.0	PAC II	FIX	38375KQG0	January 2037
QE	5,500,000	6.0	PAC II	FIX	38375KQH8	June 2037
QG	1,310,581	6.0	PAC II	FIX	38375KQJ4	February 2037
QH	1,327,073	6.0	PAC II	FIX	38375KQK1	March 2037
QI	3,211,166	6.0	PAC II	FIX	38375KQL9	June 2037
TD	30,022,020	6.0	PAC I	FIX	38375KQM7	August 2036
TF	112,227,120	(5)	PAC I	FLT	38375KQN5	April 2035
TG(1)	20,618,640	0.0	PAC I	PO	38375KQP0	June 2037
TH(1)	20,618,640	(5)	NTL (PAC I)	INV/IO/DLY	38375KQQ8	June 2037
TI(1)	20,618,640	(5)	NTL (PAC I)	FLT/IO/DLY	38375KQR6	June 2037
TO(1)	18,704,520	0.0	PAC I	PO	38375KQS4	April 2035
TY(1)	112,227,120	(5)	NTL (PAC I)	INV/IO	38375KQT2	April 2035
WI(1)	13,650,000	(5)	NTL (TAC/AD)	FLT/IO/DLY	38375KQU9	June 2037
WO(1)	13,650,000	0.0	TAC/AD	PO	38375KQV7	June 2037
WS	63,000,000	(5)	TAC/AD	INV/DLY	38375KQW5	June 2037
WZ	6,300	6.0	SUP	FIX/Z	38375KQX3	June 2037
Security Group 4						
BC(1)	48,723,000	6.0	PAC II/AD	FIX	38375KQY1	June 2037
BD(1)	59,896,405	6.0	SCH/AD	FIX	38375KQZ8	June 2037
GZ(1)	1,695	6.0	SUP	FIX/Z	38375KRA2	June 2037
KF	250,463,742	(5)	PAC I	FLT	38375KRB0	June 2037
KO(1)	31,307,968	0.0	PAC I	PO	38375KRC8	June 2037
KY(1)	250,463,742	(5)	NTL (PAC I)	INV/IO	38375KRD6	June 2037
QI(1)	7,583,333	(5)	NTL (SCH/AD)	FLT/IO/DLY	38375KRE4	June 2037
QO(1)	7,583,333	0.0	SCH/AD	PO	38375KRF1	June 2037
QS	35,000,000	(5)	SCH/AD	INV/DLY	38375KRG9	June 2037
QZ(1)	1,000	6.0	SUP	FIX/Z	38375KRH7	June 2037
UD	5,935,667	6.0	SUP/AD	FIX	38375KRJ3	June 2037
UH(1)	11,860,788	6.0	SUP	FIX	38375KRR0	January 2037
UK(1)	12,126,402	6.0	SUP	FIX	38375KRL8	June 2037
Security Group 5						
CO(1)	18,509,857	0.0	PT	PO	38375KRM6	June 2037
CY(1)	111,059,143	(5)	NTL (PT)	INV/IO	38375KRN4	June 2037
FC	111,059,143	(5)	PT	FLT	38375KRP9	June 2037
Residual	0	0	NPR	NPR	38375KRQ7	June 2037

(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 the 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

Utendahl Capital Partners, L.P.

The date of this Offering Circular Supplement is June 22, 2007.

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.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 28, 2007

Distribution Dates: For the Group 1, Group 2, Group 4 and Group 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2007. For the Group 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2007.

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	6.0%	30
2	Ginnie Mae I	6.0%	30
3	Ginnie Mae II	6.0%	30
4	Ginnie Mae I	6.0%	30
5	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			
\$225,000,000	352	7	6.50%
Group 2 Trust Assets			
\$183,200,000	320	38	6.50%
Group 3 Trust Assets			
\$295,911,000	357	2	6.44%
Group 4 Trust Assets			
\$462,900,000	350	9	6.50%
Group 5 Trust Assets			
\$129,569,000	246	103	6.50%

¹ As of June 1, 2007.

² Does not include the Group 3 Trust Assets that will be added to pay the Trustee Fee.

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

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

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

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

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, 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
CA	13.40% - (LIBOR × 2.00)	2.7600%	0.00%	13.40000000%	0	6.70%
CB	16.75% - (LIBOR × 2.50)	3.4500%	0.00%	16.75000000%	0	6.70%
CD	20.10% - (LIBOR × 3.00)	4.1400%	0.00%	20.10000000%	0	6.70%
CE	23.45% - (LIBOR × 3.50)	4.8300%	0.00%	23.45000000%	0	6.70%
CG	26.80% - (LIBOR × 4.00)	5.5200%	0.00%	26.80000000%	0	6.70%
CH	30.15% - (LIBOR × 4.50)	6.2100%	0.00%	30.15000000%	0	6.70%
CJ	33.50% - (LIBOR × 5.00)	6.9000%	0.00%	33.50000000%	0	6.70%
CK	36.85% - (LIBOR × 5.50)	7.5900%	0.00%	36.85000000%	0	6.70%
CY	6.70% - LIBOR	1.3800%	0.00%	6.70000000%	0	6.70%
DA	17.25% - (LIBOR × 2.50)	3.9500%	0.00%	17.25000000%	0	6.90%
DB	18.975% - (LIBOR × 2.75)	4.3450%	0.00%	18.97500000%	0	6.90%
DC	20.70% - (LIBOR × 3.00)	4.7400%	0.00%	20.70000000%	0	6.90%
DE	22.425% - (LIBOR × 3.25)	5.1350%	0.00%	22.42500000%	0	6.90%
DG	25.875% - (LIBOR × 3.75)	5.9250%	0.00%	25.87500000%	0	6.90%
DH	27.60% - (LIBOR × 4.00)	6.3200%	0.00%	27.60000000%	0	6.90%
DJ	29.325% - (LIBOR × 4.25)	6.7150%	0.00%	29.32500000%	0	6.90%
DK	31.05% - (LIBOR × 4.50)	7.1100%	0.00%	31.05000000%	0	6.90%
DL	32.775% - (LIBOR × 4.75)	7.5050%	0.00%	32.77500000%	0	6.90%
DN	34.50% - (LIBOR × 5.00)	7.9000%	0.00%	34.50000000%	0	6.90%
DT	36.225% - (LIBOR × 5.25)	8.2950%	0.00%	36.22500000%	0	6.90%
DU	37.95% - (LIBOR × 5.50)	8.6900%	0.00%	37.95000000%	0	6.90%
DV	39.675% - (LIBOR × 5.75)	9.0850%	0.00%	39.67500000%	0	6.90%
DW	41.40% - (LIBOR × 6.00)	9.4800%	0.00%	41.40000000%	0	6.90%
FC	LIBOR + 0.30%	5.6200%	0.30%	7.00000000%	0	0.00%
KD	40.3125% - (LIBOR × 6.25)	7.0625%	0.00%	40.31250000%	0	6.45%
KE	41.925% - (LIBOR × 6.50)	7.3450%	0.00%	41.92500000%	0	6.45%
KF	LIBOR + 0.30%	5.6200%	0.30%	6.75000000%	0	0.00%
KG	43.5375% - (LIBOR × 6.75)	7.6275%	0.00%	43.53750000%	0	6.45%
KH	45.15% - (LIBOR × 7.00)	7.9100%	0.00%	45.15000000%	0	6.45%
KJ	46.7625% - (LIBOR × 7.25)	8.1925%	0.00%	46.76250000%	0	6.45%
KL	48.375% - (LIBOR × 7.50)	8.4750%	0.00%	48.37500000%	0	6.45%
KM	49.9875% - (LIBOR × 7.75)	8.7575%	0.00%	49.98750000%	0	6.45%
KN	51.59999961% - (LIBOR × 7.99999994)	9.0400%	0.00%	51.59999961%	0	6.45%
KS	27.4125% - (LIBOR × 4.25)	4.8025%	0.00%	27.41250000%	0	6.45%
KY	6.45% - LIBOR	1.1300%	0.00%	6.45000000%	0	6.45%
LA	16.125% - (LIBOR × 2.50)	2.8250%	0.00%	16.12500000%	0	6.45%
LB	17.7375% - (LIBOR × 2.75)	3.1075%	0.00%	17.73750000%	0	6.45%
LC	19.35% - (LIBOR × 3.00)	3.3900%	0.00%	19.35000000%	0	6.45%
LD	20.9625% - (LIBOR × 3.25)	3.6725%	0.00%	20.96250000%	0	6.45%
LE	22.575% - (LIBOR × 3.50)	3.9550%	0.00%	22.57500000%	0	6.45%
LG	24.1875% - (LIBOR × 3.75)	4.2375%	0.00%	24.18750000%	0	6.45%
LH	25.80% - (LIBOR × 4.00)	4.5200%	0.00%	25.80000000%	0	6.45%
IJ	29.025% - (LIBOR × 4.50)	5.0850%	0.00%	29.02500000%	0	6.45%
LK	30.6375% - (LIBOR × 4.75)	5.3675%	0.00%	30.63750000%	0	6.45%
LN	32.25% - (LIBOR × 5.00)	5.6500%	0.00%	32.25000000%	0	6.45%
LT	33.8625% - (LIBOR × 5.25)	5.9325%	0.00%	33.86250000%	0	6.45%
LU	35.475% - (LIBOR × 5.50)	6.2150%	0.00%	35.47500000%	0	6.45%
LV	37.0875% - (LIBOR × 5.75)	6.4975%	0.00%	37.08750000%	0	6.45%
LW	38.70% - (LIBOR × 6.00)	6.7800%	0.00%	38.70000000%	0	6.45%
NA	17.25% - (LIBOR × 2.50)	3.9500%	0.00%	17.25000000%	0	6.90%
NB	20.70% - (LIBOR × 3.00)	4.7400%	0.00%	20.70000000%	0	6.90%
NC	24.15% - (LIBOR × 3.50)	5.5300%	0.00%	24.15000000%	0	6.90%
NF	LIBOR + 0.10%	5.4200%	0.10%	7.00000000%	0	0.00%
NG	37.95% - (LIBOR × 5.50)	8.6900%	0.00%	37.95000000%	0	6.90%
NH	41.39999848% - (LIBOR × 5.99999978)	9.4800%	0.00%	41.39999848%	0	6.90%
NI	(LIBOR × 24.00) - 216.00%	0.0000%	0.00%	6.00000000%	15	9.00%
NJ	222.00% - (LIBOR × 24.00)	6.0000%	0.00%	6.00000000%	15	9.25%
NK	22.425% - (LIBOR × 3.25)	5.1350%	0.00%	22.42500000%	0	6.90%
NL	25.875% - (LIBOR × 3.75)	5.9250%	0.00%	25.87500000%	0	6.90%
NM	27.60% - (LIBOR × 4.00)	6.3200%	0.00%	27.60000000%	0	6.90%
NP	34.50% - (LIBOR × 5.00)	7.9000%	0.00%	34.50000000%	0	6.90%
NS	31.05% - (LIBOR × 4.50)	7.1100%	0.00%	31.05000000%	0	6.90%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
NT	29.325% - (LIBOR × 4.25)	6.7150%	0.00%	29.32500000%	0	6.90%
NU	32.775% - (LIBOR × 4.75)	7.5050%	0.00%	32.77500000%	0	6.90%
NV	36.225% - (LIBOR × 5.25)	8.2950%	0.00%	36.22500000%	0	6.90%
NW	39.675% - (LIBOR × 5.75)	9.0850%	0.00%	39.67500000%	0	6.90%
NX	18.975% - (LIBOR × 2.75)	4.3450%	0.00%	18.97500000%	0	6.90%
NY	6.90% - LIBOR	1.5800%	0.00%	6.90000000%	0	6.90%
PA	16.875% - (LIBOR × 2.50)	3.5750%	0.00%	16.87500000%	0	6.75%
PB	20.25% - (LIBOR × 3.00)	4.2900%	0.00%	20.25000000%	0	6.75%
PC	27.00% - (LIBOR × 4.00)	5.7200%	0.00%	27.00000000%	0	6.75%
PD	30.375% - (LIBOR × 4.50)	6.4350%	0.00%	30.37500000%	0	6.75%
PE	33.75% - (LIBOR × 5.00)	7.1500%	0.00%	33.75000000%	0	6.75%
PF	LIBOR + 0.25%	5.5700%	0.25%	7.00000000%	0	0.00%
PG	37.125% - (LIBOR × 5.50)	7.8650%	0.00%	37.12500000%	0	6.75%
PH	40.50% - (LIBOR × 6.00)	8.5800%	0.00%	40.50000000%	0	6.75%
PJ	18.5625% - (LIBOR × 2.75)	3.9325%	0.00%	18.56250000%	0	6.75%
PK	21.9375% - (LIBOR × 3.25)	4.6475%	0.00%	21.93750000%	0	6.75%
PL	25.3125% - (LIBOR × 3.75)	5.3625%	0.00%	25.31250000%	0	6.75%
PS	23.625% - (LIBOR × 3.50)	5.0050%	0.00%	23.62500000%	0	6.75%
PT	28.6875% - (LIBOR × 4.25)	6.0775%	0.00%	28.68750000%	0	6.75%
PU	32.0625% - (LIBOR × 4.75)	6.7925%	0.00%	32.06250000%	0	6.75%
PV	35.4375% - (LIBOR × 5.25)	7.5075%	0.00%	35.43750000%	0	6.75%
PW	38.8125% - (LIBOR × 5.75)	8.2225%	0.00%	38.81250000%	0	6.75%
PY	6.75% - LIBOR	1.4300%	0.00%	6.75000000%	0	6.75%
QF	(LIBOR × 3369.23076923) - 21900.00%	0.0000%	0.00%	33.69230769%	15	6.50%
QI	(LIBOR × 3369.23076923) - 21900.00%	0.0000%	0.00%	33.69230769%	15	6.50%
QS	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	15	6.51%
SC	40.20% - (LIBOR × 6.00)	8.2800%	0.00%	40.20000000%	0	6.70%
TF	LIBOR + 0.10%	5.4200%	0.10%	7.00000000%	0	0.00%
TH	222.00% - (LIBOR × 24.00)	6.0000%	0.00%	6.00000000%	19	9.25%
TI	(LIBOR × 24.00) - 216.00%	0.0000%	0.00%	6.00000000%	19	9.00%
TS	24.15% - (LIBOR × 3.50)	5.5300%	0.00%	24.15000000%	0	6.90%
TY	6.90% - LIBOR	1.5800%	0.00%	6.90000000%	0	6.90%
UF	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
UI	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
US	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	15	6.51%
VF	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
VI	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
VS	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	15	6.51%
WF	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	19	6.50%
WI	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	19	6.50%
WS	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	19	6.51%

(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 UZ Accrual Amount will be allocated as follows:

- The UZ Accrual Amount in the following order of priority:
 1. Concurrently, to UO and US, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to UA, UB and UZ, in that order, until retired

- The Group 1 Principal Distribution Amount in the following order of priority:
 1. Concurrently, to PF and PO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently, to UO and US, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Sequentially, to UA, UB and UZ, in that order, until retired
 4. Concurrently, to UO and US, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 5. Concurrently, to PF and PO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

- The VZ Accrual Amount in the following order of priority:
 1. Concurrently, to VO and VS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to VA and VZ, in that order, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Concurrently, to NF and NO, pro rata, until retired
 - b. Sequentially, to ND and LO, in that order, until retired
 2. Concurrently, to VO and VS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Sequentially, to VA and VZ, in that order, until retired
 4. Concurrently, to VO and VS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 5. To the PAC Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) and the WZ Accrual Amount will be allocated as follows:

- The WZ Accrual Amount in the following order of priority:
 1. Concurrently, to WO and WS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to KA, KB, KC and WZ, in that order, until retired

- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:
 1. To the PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Concurrently, to TF and TO, pro rata, until retired
 - b. Sequentially, to TD and TG, in that order, until retired
 2. To the PAC II Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Sequentially, to QA, QB, QC and QD, in that order, until retired
 - b. Concurrently:
 - i. 48.4631882434% to QE, until retired
 - ii. 51.5368117566%, sequentially, to QG, QH and QK, in that order, until retired
 3. Concurrently, to WO and WS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 4. Sequentially, to KA, KB, KC and WZ, in that order, until retired
 5. Concurrently, to WO and WS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 6. To the PAC II Classes, in the same manner and order of priority described in Step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 7. To the PAC I Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

- The QZ Accrual Amount in the following order of priority:
 1. Concurrently, to QO and QS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to UD and QZ, in that order, until retired
- The GZ Accrual Amount in the following order of priority:
 1. Concurrently, to BC and BD, pro rata, until retired
 2. To GZ, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. Concurrently, to KF and KO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently:
 - a. 26.7876431672% in the following order of priority:
 - i. Concurrently, to QO and QS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

- ii. Sequentially, to UD and QZ, in that order, until retired
- iii. Concurrently, to QO and QS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
- b. 73.2123568328% in the following order of priority:
 - i. To BC, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To BD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - iii. Sequentially, to UH, UK and GZ, in that order, until retired
 - iv. To BD, without regard to its Scheduled Principal Balance, until retired
 - v. To BC, without regard to its Scheduled Principal Balance, until retired
- 3. Concurrently, to KF and KO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated concurrently, to CO and FC, pro rata, 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>
PF and PO (in the aggregate)	105% PSA through 300% PSA
UO and US (in the aggregate)	275% PSA through 300% PSA
LO, ND, NF and NO (in the aggregate)	120% PSA through 275% PSA
VO and VS (in the aggregate)	249% PSA through 275% PSA
TD, TF, TG and TO (in the aggregate)	100% PSA through 300% PSA
QA, QB, QC, QD, QE, QG, QH and QK (in the aggregate) ..	112% PSA through 250% PSA
WO and WS (in the aggregate)	250% PSA
KF and KO (in the aggregate)	100% PSA through 300% PSA
BC	148% PSA through 300% PSA
BD	265% PSA through 300% PSA
QO and QS (in the aggregate)	265% PSA through 300% 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>
CY	\$111,059,143	100% of FC (PT Class)
KY	250,463,742	100% of KF (PAC I Class)
NI	10,200,000	100% of LO (PAC Class)
NJ	10,200,000	100% of LO (PAC Class)
NY	81,116,571	100% of NF (PAC Class)
PY	127,290,857	100% of PF (PAC Class)
QI	7,583,333	100% of QO (SCH/AD Class)
TH	20,618,640	100% of TG (PAC I Class)
TI	20,618,640	100% of TG (PAC I Class)
TY	112,227,120	100% of TF (PAC I Class)
UI	10,833,333	100% of UO (SCH/AD Class)
VI	10,638,333	100% of VO (SCH/AD Class)
WI	13,650,000	100% of WO (TAC/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 includes the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

**Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)**

**\$2,417,650,132
Government National Mortgage Association
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-042**

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-11 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be June 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						
HA	62,514,000	4.50%	SUP	FIX	38374UUB5	December 2037
HB	14,436,000	4.50	SUP	FIX	38374UUC3	May 2038
HC	9,892,000	4.50	SUP	FIX	38374UD1	September 2038
HD	11,246,000	4.50	SUP	FIX	38374UE9	June 2039
HE	19,646,000	4.50	PAC II	FIX	38374UF6	June 2039
HG	7,200,000	4.00	SUP	FIX	38374UG4	June 2039
HJ	9,582,000	5.00	SUP	FIX	38374UH2	June 2039
HK	9,000,000	4.00	SUP	FIX	38374UI8	December 2037
HL	5,000,000	5.00	SUP	FIX	38374IUK5	December 2037
HM	793,000	4.00	SUP	FIX	38374IUL3	September 2038
HN	2,382,000	4.00	SUP	FIX	38374IUM1	June 2039
HP	2,000,000	5.50	SUP	FIX	38374IUN9	December 2037
HU	793,000	5.00	SUP	FIX	38374IUP4	September 2038
PA(1)	100,432,454	4.50	PAC I	FIX	38374IUQ2	November 2036
PL(1)	32,603,546	4.50	PAC I	FIX	38374IUR0	June 2039
TL(1)	158,487,000	4.50	PAC I	FIX	38374IUS8	December 2034
TM(1)	84,411,000	4.50	PAC I	FIX	38374IUT6	September 2038
TN(1)	19,582,000	4.50	PAC I	FIX	38374IUI3	June 2039
Security Group 2						
FA	82,595,955	(5)	SC/PT	FLT	38374IUV1	April 2037
FB	77,574,754	(5)	SC/PT	FLT	38374IUV9	April 2037
FL	77,574,754	(5)	NTL (SC/PT)	FLT/IO	38374IUX7	April 2037
FM	86,893,830	(5)	SC/PT	FLT	38374IUX5	May 2037
GC(1)	40,132,000	4.50	SC/PAC	FIX	38374IUZ2	May 2037
GE(1)	15,698,000	4.50	SC/SUP	FIX	38374UVA6	May 2037
GH(1)	1,181,559	4.50	SC/SUP	FIX	38374UVB4	May 2037
GX(1)	133,000	4.50	SC/PAC	FIX	38374UVC2	May 2037
SM	86,893,830	(5)	NTL (SC/PT)	INV/IO	38374UVD0	May 2037
Security Group 3						
EF(1)	84,814,285	(5)	NTL (PAC I)	FLT/IO	38374UVE8	September 2038
ES(1)	118,740,000	0.00	PAC I	PO	38374UVF5	September 2038
EQ(1)	84,814,285	(5)	NTL (PAC I)	INV/IO	38374UVG3	September 2038
FC	75,000,000	(5)	PT	FLT	38374UVH1	June 2039
FE	20,000,000	(5)	PT	FLT	38374UVJ7	June 2039
FG	100,000,000	(5)	PT	FLT	38374UVK4	June 2039
GI(1)	8,935,000	(5)	NTL (PAC I)	FLT/IO	38374UVL2	June 2039
GO(1)	12,509,000	0.00	PAC I	PO	38374UVM0	June 2039
GS(1)	8,935,000	(5)	NTL (PAC I)	INV/IO	38374VFN8	June 2039
LY	469,000	5.00	PAC I	FIX	38374VFP3	June 2039
SC	95,000,000	(5)	NTL(PT)	INV/IO	38374UVQ1	June 2039
SG	100,000,000	(5)	NTL(PT)	INV/IO	38374UVR9	June 2039
VN(1)	28,760,000	5.00	PAC II/AD	FIX	38374VST7	June 2039
ZN(1)	39,522,000	5.00	SUP	FIX/Z	38374VTT5	June 2039
Security Group 4						
KM	21,573,000	5.00	PAC II/AD	FIX	38374VUU2	June 2039
NA(1)	14,712,000	5.00	PAC I	FIX	38374VV0	November 2028
NB(1)	93,941,000	5.00	PAC I	FIX	38374VW8	December 2037
NC(1)	6,299,000	5.00	PAC I	FIX	38374VX6	May 2038
ND(1)	15,987,000	5.00	PAC I	FIX	38374VY4	June 2039
VM	19,991,000	5.00	PAC III/AD	FIX	38374VZ2	June 2039
ZK	25,000	5.00	PAC II/AD	FIX/Z	38374WA5	April 2038
ZM	27,472,000	5.00	SUP	FIX/Z	38374WB3	June 2039
Security Group 5						
DA(1)	208,849,000	5.00	SEQ/AD	FIX	38374WC1	July 2031
DV(1)	32,746,000	5.00	SEQ/AD	FIX	38374WD9	June 2020
DZ	45,000,000	5.00	SEQ	FIX/Z	38374WE7	June 2039
Security Group 6						
FD	100,000,000	(5)	PT	FLT	38374WF4	June 2039
JN	4,495,000	5.00	PAC I	FIX	38374WG2	January 2029
JP	3,778,000	5.00	PAC I	FIX	38374WH0	July 2038
JT	5,552,000	5.00	PAC I	FIX	38374WJ6	June 2039
KW	10,000,000	5.00	PAC II/AD	FIX	38374WK3	June 2039
MA(1)	177,351,000	5.00	SEQ	FIX	38374WL1	January 2036
MV(1)	24,344,000	5.00	SEQ/AD	FIX	38374WM9	June 2020
MZ	3,554,000	5.00	SEQ	FIX/Z	38374WN7	June 2039
SE(1)	100,000,000	(5)	NTL (PT)	INV/IO	38374WP2	June 2039
SI(1)	10,000,000	(5)	NTL (PT)	FLT/IO	38374WQ0	June 2039
VW	6,229,000	5.00	PAC III/AD	FIX	38374WR8	June 2039
WZ(1)	636,000	5.00	SUP/AD	FIX/Z	38374WS6	April 2031
ZW(1)	8,561,000	5.00	SUP	FIX/Z	38374WT4	June 2039
Security Group 7						
CA	14,057,000	5.00	SUP	FIX	38374WU1	March 2039
CB	2,065,632	5.00	SUP	FIX	38374WV9	June 2039
CD	7,656,000	5.00	PAC	FIX	38374UWV7	June 2039
CG	2,000,000	4.50	SUP	FIX	38374WX5	March 2039
CH	2,000,000	5.50	SUP	FIX	38374WY3	March 2039
CP	58,158,000	5.00	PAC	FIX	38374WZ0	April 2038
Security Group 8						
BA(1)	58,141,000	4.00	SC/TAC/AD	FIX	38374XA4	March 2039
BZ(1)	4,026,555	4.00	SC/SUP	FIX/Z	38374XB2	March 2039
Security Group 9						
AY	21,533,370	5.0	SC/PT	FIX	38374XE6	June 2037
FY	50,244,530	(5)	SC/PT	FLT	38374XC0	June 2037
IY	4,019,562	(5)	NTL (SC/PT)	INV/IO	38374XD8	June 2037
Security Group 10						
CL	2,151,810	6.00	NTL (SC/PT)	FIX/IO	38374UT27	August 2035
CT	25,821,731	6.00	SC/PT	FIX	38374UT35	August 2035
Security Group 11						
GT	28,201,216	6.75	SC/PT	FIX	38374UT43	April 2037
Residual						
RR	0	0.00	NPR	NPR	38374UXF3	June 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.

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: June 30, 2009

Distribution Dates: For the Group 9 and Group 10 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2009. For the Group 1, Group 2, Group 3, Group 4, Group 5, Group 6, Group 7, Group 8 and Group 11 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2009.

Trust Assets:

<u>Trust Asset Group or Subgroup⁽¹⁾</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
2A	Underlying Certificates	(2)	(2)
2B	Underlying Certificates	(2)	(2)
2C	Underlying Certificates	(2)	(2)
3	Ginnie Mae II	6.0%	30
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.0%	30
6	Ginnie Mae II	5.5%	30
7	Ginnie Mae II	5.0%	30
8	Underlying Certificates	(2)	(2)
9	Underlying Certificates	(2)	(2)
10	Underlying Certificates	(2)	(2)
11	Underlying Certificates	(2)	(2)

⁽¹⁾ The Group 2 Trust Assets consist of subgroups, Subgroup 2A, Subgroup 2B and Subgroup 2C (each a “Subgroup”).

⁽²⁾ 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. 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 3, Group 4, Group 5, Group 6 and Group 7 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			
\$550,000,000	357	3	5.0%
Group 3 Trust Assets			
\$395,000,000	355	5	6.5%
Group 4 Trust Assets			
\$200,000,000	355	5	5.5%
Group 5 Trust Assets			
\$286,595,000	354	5	5.5%
Group 6 Trust Assets			
\$408,000,000	355	5	6.0%
Group 7 Trust Assets			
\$ 85,877,632	358	2	5.5%

¹ As of June 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 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 3, 4, 5, 6 and 7 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 Interest Only Inverse Floating Rate Class. See *"Description of the Securities — Form of Securities"* in this Supplement.

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

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

<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>
EF	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
ES	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%
FA	LIBOR + 0.75%	1.0650%	0.75%	7.25%	0	0.00%
FB	LIBOR + 0.75%	1.0650%	0.75%	7.25%	0	0.00%
FC	LIBOR + 0.92%	1.2400%	0.92%	7.00%	0	0.00%
FD	LIBOR + 1.04%	1.3600%	1.04%	7.00%	0	0.00%
FE	LIBOR + 0.92%	1.2400%	0.92%	7.00%	0	0.00%
FG	LIBOR + 1.05%	1.3700%	1.05%	7.00%	0	0.00%
FI	LIBOR – 6.50%	0.0000%	0.00%	0.30%	0	6.50%
FM	LIBOR + 1.00%	1.3200%	1.00%	7.00%	0	0.00%
FP	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
FY	LIBOR + 0.95%	1.2681%	0.95%	7.50%	0	0.00%
GF	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
GS	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%
IY	81.875% – (LIBOR x 12.5)	1.0000%	0.00%	1.00%	0	6.55%
SC	6.08% – LIBOR	5.7600%	0.00%	6.08%	0	6.08%
SD	6.00% – LIBOR	5.6800%	0.04%	6.00%	0	5.96%
SE	6.00% – LIBOR	5.6800%	0.00%	6.00%	0	6.00%
SG	6.00% – LIBOR	5.6800%	0.05%	6.00%	0	5.95%
SI	(LIBOR x 10) – 59.60%	0.0000%	0.00%	0.40%	0	5.96%
SM	6.00% – LIBOR	5.6800%	0.00%	6.00%	0	6.00%
SP	6.25% – LIBOR	5.9300%	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 in the following order of priority:

1. To PA, PX, TL, TM, and TN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 33.6360602352%, sequentially, to PA and PX, in that order, while outstanding
 - b. 66.3639397648%, sequentially, to TL, TM and TN, in that order, while outstanding

2. To HE, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently, to HK, HA, HL and HP, pro rata, until retired
4. To HB, until retired
5. Concurrently, to HM, HC and HU, pro rata, until retired
6. Concurrently, to HG, HN, HD and HJ, pro rata, until retired
7. To HE, without regard to its Scheduled Principal Balance, until retired
8. To PA, PX, TL, TM and TN, in the same manner and order of priority described in Step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Subgroup 2A, 2B and 2C Principal Distribution Amounts will be distributed as follows:

- 81.8181823585% of the Subgroup 2A Principal Distribution Amount will be allocated to FA, until retired
- 81.9672138769% of the Subgroup 2B Principal Distribution Amount will be allocated to FB, until retired
- 79.9999996317% of the Subgroup 2C Principal Distribution Amount will be allocated to FM, until retired
- The remainder of the Subgroup 2A, Subgroup 2B and Subgroup 2C Principal Distribution Amounts will be allocated in the following order of priority:
 1. Sequentially, to GC and GX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to GE and GH, in that order, until retired
 3. Sequentially, to GC and GX, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- The ZN Accrual Amount in the following order of priority:
 1. To VN, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To ZN, until retired
- The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:
 1. 50.6329113924% of the Group 3 Principal Distribution Amount in the following order of priority:
 - a. Sequentially, to EO, GO and LY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To VN, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To ZN, until retired
 - d. To VN, without regard to its Scheduled Principal Balance, until retired

- e. Sequentially, to EO, GO and LY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
2. 49.3670886076% of the Group 3 Principal Distribution Amount, concurrently, to FC, FE and FG, pro rata, until retired

SECURITY GROUP 4

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

- The ZK Accrual Amount, sequentially, to KM and ZK, in that order, until retired
- The ZM Accrual Amount in the following order of priority:
 1. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To ZK and KM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. 3% to ZK, while outstanding
 - b. Sequentially, to KM and ZK, in that order, while outstanding
 3. To ZM, until retired
- The Group 4 Principal Distribution Amount will be allocated in the following order of priority:
 1. Sequentially, to NA, NB, NC and ND, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To ZK and KM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. 3% to ZK, while outstanding
 - b. Sequentially, to KM and ZK, in that order, while outstanding
 3. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date
 4. To ZM, until retired
 5. To VM, without regard to its Scheduled Principal Balance, until retired
 6. To ZK and KM, in the same manner and order of priority described in Step 2. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 7. Sequentially, to NA, NB, NC and ND, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the DZ Accrual Amount will be allocated as follows:

- The DZ Accrual Amount, sequentially, to DV, DA and DZ, in that order, until retired
- The Group 5 Principal Distribution Amount will be allocated, sequentially, to DA, DV and DZ, in that order, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the MZ, WZ and ZW Accrual Amounts will be allocated as follows:

- The WZ Accrual Amount in the following order of priority:
 1. To KW, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To WZ, until retired
- The ZW Accrual Amount in the following order of priority:
 1. To VW, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To KW, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. Sequentially, to WZ and ZW, in that order, until retired
- The MZ Accrual Amount, sequentially, to MV and MZ, in that order, until retired
- The Group 6 Principal Distribution Amount will be allocated, concurrently, as follows:
 1. 17.8556372549% in the following order of priority:
 - a. Sequentially, to JN, JP and JT, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To KW, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To WZ, until retired
 - d. To VW, until reduced to its Scheduled Principal Balance for that Distribution Date
 - e. To ZW, until retired
 - f. To VW, without regard to its Scheduled Principal Balance, until retired
 - g. To KW, without regard to its Scheduled Principal Balance, until retired
 - h. Sequentially, to JN, JP and JT, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 2. 57.6345588235%, sequentially, to MA, MV and MZ, in that order, until retired
 3. 24.5098039216% to FD, until retired

SECURITY GROUP 7

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

1. Sequentially, to CP and CD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to CA, CG and CH, pro rata, until retired
3. To CB, until retired
4. Sequentially, to CP and CD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the BZ Accrual Amount will be allocated, sequentially, as follows:

1. To BA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To BZ, until retired
3. To BA, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated, concurrently, to AY and FY, pro rata, until retired

SECURITY GROUP 10

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

SECURITY GROUP 11

The Group 11 Principal Distribution Amount will be allocated to GT, 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 Classes	
CD and CP (in the aggregate)	135% PSA through 275% PSA
GC and GX (in the aggregate)	144% PSA through 340% PSA
PAC I Classes	
EO, GO and LY (in the aggregate).	195% PSA through 500% PSA
JN, JP and JT (in the aggregate).	100% PSA through 300% PSA
NA, NB, NC and ND (in the aggregate).	100% PSA through 300% PSA
PA, PX, TL, TM and TN (in the aggregate).	100% PSA through 250% PSA
PAC II Classes	
HE	115% PSA through 250% PSA
KM and ZK (in the aggregate)	148% PSA through 300% PSA
KW	162% PSA through 300% PSA
VN	266% PSA through 428% PSA
PAC III Classes	
VM	179% PSA through 262% PSA
VW*	195% PSA through 275% PSA
TAC Class	
<u>BA**</u>	200% PSA

* The initial Effective Range is 195% PSA through 260% PSA.

** This Class does not have an Effective Rate.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$ 73,343,636	36.3636363636% of MA (SEQ Class) and MV (SEQ/AD Class) (in the aggregate)
BI	109,374,166	83.3333333333% of EO and GO (PAC I Classes) (in the aggregate)
CI	2,151,810	8.3333333333% of CT (SC/PT Class)
DI	83,539,600	40% of DA (SEQ/AD Class)
EF	84,814,285	71.4285714286% of EO (PAC I Class)
EI	96,638,000	40% of DA and DV (SEQ/AD Classes) (in the aggregate)
ES	84,814,285	71.4285714286% of EO (PAC I Class)
FI	77,574,754	100% of FB (SC/PT Class)
GF	8,935,000	71.4285714286% of GO (PAC I Class)
GS	8,935,000	71.4285714286% of GO (PAC I Class)
IB	9,690,166	16.6666666667% of BA (SC/TAC/AD Class)
IV	4,426,181	18.1818181818% of MV (SEQ/AD Class)
IY	4,019,562	8% of FY (SC/PT Class)
JI	43,461,200	40% of NA and NB (PAC I Classes) (in the aggregate)
MI	64,491,272	36.3636363636% of MA (SEQ Class)
NI	20,048,000	20% of NB and NC (PAC I Classes) (in the aggregate)
PI	33,477,484	33.3333333333% of PA (PAC I Class)
SC	95,000,000	100% of FC and FE (PT Classes) (in the aggregate)
SD	100,000,000	100% of FD (PT Class)
SE	100,000,000	100% of FD (PT Class)
SG	100,000,000	100% of FG (PT Class)
SI	10,000,000	10% of FD (PT Class)
SM	86,893,830	100% of FM (SC/PT Class)
SP	93,749,285	71.4285714286% of EO and GO (PAC I Classes) (in the aggregate)
TI	31,697,400	20% of TL (PAC I Class)
VI	6,549,200	20% of DV (SEQ/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.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	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(6)								
PA	\$100,432,454	PB	\$100,432,454	PAC I	3.00%	FIX	38374UD24	November 2036
		PC	100,432,454	PAC I	3.25	FIX	38374UA76	November 2036
		PD	100,432,454	PAC I	3.50	FIX	38374UA84	November 2036
		PE	100,432,454	PAC I	3.75	FIX	38374UA92	November 2036
		PG	100,432,454	PAC I	4.00	FIX	38374UB26	November 2036
		PH	100,432,454	PAC I	4.25	FIX	38374UB34	November 2036
		PI	33,477,484	NTL (PAC I)	4.50	FIX/IO	38374UB42	November 2036
Combination 2(6)								
TL	\$158,487,000	TA	\$158,487,000	PAC I	3.70%	FIX	38374UB75	December 2034
		TB	158,487,000	PAC I	3.75	FIX	38374UB83	December 2034
		TC	158,487,000	PAC I	3.80	FIX	38374UB91	December 2034
		TD	158,487,000	PAC I	3.85	FIX	38374UC25	December 2034
		TE	158,487,000	PAC I	3.90	FIX	38374UC33	December 2034
		TG	158,487,000	PAC I	3.60	FIX	38374UC41	December 2034
		TH	158,487,000	PAC I	3.65	FIX	38374UC58	December 2034
		TI	31,697,400	NTL (PAC I)	4.50	FIX/IO	38374UC66	December 2034

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								
TM	\$ 84,411,000	TX	\$103,993,000	PAC I	4.50%	FIX	38374UC74	June 2039
TN	19,582,000							
Combination 4								
PA	\$100,432,454	P	\$133,036,000	PAC I	4.50%	FIX	38374UA68	June 2039
PX	32,603,546							
Security Group 2								
Combination 5								
GC	\$ 40,132,000	WA	\$ 57,144,559	SC/PT	4.50%	FIX	38374UC82	May 2037
GE	15,698,000							
GH	1,181,559							
GX	133,000							
Security Group 3								
Combination 6								
EF	\$ 67,851,428	EP	\$118,740,000	PAC I	4.00%	FIX	38374UYW5	September 2038
EO	118,740,000							
ES	67,851,428							
Combination 7								
GF	\$ 7,148,000	GP	\$ 12,509,000	PAC I	4.00%	FIX	38374UYY1	June 2039
GO	12,509,000							
GS	7,148,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
EF	\$ 67,851,428	BP	\$131,249,000	PAC I	4.00%	FIX	38374UXZ9	June 2039
EO	118,740,000							
ES	67,851,428							
GF	7,148,000							
GO	12,509,000							
GS	7,148,000							
Combination 9								
EF	\$ 76,332,857	AP	\$131,249,000	PAC I	4.50%	FIX	38374UXS5	June 2039
EO	118,740,000							
ES	76,332,857							
GF	8,041,500							
GO	12,509,000							
GS	8,041,500							
Combination 10								
EF	\$ 84,814,285	DP	\$131,249,000	PAC I	5.00%	FIX	38374UYK1	June 2039
EO	118,740,000							
ES	84,814,285							
GF	8,935,000							
GO	12,509,000							
GS	8,935,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 11								
EF	\$ 84,814,285	BI	\$ 109,374,166	NTL (PAC I)	6.00%	FIX/IO	38374UXY2	June 2039
ES	84,814,285							
GF	8,935,000							
GS	8,935,000							
Combination 12								
EF	\$ 84,814,285	FP	\$ 93,749,285	PAC I	(5)	FLT	38374UYX3	June 2039
EO	84,814,285							
GF	8,935,000							
GO	8,935,000							
Combination 13								
ES	\$ 84,814,285	SP	\$ 93,749,285	NTL (PAC I)	(5)	INV/IO	38374UB67	June 2039
GS	8,935,000							
Combination 14								
VN	\$ 28,760,000	LN	\$ 68,282,000	SUP	5.00%	FIX	38374UZN4	June 2039
ZN	39,522,000							
Security Group 4								
Combination 15(6)								
NB	\$ 93,941,000	NE	\$ 100,240,000	PAC I	4.00%	FIX	38374UZY0	May 2038
NC	6,299,000	NH	100,240,000	PAC I	4.25	FIX	38374UZZ7	May 2038
		NI	20,048,000	NTL (PAC I)	5.00	FIX/IO	38374UA27	May 2038
		NJ	100,240,000	PAC I	4.50	FIX	38374UA35	May 2038
		NL	100,240,000	PAC I	4.75	FIX	38374UA43	May 2038
		NM	100,240,000	PAC I	5.00	FIX	38374UA50	May 2038

REMIC Securities		MX Securities						
Class	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)
Combination 16(6)								
NA	\$ 14,712,000	JA	\$108,653,000	PAC I	5.00%	FIX	38374UZB0	December 2037
NB	93,941,000	JB	108,653,000	PAC I	3.00	FIX	38374UZC8	December 2037
		JC	108,653,000	PAC I	3.25	FIX	38374UZD6	December 2037
		JD	108,653,000	PAC I	3.50	FIX	38374UZE4	December 2037
		JE	108,653,000	PAC I	3.75	FIX	38374UZF1	December 2037
		JG	108,653,000	PAC I	4.00	FIX	38374UZG9	December 2037
		JH	108,653,000	PAC I	4.25	FIX	38374UZH7	December 2037
		JI	43,461,200	NTL (PAC I)	5.00	FIX/IO	38374UZJ3	December 2037
		JL	108,653,000	PAC I	4.50	FIX	38374UZK0	December 2037
		JM	108,653,000	PAC I	4.75	FIX	38374UZL8	December 2037
Combination 17								
NC	\$ 6,299,000	JX	\$ 22,286,000	PAC I	5.00%	FIX	38374UZM6	June 2039
ND	15,987,000							
Combination 18								
NA	\$ 14,712,000	J	\$130,939,000	PAC I	5.00%	FIX	38374UZA2	June 2039
NB	93,941,000							
NC	6,299,000							
ND	15,987,000							

REMIC Securities		MX Securities						
Class	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 5								
Combination 19(6)								
DA	\$208,849,000	DB	\$208,849,000	SEQ/AD	3.00%	FIX	38374UYA3	July 2031
		DC	208,849,000	SEQ/AD	3.25	FIX	38374UYB1	July 2031
		DE	208,849,000	SEQ/AD	3.50	FIX	38374UYC9	July 2031
		DG	208,849,000	SEQ/AD	3.75	FIX	38374UYD7	July 2031
		DH	208,849,000	SEQ/AD	4.00	FIX	38374UYE5	July 2031
		DI	83,539,600	NTL (SEQ/AD)	5.00	FIX/IO	38374UYF2	July 2031
		DJ	208,849,000	SEQ/AD	4.25	FIX	38374UYG0	July 2031
		DL	208,849,000	SEQ/AD	4.50	FIX	38374UYH8	July 2031
		DM	208,849,000	SEQ/AD	4.75	FIX	38374UYJ4	July 2031
Combination 20(6)								
DA	\$208,849,000	EA	\$241,595,000	SEQ/AD	3.00%	FIX	38374UYL9	July 2031
DV	32,746,000	EB	241,595,000	SEQ/AD	3.25	FIX	38374UYM7	July 2031
		EC	241,595,000	SEQ/AD	3.50	FIX	38374UYN5	July 2031
		EG	241,595,000	SEQ/AD	3.75	FIX	38374UYP0	July 2031
		EH	241,595,000	SEQ/AD	4.00	FIX	38374UYQ8	July 2031
		EI	96,638,000	NTL (SEQ/AD)	5.00	FIX/IO	38374UYR6	July 2031
		EJ	241,595,000	SEQ/AD	4.25	FIX	38374UYS4	July 2031
		EK	241,595,000	SEQ/AD	4.50	FIX	38374UYT2	July 2031
		EL	241,595,000	SEQ/AD	4.75	FIX	38374UYU9	July 2031
		EM	241,595,000	SEQ/AD	5.00	FIX	38374UYV7	July 2031

REMIC Securities		MX Securities						
Class	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)
Combination 21(6)								
DV	\$ 32,746,000	VA	\$ 32,746,000	SEQ/AD	4.00%	FIX	38374UZ61	June 2020
		VB	32,746,000	SEQ/AD	4.25	FIX	38374UZ79	June 2020
		VC	32,746,000	SEQ/AD	4.50	FIX	38374UZ87	June 2020
		VE	32,746,000	SEQ/AD	4.75	FIX	38374UZ95	June 2020
		VI	6,549,200	NTL (SEQ/AD)	5.00	FIX/IO	38374U2A8	June 2020
Security Group 6								
Combination 22(6)								
MA	\$177,351,000	MB	\$177,351,000	SEQ	3.00%	FIX	38374UZP9	January 2036
		MC	177,351,000	SEQ	3.25	FIX	38374UZQ7	January 2036
		MD	177,351,000	SEQ	3.50	FIX	38374UZR5	January 2036
		ME	177,351,000	SEQ	3.75	FIX	38374UZS3	January 2036
		MG	177,351,000	SEQ	4.00	FIX	38374UZT1	January 2036
		MH	177,351,000	SEQ	4.25	FIX	38374UZU8	January 2036
		MI	64,491,272	NTL (SEQ)	5.50	FIX/IO	38374UZV6	January 2036
		MJ	177,351,000	SEQ	4.50	FIX	38374UZW4	January 2036
		ML	177,351,000	SEQ	4.75	FIX	38374UZX2	January 2036

REMIC Securities		MX Securities						
Class	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)
Combination 23(6)								
MA	\$177,351,000	AB	\$201,695,000	SEQ/AD	5.00%	FIX	38374UXG1	January 2036
MV	24,344,000	AC	201,695,000	SEQ/AD	3.00	FIX	38374UXH9	January 2036
		AD	201,695,000	SEQ/AD	3.25	FIX	38374UXJ5	January 2036
		AE	201,695,000	SEQ/AD	3.50	FIX	38374UXK2	January 2036
		AG	201,695,000	SEQ/AD	3.75	FIX	38374UXL0	January 2036
		AH	201,695,000	SEQ/AD	4.00	FIX	38374UXM8	January 2036
		AI	73,343,636	NTL (SEQ/AD)	5.50	FIX/IO	38374UXN6	January 2036
		AJ	201,695,000	SEQ/AD	4.25	FIX	38374UXP1	January 2036
		AL	201,695,000	SEQ/AD	4.50	FIX	38374UXQ9	January 2036
		AM	201,695,000	SEQ/AD	4.75	FIX	38374UXR7	January 2036
Combination 24								
SE	\$100,000,000	SD	\$100,000,000	NTL(PT)	(5)	INV/IO	38374UB59	June 2039
SI	10,000,000							
Combination 25								
WZ	\$ 636,000	XZ	\$ 9,197,000	SUP	5.00%	FIX/Z	38374UC90	June 2039
ZW	8,561,000							
Combination 26(6)								
MV	\$ 24,344,000	VH	\$ 24,344,000	SEQ/AD	4.00%	FIX	38374U2B6	June 2020
		VK	24,344,000	SEQ/AD	4.25	FIX	38374U2C4	June 2020
		VL	24,344,000	SEQ/AD	4.50	FIX	38374U2D2	June 2020
		VP	24,344,000	SEQ/AD	4.75	FIX	38374U2E0	June 2020
		IV	4,426,181	NTL (SEQ/AD)	5.50	FIX/IO	38374U2F7	June 2020

REMIC Securities		MX Securities						
Class	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 8								
Combination 27(6)								
BA	\$ 58,141,000	BC	\$ 58,141,000	SC/TAC/AD	3.00%	FIX	38374UXU0	March 2039
		BD	58,141,000	SC/TAC/AD	3.25	FIX	38374UXV8	March 2039
		BE	58,141,000	SC/TAC/AD	3.50	FIX	38374UXW6	March 2039
		BG	58,141,000	SC/TAC/AD	3.75	FIX	38374UXX4	March 2039
		IB	9,690,166	NTL (SC/TAC/AD)	6.00	FIX/IO	38374UYZ8	March 2039
Combination 28								
BA	\$ 58,141,000	B	\$ 62,167,555	SC/PT	4.00%	FIX	38374UXT3	March 2039
BZ	4,026,555							

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

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

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

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

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

(6) In the case of Combinations 1, 2, 15, 16, 19, 20, 21, 22, 23, 26 and 27 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.



\$1,667,582,969

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-118

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 December 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						
AK(1)	\$377,759,033	3.0%	PAC I	FIX	38376PKM1	May 2035
AT(1)	76,357,565	3.0	PAC I	FIX	38376PKN9	October 2038
IK(1)	151,103,613	5.0	NTL (PAC I)	FIX/IO	38376PKP4	May 2035
IT(1)	30,543,026	5.0	NTL (PAC I)	FIX/IO	38376PKQ2	October 2038
KA	120,000	5.0	SCH/AD	FIX	38376PKR0	March 2039
KB	117,720	5.0	SCH/AD	FIX	38376PKS8	December 2039
KZ	65,605,000	5.0	SUP	FIX/Z	38376PKT6	December 2039
LE	6,846,993	5.0	PAC II	FIX	38376PKU3	December 2039
LM	9,386,303	5.0	PAC II	FIX	38376PKV1	December 2039
LQ	37,150	5.0	PAC II	FIX	38376PKW9	December 2039
MI(1)	38,276,442	5.0	NTL (PAC I)	FIX/IO	38376PKX7	May 2037
WA	13,500,000	4.5	SUP	FIX	38376PKY5	September 2039
WB	1,692,000	5.0	SUP	FIX	38376PKZ2	November 2039
WC	762,000	5.0	SUP	FIX	38376PLA6	December 2039
WD	2,282,000	5.0	PAC II	FIX	38376PLB4	December 2039
WE	702,000	5.0	SUP	FIX	38376PLC2	September 2039
WG	4,500,000	6.5	SUP	FIX	38376PLD0	September 2039
XA(1)	42,937,672	5.0	SCH/TAC/AD	FIX	38376PLE8	December 2039
XJ(1)	95,691,105	3.0	PAC I	FIX	38376PLF5	May 2037
XU(1)	22,946,359	5.0	AD/PAC I	FIX	38376PLG3	December 2020
XV(1)	18,139,365	5.0	PAC I/AD	FIX	38376PLH1	September 2026
XZ(1)	31,533,506	5.0	PAC I	FIX/Z	38376PLJ7	December 2039
YF(1)	11,320,588	(5)	SCH/AD	FLT	38376PLK4	December 2039
YH(1)	29,110,084	4.5	SCH/AD	FIX	38376PLL2	December 2039
YS(1)	11,320,588	(5)	NTL (SCH/AD)	INV/IO	38376PLM0	December 2039
YT(1)	1,617,227	(5)	SCH/AD	INV	38376PLN8	December 2039
ZX(1)	5,000	5.0	SCH/AD	FIX/Z	38376PLP3	December 2039
Security Group 2						
NA(1)	57,776,163	4.5	SEQ	FIX	38376PLQ1	April 2036
NJ	25,000,000	4.5	SCH	FIX	38376PLR9	September 2036
NK	900,000	4.5	SUP	FIX	38376PLS7	September 2036
NL	25,000,000	4.5	SEQ	FIX	38376PLT5	December 2039
Security Group 3						
PA(1)	94,458,528	4.5	PAC I	FIX	38376PLU2	September 2032
PB(1)	19,776,877	4.5	PAC I	FIX	38376PLV0	February 2034
PC(1)	43,806,034	4.5	PAC I	FIX	38376PLW8	October 2036
TA	31,711,000	4.5	SUP	FIX	38376PLX6	September 2038
TB	6,855,000	4.5	SUP	FIX	38376PLY4	January 2039
TC	8,829,000	4.5	SUP	FIX	38376PLZ1	June 2039
TD	11,223,000	4.5	SUP	FIX	38376PMA5	December 2039
TE	9,117,000	4.5	PAC II	FIX	38376PMB3	December 2039
TG	8,250,000	4.5	SUP	FIX	38376PMC1	February 2038
TH	2,750,000	4.5	SUP	FIX	38376PMD9	September 2038
UP(1)	29,225,378	4.5	PAC I	FIX	38376PME7	May 2038
WP	33,998,183	4.5	PAC I	FIX	38376PMF4	December 2039
Security Group 4						
AU(1)	29,406,930	4.5	SEQ	FIX	38376PMG2	September 2034
VU(1)	4,877,133	4.5	SEQ/AD	FIX	38376PMH0	January 2021
ZU(1)	7,578,437	4.5	SEQ	FIX/Z	38376PMJ6	December 2039
Security Group 5						
AF	125,000,000	(5)	PT	FLT	38376PMK3	December 2039
AS	125,000,000	(5)	NTL (PT)	INV/IO	38376PML1	December 2039
GA(1)	21,635,000	5.0	PAC II/AD	FIX	38376PMN9	December 2039
GZ	33,562,933	5.0	SUP	FIX/Z	38376PMN7	December 2039
IO	23,557,692	6.5	NTL (PT)	FIX/IO	38376PMQ2	December 2039
PY(1)	88,461,540	5.0	PAC I/AD	FIX	38376PMR0	December 2039
PZ	90,527	5.0	PAC I	FIX/Z	38376PMR8	December 2039
Security Group 6						
UH	75,000,000	4.5	SEQ	FIX	38376PMS6	July 2035
UV(1)	8,947,697	4.5	SEQ/AD	FIX	38376PMT4	January 2021
UW(1)	6,583,157	4.5	SEQ/AD	FIX	38376PMU1	September 2026
UZ(1)	13,934,135	4.5	SEQ	FIX/Z	38376PMV9	December 2039
Security Group 7						
YU	24,300,000	5.0	SEQ	FIX	38376PMW7	November 2036
YW(1)	2,073,045	5.0	AD/SEQ	FIX	38376PMX5	December 2020
YX(1)	1,638,767	5.0	SEQ/AD	FIX	38376PMY3	September 2026
YZ(1)	2,848,835	5.0	SEQ	FIX/Z	38376PMZ0	December 2039
Residual						
RR	0	0.0	NPR	NPR	38376PNA4	December 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.

NOMURA

Sandgrain Securities Inc.

The date of this Offering Circular Supplement is December 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: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: December 30, 2009

Distribution Dates: For the Group 4 and 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in January 2010. For the Group 1, 2, 3, 6 and 7 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in January 2010.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae I	4.5%	30
5	Ginnie Mae I	6.5%	30
6	Ginnie Mae II	4.5%	30
7	Ginnie Mae II	5.0%	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			
\$812,968,670	359	1	5.45%
Group 2 Trust Assets			
\$108,676,163	357	3	4.95%
Group 3 Trust Assets			
\$300,000,000	359	1	4.95%
Group 4 Trust Assets			
\$41,862,500	350	8	5.00%
Group 5 Trust Assets			
\$268,750,000	337	21	7.00%
Group 6 Trust Assets			
\$104,464,989	357	3	4.95%
Group 7 Trust Assets			
\$30,860,647	358	2	5.45%

¹ As of December 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, 6 and 7 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, 6 and 7 Trust Assets, Mortgage Rates, of many of the Mortgage Loans underlying the Trust Assets 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 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>
AF	LIBOR + 0.6%	0.835%	0.6%	7.0%	0	0.0%
AS	6.4% – LIBOR	6.165%	0.0%	6.4%	0	6.4%
YF	LIBOR + 1.0%	1.230%	1.0%	7.0%	0	0.0%
YS	5.0% – LIBOR	4.770%	0.0%	5.0%	0	5.0%
YT	41.99999683% – (LIBOR x 6.99999938)	7.000%	0.0%	7.0%	0	6.0%

- (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 KZ, XZ and ZX Accrual Amounts will be allocated as follows:

- The XZ Accrual Amount, sequentially, to XU, XV and XZ, in that order, until retired.
- The ZX Accrual Amount in the following order of priority:
 1. Concurrently, to YF, YH and YT, pro rata, until retired; and
 2. To ZX, until retired.
- The KZ Accrual Amount in the following order of priority:
 1. To KA, KB, XA, YF, YH, YT and ZX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 99.7210785325% in the following order of priority:
 - i. To XA, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - ii. Concurrently, to YF, YH and YT, pro rata, until retired;
 - iii. To ZX, until retired; and
 - iv. To XA, without regard to its Scheduled Principal Balance, until retired; and
 - b. 0.2789214675% sequentially, to KA and KB, in that order, until retired; and
 2. To KZ, until retired.
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. Sequentially, to AK, XJ, AT, XU, XV and XZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. Concurrently, as follows:

a. 87.6992829135% in the following order of priority:

i. To LE, LM and LQ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

(a) 42.0823928244% to LE, until retired; and

(b) 57.9176071756% sequentially, to LM and LQ, in that order, until retired;

ii. To KA, KB, XA, YF, YH, YT and ZX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

(a) 99.7210785325% in the following order of priority:

(i) To XA, until reduced to its Scheduled Principal Balance for that Distribution Date;

(ii) Concurrently, to YF, YH and YT, pro rata, until retired;

(iii) To ZX, until retired; and

(iv) To XA, without regard to its Scheduled Principal Balance, until retired; and

(b) 0.2789214675% sequentially, to KA and KB, in that order, until retired;

iii. To KZ, until retired;

iv. To KA, KB, XA, YF, YH, YT and ZX, in the same manner and priority described in step 2.a.ii. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

v. To LE, LM and LQ, in the same manner and priority described in step 2.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

b. 12.3007170865% in the following order of priority:

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

ii. Concurrently, to WA, WE and WG, pro rata, until retired;

iii. Sequentially, to WB and WC, in that order, until retired; and

iv. To WD, without regard to its Scheduled Principal Balance, until retired; and

3. Sequentially, to AK, XJ, AT, XU, XV and XZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 2

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

1. Concurrently, until Classes NJ and NK are retired, as follows:

a. 30.3592637881% in the following order of priority:

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

ii. To NK, until retired; and

iii. To NJ, without regard to its Scheduled Principal Balance, until retired; and

b. 69.6407362119% sequentially, to NA, until retired, and then to NL; and

2. To NL, until retired.

SECURITY GROUP 3

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

1. Sequentially, to PA, PB, PC, UP and WP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. To TE, until reduced to its Scheduled Principal Balance for that Distribution Date;
3. Concurrently, as follows:
 - a. 74.2455105242% to TA, until retired; and
 - b. 25.7544894758% sequentially, to TG and TH, in that order, until retired;
4. Sequentially, to TB, TC and TD, in that order, until retired;
5. To TE, without regard to its Scheduled Principal Balance, until retired; and
6. Sequentially, to PA, PB, PC, UP and WP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 4

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

- The ZU Accrual Amount, sequentially, to VU and ZU, in that order, until retired; and
- The Group 4 Principal Distribution Amount, sequentially, to AU, VU and ZU, in that order, until retired.

SECURITY GROUP 5

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

- The GZ Accrual Amount in the following order of priority:
 1. To GA, until reduced to its Scheduled Principal Balance for that Distribution Date; and
 2. To GZ, until retired.
- The PZ Accrual Amount, sequentially, to PY and PZ, in that order, until retired.
- The Group 5 Principal Distribution Amount, concurrently, as follows:
 1. 53.488372093% in the following order of priority:
 - a. Sequentially, to PY and PZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
 - b. To GA, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - c. To GZ, until retired;
 - d. To GA, without regard to its Scheduled Principal Balance, until retired; and
 - e. Sequentially, to PY and PZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and
 2. 46.511627907% to AF, until retired.

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the UZ Accrual Amount will be allocated as follows:

- The UZ Accrual Amount, sequentially, to UV, UW and UZ, in that order, until retired.
- The Group 6 Principal Distribution Amount, sequentially, to UH, UV, UW and UZ, in that order, until retired.

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the YZ Accrual Amount will be allocated as follows:

- The YZ Accrual Amount, sequentially, to YW, YX and YZ, in that order, until retired.
- The Group 7 Principal Distribution Amount, sequentially, to YU, YW, YX and YZ, 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>
Security Group 1	
PAC I Classes	
AK, AT, XJ, XU, XV and XZ (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
LE, LM and LQ (in the aggregate)	130% PSA through 250% PSA
WD	130% PSA through 250% PSA
Scheduled Classes	
KA, KB, XA, YF, YH, YT and ZX (in the aggregate)	191% PSA through 250% PSA
TAC Class	
XA	140% PSA
Security Group 2	
Scheduled Class	
NJ	109% PSA through 120% PSA
Security Group 3	
PAC I Classes	
PA, PB, PC, UP and WP (in the aggregate)	107% PSA through 250% PSA
PAC II Class	
TE	120% PSA through 250% PSA
Security Group 5	
PAC I Classes	
PY and PZ (in the aggregate)	173% PSA through 500% PSA
PAC II Class	
GA	275% PSA through 500% 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	\$ 6,656,923	30.7692307692% of GA (PAC II/AD Class)
AS	125,000,000	100% of AF (PT Class)
CI	17,175,068	40% of XA (SCH/TAC/AD Class)
HI	\$ 38,078,468	33.3333333333% of PA and PB (in the aggregate) (PAC I Classes)
	<u>4,555,827</u>	10.3999995374% of PC (PAC I Class)
	<u>\$ 42,634,295</u>	
IC	219,923,081	40% of AK, AT and XJ (in the aggregate) (PAC I Classes)
IH	6,592,292	33.3333333333% of PB (PAC I Class)
IJ	31,486,176	33.3333333333% of PA (PAC I Class)
IK	151,103,613	40% of AK (PAC I Class)
IO	23,557,692	18.8461536% of AF (PT Class)
IP	27,218,935	30.7692307692% of PY (PAC I/AD Class)
IT	30,543,026	40% of AT (PAC I Class)
IU	9,802,310	33.3333333333% of AU (SEQ Class)
IV	62,422,272	33.3333333333% of PA, PB, PC and UP (in the aggregate) (PAC I Classes)
IY	189,380,055	40% of AK and XJ (in the aggregate) (PAC I Classes)
MI	38,276,442	40% of XJ (PAC I Class)
NI	25,678,294	44.4444444444% of NA (SEQ Class)
YI	\$ 52,680,479	33.3333333333% of PA, PB and PC (in the aggregate) (PAC I Classes)
	<u>2,094,485</u>	7.1666663587% of UP (PAC I Class)
	<u>\$ 54,774,964</u>	
YS	11,320,588	100% of YF (SCH/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.



\$696,029,945
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-123

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, (2) certain previously issued certificates and (3) certain stripped mortgage-backed securities.

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

See “Risk Factors” beginning on page S-9 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be December 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						
NB	\$12,356,000	4.50%	PAC 1	FIX	38376JW42	December 2039
NE(1)	112,000,000	3.00	PAC 1	FIX	38376JW59	December 2038
NF(1)	40,000,000	(5)	PT	FLT	38376JW67	December 2039
NI(1)	33,600,000	5.00	NTL (PAC 1)	FIX/IO	38376JW75	December 2038
NS(1)	40,000,000	(5)	NTL (PT)	INV/IO	38376JW83	December 2039
QA	5,730,000	4.50	PAC 11	FIX	38376JW91	December 2039
UF(1)	8,592,750	(5)	SUP	FLT/DLY	38376JX25	December 2039
US(1)	4,773,750	(5)	SUP	INV/DLY	38376JX33	December 2039
VB	1,500	4.50	SUP	FIX	38376JX41	December 2039
VF(1)	10,636,715	(5)	SUP	FLT/DLY	38376JX58	December 2039
VS(1)	5,909,285	(5)	SUP	INV/DLY	38376JX66	December 2039
Security Group 2						
MA	25,000,000	4.50	SEQ/AD	FIX	38376JX74	November 2033
MI(1)	2,222,222	4.50	NTL (SEQ/AD)	FIX/IO	38376JX82	November 2033
MJ	25,000,000	4.25	SEQ/AD	FIX	38376JX90	November 2033
ML	25,000,000	4.35	SEQ/AD	FIX	38376JY24	November 2033
MZ	10,714,287	4.50	SEQ	FIX/Z	38376JY32	December 2039
Security Group 3						
GA	2,000,000	4.75	SC/SEQ	FIX	38376JY40	January 2038
GB	1,500,000	4.75	SC/SEQ	FIX	38376JY57	January 2038
GC	2,000,000	4.75	SC/SEQ	FIX	38376JY65	January 2038
GD	635,000	4.75	SC/SEQ	FIX	38376JY73	January 2038
Security Group 4						
LA	930,651	4.50	SEQ/AD	FIX	38376JY81	January 2012
LB(1)	19,795,617	4.50	SEQ/AD	FIX	38376JY99	April 2033
LC(1)	10,204,383	4.50	SEQ/AD	FIX	38376JZ23	April 2033
LZ	5,035,222	4.50	SEQ	FIX/Z	38376JZ31	December 2039
Security Group 5						
FM	13,356,088	(5)	SC/PT	FLT	38376JZ49	July 2034
Security Group 6						
PB(1)	2,556,346	4.50	PAC	FIX	38376JZ56	November 2037
PC(1)	17,306,833	4.50	PAC	FIX	38376JZ64	December 2039
PI(1)	23,922,162	4.50	NTL (PAC)	FIX/IO	38376JZ72	July 2037
PI(1)	70,326,488	3.00	PAC 1	FIX	38376JZ80	July 2037
WD	3,000,000	4.50	SUP	FIX	38376JZ98	August 2039
WF	930,000	(5)	SUP	FLT/DLY	38376J2A1	August 2039
WG	5,100,000	4.50	SUP	FIX	38376J2B9	February 2038
WH	900,000	4.50	SUP	FIX	38376J2C7	June 2038
WJ	4,000,000	4.50	SUP	FIX	38376J2D5	December 2038
WK	1,000,000	4.50	SUP	FIX	38376J2E3	August 2039
WS	1,550,000	(5)	SUP	INV/DLY	38376J2F0	August 2039
WX	11,725,961	4.50	SUP	FIX	38376J2G8	August 2039
WY	3,133,996	4.50	SUP	FIX	38376J2H6	December 2039
Security Group 7						
AB	75,000,000	4.50	SEQ	FIX	38376J2J2	October 2035
AC(1)	11,399,000	4.50	SEQ/AD	FIX	38376J2K9	December 2021
AZ(1)	16,000,000	4.50	SEQ	FIX/Z	38376J2L7	December 2039
Security Group 8						
JA(1)	19,229,561	5.00	PAC 1	FIX	38376J2M5	December 2038
JB(1)	5,247,054	5.00	PAC 1	FIX	38376J2N3	December 2039
JC(1)	197,392	5.00	PAC 1	FIX	38376J2P8	January 2039
JJ	4,900,000	5.00	NTL (PAC 1)	FIX/IO	38376J2Q6	January 2039
JL	35,000,000	4.30	PAC 1	FIX	38376J2R4	January 2039
JW	6,470,759	5.00	PAC II/AD	FIX	38376J2S2	December 2039
JZ	10,000,000	5.00	SUP	FIX/Z	38376J2T0	December 2039
Security Group 9						
HA(1)	33,760,734	4.50	SEQ/AD	FIX	38376J2U7	April 2033
HB(1)	1,062,886	4.50	SEQ/AD	FIX	38376J2V5	September 2033
HZ	5,176,380	4.50	SEQ	FIX/Z	38376J2W3	December 2039
Security Group 10						
WQ	14,785,307	5.00	SC/PT	FIX	38376J2X1	September 2039
Security Group 11						
EI(1)	8,604,389	4.50	NTL (SC/PT)	FIX/IO	38376J2Y9	May 2034
Residual						
RR	0	0.0	NPR	NPR	38376J2Z6	December 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 EI will be reduced with the outstanding notional balance of the related Trust Asset Group.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.

Citi

Aladdin Capital LLC

The date of this Offering Circular Supplement is December 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: Citigroup Global Markets, Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: December 30, 2009

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

Trust Assets:

<u>Trust Asset Group or Subgroup⁽³⁾</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	4.5%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	4.5%	30
5A	Underlying Certificate	(1)	(1)
5B	Underlying SMBS Securities	(2)	(2)
6	Ginnie Mae II	4.5%	30
7	Ginnie Mae II	4.5%	30
8	Ginnie Mae II	5.0%	30
9	Ginnie Mae II	4.5%	30
10	Underlying Certificates	(1)	(1)
11	Underlying Certificates	(1)	(1)

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

⁽²⁾ Certain information regarding the Underlying SMBS Securities is set forth in Exhibits C and D to this Supplement.

⁽³⁾ The Group 5 Trust Assets consist of subgroups, Subgroup 5A and Subgroup 5B (each, a “Subgroup”).

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 MX Class DI, 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, 4, 6, 7, 8 and 9 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	5.35%
Group 2 Trust Assets \$ 85,714,287	353	5	5.00%
Group 4 Trust Assets \$ 35,965,873	356	3	4.91%
Group 6 Trust Assets \$121,529,624	355	4	4.91%
Group 7 Trust Assets \$102,399,000	355	4	4.87%
Group 8 Trust Assets \$ 76,144,766	358	2	5.46%
Group 9 Trust Assets \$ 40,000,000	356	3	5.00%

¹ As of December 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, 4, 6, 7, 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 Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4, 6, 7, 8 and 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibits A and C 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 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>
FM	LIBOR + 0.80%	1.034060%	0.80%	6.50%	0	0.00%
NF	LIBOR + 0.55%	0.784690%	0.55%	7.00%	0	0.00%
NS	6.45% – LIBOR	6.215310%	0.00%	6.45%	0	6.45%
UF	LIBOR + 1.30%	1.534690%	1.30%	7.00%	19	0.00%
US	10.26% – (LIBOR x 1.80)	9.837558%	0.00%	10.26%	19	5.70%
VF	LIBOR + 1.30%	1.534690%	1.30%	7.00%	19	0.00%
VS	10.26% – (LIBOR x 1.80)	9.837558%	0.00%	10.26%	19	5.70%
WF	LIBOR + 1.30%	1.534000%	1.30%	7.00%	19	0.00%
WS	6.42% – (LIBOR x 0.60)	6.279600%	3.00%	6.42%	19	5.70%

(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 concurrently, as follows:

1. 20% to NF, until retired
2. 80% in the following order of priority:
 - a. Sequentially, to NE and NB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, as follows:
 - i. 37.5015781721% concurrently, to UF and US, pro rata, until retired
 - ii. 62.4984218279% in the following order of priority:
 - (A) To QA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - (B) Concurrently, to VF and VS, pro rata, until retired
 - (C) To QA, without regard to its Scheduled Principal Balance, until retired
 - c. To VB, until retired
 - d. Sequentially, to NE and NB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. Concurrently, to MA, MJ and ML, pro rata, until retired
2. To MZ, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated sequentially, to GA, GB, GC and GD, in that order, until retired

SECURITY GROUP 4

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

1. Concurrently, as follows:
 - a. 32.9911678872% to LC, until retired
 - b. 67.0088321128% sequentially, to LA and LB, in that order, until retired
2. To LZ, until retired

SECURITY GROUP 5

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

SECURITY GROUP 6

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

1. Sequentially, to PJ, PB and PC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, as follows:
 - a. 50.3651019017% concurrently, to WF, WS and WX, pro rata, until retired
 - b. 31.9081487775% sequentially, to WG, WH and WD, in that order, until retired
 - c. 17.7267493208% sequentially, to WJ and WK, in that order, until retired
3. To WY, until retired
4. Sequentially, to PJ, PB and PC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the AZ Accrual Amount will be allocated as follows:

- The AZ Accrual Amount, sequentially, to AC and AZ, in that order, until retired
- The Group 7 Principal Distribution Amount, sequentially, to AB, AC and AZ, in that order, until retired

SECURITY GROUP 8

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

- The JZ Accrual Amount in the following order of priority:
 1. To JW, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To JZ, until retired
- The Group 8 Principal Distribution Amount in the following order of priority:
 1. To the Group 8 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. 64.3063740864% to JL, until retired
 - ii. 35.6936259136% sequentially, to JA and JC, in that order, until retired
 - b. To JB, until retired
 2. To JW, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To JZ, until retired
 4. To JW, without regard to its Scheduled Principal Balance, until retired
 5. To the Group 8 PAC I Classes, in the same order and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

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

SECURITY GROUP 10

The Group 10 Principal Distribution Amount will be allocated to WQ, 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 Classes	
PB, PC and PJ (in the aggregate)	109% PSA through 250% PSA
PAC I Classes	
JA, JB, JC and JL (in the aggregate)	128% PSA through 250% PSA
NB and NE (in the aggregate)	125% PSA through 250% PSA
PAC II Classes	
JW	169% PSA through 250% PSA
QA*	160% PSA through 225% PSA

* The initial Effective Range is 161% PSA through 277% 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 the Accrual Amount, which will be added to the Class Principal Balance of that Class on each

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DI	\$ 8,604,389	100% of Group 11 Trust Assets
	1,333,333	4.4444439667% of LB and LC (in the aggregate) (SEQ/AD Classes)
	2,222,222	2.962962963% of MA, MJ and ML (in the aggregate) (SEQ/AD Classes)
	<u>6,702,943</u>	9.5311783333% of PJ (PAC Class)
	<u>\$18,862,887</u>	
EI	8,604,389	100% of Group 11 Trust Assets
HI	1,934,645	5.555555556% of HA and HB (in the aggregate) (SEQ/AD Classes)
IH	1,875,596	5.555555556% of HA (SEQ/AD Class)
IJ	272,222	5% of JB and JC (in the aggregate) (PAC I Classes)
IK	3,845,912	20% of JA (PAC I Class)
JI	4,900,000	14% of JL (PAC I Class)
LI	2,333,333	7.777777778% of LB and LC (in the aggregate) (SEQ/AD Classes)
MI	2,222,222	2.962962963% of MA, MJ and ML (in the aggregate) (SEQ/AD Classes)
NI	33,600,000	30% of NE (PAC I Class)
NS	40,000,000	100% of NF (PT Class)
PI	23,442,162	33.333333333% of PJ (PAC 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.



\$875,971,955
Government National Mortgage Association
GINNIE MAE[®]
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-030

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See "Risk Factors" beginning on page S-12 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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						
NZ(1)	\$ 9,492,000	5.0%	SCH/TAC/AD	FIX/Z	38376XUH4	March 2040
PU	11,919,000	5.0	AD/PAC I	FIX	38376XUJ0	March 2021
PV	9,422,000	5.0	PAC I/AD	FIX	38376XUK7	December 2026
PZ	16,379,000	5.0	PAC I	FIX/Z	38376XUL5	March 2040
QL(1)	40,080,000	5.0	PAC I	FIX	38376XUM3	November 2027
QM(1)	154,987,000	5.0	PAC I	FIX	38376XUN1	June 2038
QZ(1)	14,199,000	5.0	TAC/AD	FIX/Z	38376XUP6	March 2040
TZ(1)	10,232,000	5.0	SCH/TAC/AD	FIX/Z	38376XUQ4	March 2040
YA	6,713,000	5.0	PAC II	FIX	38376XUR2	March 2040
YB(1)	24,762,000	5.0	SCH/TAC/AD	FIX	38376XUS0	March 2040
ZY	1,815,000	5.0	SUP	FIX/Z	38376XUT8	March 2040
Security Group 2						
LA	22,844,000	4.5	SUP	FIX	38376XUU5	April 2039
LB	3,542,000	4.5	PAC II	FIX	38376XUV3	January 2040
LC	1,732,000	4.5	PAC II	FIX	38376XUW1	March 2040
LD	214,000	4.5	PAC II	FIX	38376XUX9	March 2040
LE	2,042,000	4.5	SUP	FIX	38376XUY7	June 2039
LF	3,408,761	(5)	SUP	FLT	38376XUZ4	March 2040
LG	2,833,000	4.5	SUP	FIX	38376XVA8	September 2039
LS	1,467,662	(5)	SUP	INV	38376XVB6	March 2040
MS	426,095	(5)	SUP	INV	38376XVC4	March 2040
MX(1)	5,822,000	4.5	AD/PAC I	FIX	38376XVD2	April 2021
MY(1)	4,284,000	4.5	PAC I/AD	FIX	38376XVE0	December 2026
MZ(1)	9,066,500	4.5	PAC I	FIX/Z	38376XVF7	March 2040
PG(1)	80,643,500	4.5	PAC I	FIX	38376XVG5	March 2038
UA	10,000,000	(5)	PAC I	ARB	38376XVH3	June 2039
UL	10,000,000	(5)	NTL (PAC I)	DRB/IO	38376XVJ9	June 2039
Security Group 3						
KA	4,735,000	5.0	PAC II	FIX	38376XVK6	March 2040
KB	9,653,000	5.0	PAC III	FIX	38376XVL4	March 2040
NA(1)	115,445,000	5.0	PAC I	FIX	38376XVM2	April 2033
NB(1)	69,932,000	5.0	PAC I	FIX	38376XVN0	October 2037
NC(1)	9,907,000	5.0	PAC I	FIX	38376XVP5	April 2038
NV	11,885,000	5.0	AD/PAC I	FIX	38376XVQ3	March 2021
NY	9,356,000	5.0	PAC I/AD	FIX	38376XVR1	December 2026
UZ	482,000	5.0	SCH/TAC/AD	FIX/Z	38376XVS9	March 2040
XZ	29,309,000	5.0	TAC/AD	FIX/Z	38376XVT7	March 2040
YX(1)	21,000,000	5.0	SCH/TAC/AD	FIX	38376XVU4	March 2040
ZN	16,296,000	5.0	PAC I	FIX/Z	38376XVV2	March 2040
ZX	2,000,000	5.0	SUP	FIX/Z	38376XVW0	March 2040
Security Group 4						
BA	25,000,000	4.5	SEQ	FIX	38376XVX8	January 2037
DA	25,000,000	4.5	SEQ	FIX	38376XVY6	February 2037
JA	25,000,000	4.5	SEQ	FIX	38376XVZ3	January 2037
JU(1)	5,952,472	4.5	SEQ/AD	FIX	38376XWA7	April 2021
JV(1)	4,379,444	4.5	SEQ/AD	FIX	38376XWB5	December 2026
JZ(1)	9,270,105	4.5	SEQ	FIX/Z	38376XWC3	March 2040
Security Group 5						
CD	5,000,000	4.0	SEQ	FIX	38376XWD1	August 2035
CI	555,555	4.5	NTL (SEQ)	FIX/IO	38376XWE9	August 2035
CU	2,026,918	4.5	SEQ	FIX	38376XWF6	March 2040
Security Group 6						
CA	5,149,348	4.5	SUP	FIX	38376XWG4	July 2039
CB	1,289,323	4.5	SUP	FIX	38376XWH2	March 2040
PD(1)	17,308,572	4.5	PAC	FIX	38376XWH8	July 2039
PE	1,252,757	4.5	PAC	FIX	38376XWK5	March 2040
Security Group 7						
LM	48,498	5.0	SC/SUP	FIX	38376XWL3	January 2040
LP	969,000	5.0	SC/TAC	FIX	38376XWM1	January 2040
Residual						
RR	0	0.0	NPR	NPR	38376XWN9	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.

NOMURA

Sandgrain Securities Inc.

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: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: March 30, 2010

Distribution Dates: For the Group 3 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 April 2010. For the Group 1, 2, 4, 5 and 6 Securities, 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	5.0%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae I	5.0%	30
4	Ginnie Mae II	4.5%	30
5	Ginnie Mae II	4.5%	30
6	Ginnie Mae II	4.5%	30
7	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4, 5 and 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			
\$300,000,000	350	10	5.350%
Group 2 Trust Assets			
\$148,325,518	350	9	5.010%
Group 3 Trust Assets			
\$300,000,000	353	6	5.500%

<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 4 Trust Assets			
\$94,602,021	350	9	5.000%
Group 5 Trust Assets			
\$7,026,918	348	10	4.938%
Group 6 Trust Assets			
\$25,000,000	349	10	4.856%

¹ As of March 1, 2010.

² Does not include the Group 3 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 1, 2, 4, 5 and 6 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

Increased Minimum Denomination Classes: Each Class that constitutes 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 Ascending Rate and Descending Rate Classes will bear interest at per annum Interest Rates set forth below for the respective Accrual Periods:

<u>Accrual Periods</u>	<u>Class UA Interest Rate</u>	<u>Class UI Interest Rate</u>
1st through 24th	3.00%	1.50%
25th through 36th	3.50%	1.00%
37th through 48th	4.00%	0.50%
49th and thereafter	4.50%	0.00%

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>
LF . .	LIBOR + 1.00%	1.23100000%	1.0%	7.0000000%	0	0.0%
LS . .	11.6128952% – (LIBOR × 2.32257904)	11.07637944%	0.0%	11.6128952%	0	5.0%
MS . .	48.00% – (LIBOR × 8.00)	8.00000000%	0.0%	8.0000000%	0	6.0%

- (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 NZ, PZ, QZ, TZ and ZY Accrual Amounts will be allocated as follows:

- The PZ Accrual Amount, sequentially, to PU, PV and PZ, in that order, until retired.
- The NZ Accrual Amount in the following order of priority:
 1. To YB, until reduced to its Scheduled Principal Balance for that Distribution Date; and
 2. To NZ, until retired.
- The TZ Accrual Amount in the following order of priority:
 1. To NZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To YB, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - b. To NZ, until retired; and
 - c. To YB, without regard to its Scheduled Principal Balance, until retired; and
 2. To TZ, until retired.
- The QZ Accrual Amount in the following order of priority:
 1. To NZ, TZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To NZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. To YB, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - ii. To NZ, until retired; and
 - iii. To YB, without regard to its Scheduled Principal Balance, until retired;
 - b. To TZ, until retired; and

c. To NZ and YB, in the same order and priority described in step 1.a. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

2. To QZ, until retired.

- The ZY Accrual Amount in the following order of priority:

1. To NZ, QZ, TZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To NZ, TZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

i. To NZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

(a) To YB, until reduced to its Scheduled Principal Balance for that Distribution Date;

(b) To NZ, until retired; and

(c) To YB, without regard to its Scheduled Principal Balance, until retired;

ii. To TZ, until retired; and

iii. To NZ and YB, in the same order and priority described in step 1.a.i. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired;

b. To QZ, until retired; and

c. To NZ, TZ and YB, in the same order and priority described in step 1.a. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

2. To ZY, until retired.

- The Group 1 Principal Distribution Amount in the following order of priority:

1. Sequentially, to QL, QM, PU, PV and PZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. To YA, until reduced to its Scheduled Principal Balance for that Distribution Date;

3. To NZ, QZ, TZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To NZ, TZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

i. To NZ and YB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

(a) To YB, until reduced to its Scheduled Principal Balance for that Distribution Date;

(b) To NZ, until retired; and

(c) To YB, without regard to its Scheduled Principal Balance, until retired;

ii. To TZ, until retired; and

iii. To NZ and YB, in the same order and priority described in step 3.a.i. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired;

b. To QZ, until retired; and

c. To NZ, TZ and YB, in the same order and priority described in step 3.a. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired;

4. To ZY, until retired;

5. To NZ, QZ, TZ and YB, in the same order and priority described in step 3. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired;

6. To YA, without regard to its Scheduled Principal Balance, until retired; and

7. Sequentially, to QL, QM, PU, PV and PZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 2

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

- The MZ Accrual Amount, sequentially, to MX, MY and MZ, in that order, until retired.
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, until UA has been retired:
 - i. 9.8209732644% to UA, until retired; and
 - ii. 90.1790267356% sequentially, to PG, MX and MY, in that order, until retired and then to MZ; and
 - b. To MZ, until retired;
 2. Sequentially, to LB, LC and LD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
 3. Sequentially, to LA, LE and LG, in that order, until retired;
 4. Concurrently, to LF, LS and MS, pro rata, until retired;
 5. Sequentially, to LB, LC and LD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and
 6. To the Group 2 PAC I Classes, in the same order and priority described in step 1. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) and the UZ, XZ, ZN and ZX Accrual Amounts will be allocated as follows:

- The ZN Accrual Amount, sequentially, to NV, NY and ZN, in that order, until retired.
- The UZ Accrual Amount in the following order of priority:
 1. To YX, until reduced to its Scheduled Principal Balance for that Distribution Date; and
 2. To UZ, until retired.

- The XZ Accrual Amount in the following order of priority:
 1. To UZ and YX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To YX, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - b. To UZ, until retired; and
 - c. To YX, without regard to its Scheduled Principal Balance, until retired; and
 2. To XZ, until retired.
- The ZX Accrual Amount in the following order of priority:
 1. To UZ, XZ and YX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To UZ and YX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. To YX, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - ii. To UZ, until retired; and
 - iii. To YX, without regard to its Scheduled Principal Balance, until retired;
 - b. To XZ, until retired; and
 - c. To UZ and YX, in the same order and priority described in step 1.a. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and
 2. To ZX, until retired.
- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:
 1. Sequentially, to NA, NB, NC, NV, NY and ZN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
 2. To KA, until reduced to its Scheduled Principal Balance for that Distribution Date;
 3. To KB, until reduced to its Scheduled Principal Balance for that Distribution Date;
 4. To UZ, XZ and YX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To UZ and YX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. To YX, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - ii. To UZ, until retired; and
 - iii. To YX, without regard to its Scheduled Principal Balance, until retired;
 - b. To XZ, until retired; and
 - c. To UZ and YX, in the same order and priority described in step 4.a. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired;
 5. To ZX, until retired;
 6. To UZ, XZ and YX, in the same order and priority described in step 4. immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired;

7. To KB, without regard to its Scheduled Principal Balance, until retired;
8. To KA, without regard to its Scheduled Principal Balance, until retired; and
9. Sequentially, to NA, NB, NC, NV, NY and ZN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 4

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

- The JZ Accrual Amount, sequentially, to JU, JV and JZ, in that order, until retired.
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. Concurrently, until DA has been retired:
 - a. 33.3101181845% to DA, until retired; and
 - b. 66.6898818155% in the following order of priority:
 - i. Concurrently, to BA and JA, pro rata, until retired; and
 - ii. Sequentially, to JU, JV and JZ, in that order, until retired; and
 2. Sequentially, to JU, JV and JZ, in that order, until retired.

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated sequentially, to CD and CU, in that order, until retired.

SECURITY GROUP 6

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

1. Sequentially, to PD and PE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. Sequentially, to CA and CB, in that order, until retired; and
3. Sequentially, to PD and PE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 7

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

1. To LP, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To LM, until retired; and
3. To LP, without regard to its 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 Rates:

<u>Class</u>	<u>Structuring Ranges or Rates</u>
Security Group 1	
PAC I Classes	
PU, PV, PZ, QL and QM (in the aggregate)	125% PSA through 250% PSA
PAC II Class	
YA	135% PSA through 250% PSA
Scheduled Classes	
NZ, TZ and YB (in the aggregate)	218% PSA through 250% PSA
TAC Classes	
NZ, QZ, TZ and YB (in the aggregate)	251% PSA
NZ and YB (in the aggregate)	175% PSA
YB	136% PSA
Security Group 2	
PAC I Classes	
MX, MY, MZ, PG and UA (in the aggregate)	109% PSA through 250% PSA
PAC II Classes	
LB, LC and LD (in the aggregate)	120% PSA through 235% PSA
Security Group 3	
PAC I Classes	
NA, NB, NC, NV, NY and ZN (in the aggregate)	125% PSA through 250% PSA
PAC II Class	
KA	132% PSA through 250% PSA
PAC III Class	
KB	147% PSA through 250% PSA
Scheduled Classes	
UZ and YX (in the aggregate)	200% PSA through 290% PSA
TAC Classes	
UZ, XZ and YX (in the aggregate)	250% PSA
YX	129% PSA
Security Group 6	
PAC Classes	
PD and PE* (in the aggregate)	110% PSA through 250% PSA
Security Group 7	
TAC Class	
LP	147% PSA

* No initial Effective Range or Rate.

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>
BI	\$ 3,846,349	22.2222222222% of PD (PAC Class)
CI	555,555	11.1111111111% of CD (SEQ Class)
IQ	61,994,800	40% of QM (PAC I Class)
IY	4,200,000	20% of YX (SCH/TAC/AD Class)
NI	46,178,000	40% of NA (PAC I Class)
PI	26,881,166	33.3333333333% of PG (PAC I Class)
QI	78,026,800	40% of QL and QM (in the aggregate) (PAC I Classes)
TI	78,113,600	40% of NA, NB and NC (in the aggregate) (PAC I Classes)
UI	10,000,000	100% of UA (PAC I Class)
WI	\$74,150,800	40% of NA and NB (in the aggregate) (PAC I Classes)
	<u>1,347,352</u>	13.6% of NC (PAC I Class)
	<u>\$75,498,152</u>	
YI	4,952,400	20% of YB (SCH/TAC/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.



\$1,356,490,093

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-050**

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-9 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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						
GF	\$200,250,000	(5)	PT	FLT	38376YGD7	April 2040
GS	200,250,000	(5)	NTL (PT)	INV/IO	38376YGE5	April 2040
LO	89,000,000	0.000%	PT	PO	38376YGF2	April 2040
Security Group 2						
BO	20,000,000	0.000	PT	PO	38376YGG0	April 2040
LF	50,000,000	(5)	PT	FLT	38376YGH8	April 2040
LS	50,000,000	(5)	NTL (PT)	INV/IO	38376YGJ4	April 2040
Security Group 3						
G(1)	81,281,000	5.000	PAC I/AD	FIX	38376YGK1	January 2036
GZ	25,000,000	5.000	SUP	FIX/Z	38376YGL9	April 2040
KV(1)	3,923,000	5.000	AD/PAC I	FIX	38376YGM7	April 2021
KZ(1)	5,387,000	5.000	PAC I/AD	FIX/Z	38376YGN5	April 2040
N	537,662	5.000	PAC II/AD	FIX	38376YGP0	April 2040
U(1)	14,219,000	5.000	PAC I/AD	FIX	38376YQQ8	June 2039
Y(1)	18,616,000	5.000	PAC I/AD	FIX	38376YGR6	February 2038
Security Group 4						
JG(1)	113,058,000	4.000	SC/SEQ	FIX	38376YGS4	December 2038
NW(1)	38,597,000	4.000	SC/SEQ	FIX	38376YGT2	December 2038
NX(1)	33,376,000	4.000	SC/SEQ	FIX	38376YGU9	December 2038
NY(1)	19,812,587	4.000	SC/SEQ	FIX	38376YGV7	December 2038
QS	60,000,000	(5)	NTL (SC/PT)	INV/IO	38376YGW5	December 2038
TF	60,000,000	(5)	SC/PT	FLT	38376YGX3	December 2038
Security Group 5						
PF	68,750,000	(5)	PAC/AD	FLT	38376YGY1	April 2040
PS	68,750,000	(5)	NTL (PAC/AD)	INV/IO	38376YGZ8	April 2040
QG	100,000,000	3.625	PAC/AD	FIX	38376YHA2	April 2040
ZC(1)	21,136,456	5.000	SUP	FIX/Z	38376YHB0	April 2040
ZT(1)	86,000	5.000	PAC/AD	FIX/Z	38376YHC8	April 2040
Security Group 6						
FW	6,132,982	(5)	SUP/AD	FLT	38376YHD6	April 2040
SW	2,725,770	(5)	SUP/AD	INV	38376YHE4	April 2040
WA	45,476,000	3.400	PAC	FIX	38376YHF1	October 2037
WB	1,816,000	4.500	PAC	FIX	38376YHG9	March 2038
WD	11,128,000	4.500	PAC	FIX	38376YHH7	April 2040
WE	10,000,000	4.500	SUP	FIX	38376YHJ3	August 2038
WI	11,116,355	4.500	NTL (PAC)	FIX/IO	38376YHK0	October 2037
WZ	1,000	4.500	SUP	FIX/Z	38376YHL8	April 2040
Security Group 7						
AD(1)	79,974,265	4.500	SC/PT	FIX	38376YHM6	December 2034
FM	36,206,371	(5)	SC/PT	FLT	38376YHN4	December 2034
SM	36,206,371	(5)	NTL (SC/PT)	INV/IO	38376YHP9	December 2034
Security Group 8						
YA(1)	64,311,305	3.250	PAC/AD	FIX	38376YHQ7	May 2038
YB(1)	17,279,422	4.000	PAC/AD	FIX	38376YHR5	August 2039
YF(1)	75,029,855	(5)	PAC/AD	FLT	38376YHS3	May 2038
YI(1)	3,455,884	5.000	NTL (PAC/AD)	FIX/IO	38376YHT1	August 2039
YN	10,665,738	5.000	PAC/AD	FIX	38376YHU8	April 2040
YS(1)	75,029,855	(5)	NTL (PAC/AD)	INV/IO	38376YHV6	May 2038
ZA	28,713,680	5.000	TAC/AD	FIX/Z	38376YHW4	April 2040
ZB	4,000,000	5.000	SUP	FIX/Z	38376YHX2	April 2040
Residual						
RR	0	0.00	NPR	NPR	38376YHY0	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.

JPMorgan

Aladdin Capital LLC

The date of this Offering Circular Supplement is April 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: J.P. Morgan Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2010

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

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae II	5.0%	30
4	Underlying Certificates	(1)	(1)
5	Ginnie Mae II	5.0%	30
6	Ginnie Mae II	4.5%	30
7	Underlying Certificates	(1)	(1)
8	Ginnie Mae II	5.0%	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. 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, 3, 5, 6 and 8 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			
\$289,250,000	358	2	4.885%
Group 2 Trust Assets			
\$ 70,000,000	358	2	5.292%
Group 3 Trust Assets			
\$148,963,662	358	2	5.292%
Group 5 Trust Assets			
\$189,972,456	358	2	5.292%
Group 6 Trust Assets			
\$ 77,279,752	357	3	5.000%
Group 8 Trust Assets			
\$200,000,000	357	3	5.350%

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, 2, 3, 5, 6 and 8 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 5, 6 and 8 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FM	LIBOR + 0.47%	0.72298%	0.47%	7.000%	0	0.00%
FW	LIBOR + 1.20%	1.48900%	1.20%	6.500%	0	0.00%
GF	LIBOR + 0.77%	1.01863%	0.77%	6.500%	0	0.00%
GS	5.73% – LIBOR	5.48137%	0.00%	5.730%	0	5.73%
LF	LIBOR + 0.50%	0.74606%	0.50%	7.000%	0	0.00%
LS	6.50% – LIBOR	6.25394%	0.00%	6.500%	0	6.50%
PF	LIBOR + 0.50%	0.74863%	0.50%	7.000%	0	0.00%
PS	6.50% – LIBOR	6.25137%	0.00%	6.500%	0	6.50%
QS	6.55% – LIBOR	6.30381%	0.00%	6.550%	0	6.55%
SM	6.53% – LIBOR	6.27702%	0.00%	6.530%	0	6.53%
SW	11.925% – (LIBOR x 2.25)	11.27475%	0.00%	11.925%	0	5.30%
TF	LIBOR + 0.45%	0.69619%	0.45%	7.000%	0	0.00%
YF	LIBOR + 0.50%	0.74800%	0.50%	6.500%	0	0.00%
YS	6.00% – LIBOR	5.75200%	0.00%	6.000%	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, concurrently, to GF and LO, pro rata, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, concurrently, to BO and LF, pro rata, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the GZ and KZ Accrual Amounts will be allocated as follows:

- The KZ Accrual Amount, sequentially, to KV and KZ, in that order, until retired

- The Group 3 Principal Distribution Amount and GZ Accrual Amount in the following order of priority:

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

a. Sequentially, to G, Y, U, KV and KZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

b. To N, until retired

c. Sequentially, to G, Y, U, KV and KZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

2. To GZ, until retired

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

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 22.6548811997% to TF, until retired

2. 77.3451188003% sequentially, to JG, NW, NX and NY, in that order, until retired

SECURITY GROUP 5

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

- The ZT Accrual Amount in the following order of priority:

1. Concurrently, to PF and QG, pro rata, until retired

2. To ZT, until retired

- The Group 5 Principal Distribution Amount and ZC Accrual Amount in the following order of priority:

1. To the Group 5 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. Concurrently, to PF and QG, pro rata, until retired

b. To ZT, until retired

2. To ZC, until retired

3. To the Group 5 PAC Classes, in the same order and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the WZ Accrual Amount will be allocated as follows:

- The WZ Accrual Amount in the following order of priority:

1. Concurrently, to FW and SW, pro rata, until retired

2. To WZ, until retired

- The Group 6 Principal Distribution Amount in the following order of priority:

1. Sequentially, to WA, WB and WD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. To WE, until retired
3. Concurrently, to FW and SW, pro rata, until retired
4. To WZ, until retired
5. Sequentially, to WA, WB and WD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated, concurrently, to AD and FM, pro rata, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the ZA and ZB Accrual Amounts will be allocated in the following order of priority:

1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to YA and YF, pro rata, until retired
 - b. Sequentially, to YB and YN, in that order, until retired
2. To ZA, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZB, until retired
4. To ZA, without regard to its Scheduled Principal Balance, until retired
5. To the Group 8 PAC Classes, in the same order and priority described in step 1 above, but 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>Class</u>	<u>Structuring Ranges or Rate</u>
PAC I and PAC II Classes	
G, KV, KZ, N, U and Y (in the aggregate)	150% through 250% PSA
PAC I Classes	
G, KV, KZ, U and Y (in the aggregate)	125% through 250% PSA
PAC Classes	
PF, QG and ZT (in the aggregate)	277% through 375% PSA
WA, WB and WD (in the aggregate)	115% through 250% PSA
YA, YB, YF and YN (in the aggregate)	190% through 305% PSA
TAC Class	
ZA	352% PSA

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

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$ 71,976,838	90% of AD (SC/PT Class)
CI	121,324,000	80% of JG and NW (in the aggregate) (SC/SEQ Classes)
DI	148,024,800	80% of JG, NW and NX (in the aggregate) (SC/SEQ Classes)
EI	163,874,869	80% of JG, NW, NX and NY (in the aggregate) (SC/SEQ Classes)
GI	81,281,000	100% of G (PAC I/AD Class)
GS	200,250,000	100% of GF (PT Class)
HI	99,897,000	100% of G and Y (in the aggregate) (PAC I/AD Classes)
JI	90,446,400	80% of JG (SC/SEQ Class)
KI	114,116,000	100% of G, U and Y (in the aggregate) (PAC I/AD Classes)
LS	50,000,000	100% of LF (PT Class)
PS	68,750,000	100% of PF (PAC/AD Class)
QS	60,000,000	100% of TF (SC/PT Class)
SM	36,206,371	100% of FM (SC/PT Class)
WI	11,116,355	24.444444444444% of WA (PAC Class)
YI	3,455,884	20% of YB (PAC/AD Class)
YS	75,029,855	100% of YF (PAC/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.



\$614,860,533

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-055

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 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						
FG(1)	\$ 84,375,000	(5)	PT	FLT	38377FRJ2	May 2040
FM	2,250,000	(5)	SUP	FLT	38377FRK9	October 2039
HD(1)	56,757,628	4.50%	PAC I	FIX	38377FRL7	March 2039
PO	272,737	0.00	SUP	PO	38377FRM5	May 2040
PY	7,223,537	4.50	PAC I	FIX	38377FRN3	May 2040
QL(1)	148,169,377	4.50	PAC I	FIX	38377FRP8	October 2037
QM	46,434,458	4.50	PAC I	FIX	38377FRQ6	May 2040
SE(1)	84,375,000	(5)	NTL (PT)	INV/IO	38377FRR4	May 2040
SJ(1)	84,375,000	(5)	NTL (PT)	INV/IO	38377FRS2	May 2040
SM	2,250,000	(5)	NTL (SUP)	INV/IO	38377FRT0	October 2039
SU	750,000	(5)	SUP	INV	38377FRU7	October 2039
TA	19,163,000	4.50	SUP	FIX	38377FRV5	January 2040
TB	1,511,000	4.50	SUP	FIX	38377FRW3	March 2040
TC	1,889,500	4.50	SUP	FIX	38377FRX1	May 2040
UA	31,013,000	4.50	SUP	FIX	38377FRY9	October 2039
UB	1,797,500	4.50	SUP	FIX	38377FRZ6	January 2040
UJ	6,328,500	4.50	PAC II	FIX	38377FSA0	March 2040
UK	2,616,000	4.50	PAC II	FIX	38377FSB8	April 2040
UL	2,280,000	4.50	PAC II	FIX	38377FSC6	May 2040
UM	1,817,000	4.75	SUP	FIX	38377FSD4	March 2040
UO	178,132	0.00	SUP	PO	38377FSE2	May 2040
UP	3,519,895	4.75	SUP	FIX	38377FSF9	March 2040
US	750,000	(5)	SUP	INV	38377FSG7	October 2039
UW	2,778,736	4.75	SUP	FIX	38377FSH5	May 2040
Security Group 2						
QA(1)	90,810,000	4.50	PAC I	FIX	38377FSJ1	June 2038
QJ(1)	9,954,000	4.50	PAC I	FIX	38377FSK8	June 2039
QK(1)	10,000,000	4.50	PAC I	FIX	38377FSL6	May 2040
WA	25,631,000	4.50	SUP	FIX	38377FSM4	September 2039
WH	6,749,100	5.00	SUP	FIX	38377FSN2	May 2040
WL	4,110,000	4.50	PAC II	FIX	38377FSP7	March 2040
WM	443,500	4.50	PAC II	FIX	38377FSQ5	April 2040
WN	1,552,500	4.50	PAC II	FIX	38377FSR3	May 2040
WO	749,900	0.00	SUP	PO	38377FSS1	May 2040
Security Group 3						
A	3,343,317	4.50	SC/PT	FIX	38377FST9	June 2037
FH(1)	30,089,855	(5)	SC/PT	FLT	38377FSU6	June 2037
ST(1)	30,089,855	(5)	NTL (SC/PT)	INV/IO	38377FSV4	June 2037
Security Group 4						
TI	95,787	5.00	NTL (SC/PT)	FIX/IO	38377FSX0	January 2040
TJ	957,874	4.50	SC/PT	FIX	38377FSW2	January 2040
Security Group 5						
MA	7,181,000	4.50	SC/SEQ	FIX	38377FSY8	April 2040
MB	1,413,487	4.50	SC/SEQ	FIX	38377FSZ5	April 2040
MI	859,448	5.00	NTL (SC/PT)	FIX/IO	38377FTA9	April 2040
Residual						
RR	0	0.00	NPR	NPR	38377FTB7	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.

NOMURA

Sandgrain Securities Inc.

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

TERMS SHEET

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

Sponsor: Nomura Securities International, 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 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 2010. For the Group 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in 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	5.0%	30
2	Ginnie Mae II	4.5%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificate	(1)	(1)
5	Underlying Certificates	(1)	(1)

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

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

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

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$421,875,000	359	1	5.35%
Group 2 Trust Assets			
\$150,000,000	349	10	4.90%

¹ As of May 1, 2010.

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

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

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

<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>
FE	LIBOR + 0.55%	0.81500%	0.55%	7.00%	0	0.00%
FG	LIBOR + 0.50%	0.76500%	0.50%	7.00%	0	0.00%
FH	LIBOR + 0.50%	0.83688%	0.50%	7.00%	0	0.00%
FJ	LIBOR + 0.55%	0.88688%	0.55%	7.00%	0	0.00%
FM	LIBOR + 1.25%	1.51500%	1.25%	6.50%	0	0.00%
SE	6.45% – LIBOR	6.18500%	0.00%	6.45%	0	6.45%
SG	6.50% – LIBOR	6.23500%	0.00%	6.50%	0	6.50%
SJ	6.50% – LIBOR	0.05000%	0.00%	0.05%	0	6.50%
SM	5.25% – LIBOR	0.05000%	0.00%	0.05%	0	5.25%
ST	6.50% – LIBOR	0.05000%	0.00%	0.05%	0	6.50%
SU	6.90% – (LIBOR x 0.75)	6.70125%	3.00%	6.90%	0	5.20%
US	11.70% – (LIBOR x 2.25)	11.10375%	0.00%	11.70%	0	5.20%

(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, concurrently, as follows:

1. 20% to FG, until retired
2. 80% in the following order of priority:
 - a. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - i. 24.7427983062% sequentially, to HD and PY, in that order, until retired
 - ii. 75.2572016938% sequentially, to QL and QM, in that order, until retired
 - b. Sequentially, to UJ, UK and UL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, as follows:
 - i. 66.6666666667% in the following order of priority:
 - (a) Concurrently, to FM, SU, UA and US, pro rata, until retired
 - (b) Concurrently, as follows:
 - (i) 2.6315804709% to PO, until retired
 - (ii) 47.3684195291% sequentially, to UP and UW, in that order, until retired
 - (iii) 50.0000000000% in the following order of priority:
 1. To UB, until retired
 2. Concurrently, as follows:
 - a. 5.2631703354% to UO, until retired
 - b. 94.7368296646% sequentially, to UM and UW, in that order, until retired
 - ii. 33.3333333333% sequentially, to TA, TB and TC, in that order, until retired
 - d. Sequentially, to UJ, UK and UL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. To the Group 1 PAC I Classes, in the same order and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. Sequentially, to QA, QJ and QK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to WL, WM and WN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. To WA, until retired
4. Concurrently, to WH and WO, pro rata, until retired
5. Sequentially, to WL, WM and WN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

6. Sequentially, to QA, QJ and QK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated concurrently, to A and FH, pro rata, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated sequentially, to MA and MB, 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 I Classes	
HD, PY, QL and QM (in the aggregate)	120% PSA through 250% PSA
QA, QJ and QK (in the aggregate)	108% PSA through 250% PSA
PAC II Classes	
UJ, UK and UL (in the aggregate)	130% PSA through 215% PSA
WL, WM and WN (in the aggregate)	120% PSA through 225% PSA

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>
IO . . .	\$ 51,081,865	90% of HD (PAC I Class)
IQ . . .	133,352,439	90% of QL (PAC I Class)
MI . . .	859,448	10% of MA and MB (in the aggregate) (SC/SEQ Classes)
NI . . .	33,588,000	33.3333333333% of QA and QJ (in the aggregate) (PAC I Classes)
QI . . .	90,810,000	100% of QA (PAC I Class)
SE . . .	84,375,000	100% of FG (PT Class)
SG . . .	84,375,000	100% of FG (PT Class)
SJ . . .	84,375,000	100% of FG (PT Class)
SM . .	2,250,000	100% of FM (SUP Class)
ST . . .	30,089,855	100% of FH (SC/PT Class)
TI . . .	95,787	10% of TJ (SC/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.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(D)	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2007-035	KF	June 28, 2007	38375KRB0	(3)	FLT	June 2037	PAC I	\$250,463,742	0.66866344	\$33,433,172	19.9629693307%	6.500%	313	43	I
3	Ginnie Mae	2007-035	KY	June 28, 2007	38375KRD6	(3)	INV/IO	June 2037	NTL (PAC I)	250,463,742	0.66866344	3,343,317	1.9962969331	6.500	313	43	I
4	Ginnie Mae	2010-030	LP(4)	March 30, 2010	38376XWMI	5.0	FIX	January 2040	SC/TAC	969,000	0.98851899	957,874	100.0000000000	5.500	347	10	I
5	Ginnie Mae	2010-043	AM	April 30, 2010	38376XVM0	5.0	FIX	April 2040	PAC II	7,871,000	0.99821502	6,997,487	89.0611104053	5.289	358	2	II
5	Ginnie Mae	2010-043	BM	April 30, 2010	38376XVP3	5.0	FIX	April 2040	PAC II	1,597,000	1.00000000	1,597,000	100.0000000000	5.289	358	2	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) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.

(4) Ginnie Mae 2010-030 Class LP is backed by a previously issued certificate, Class LE from Ginnie Mae REMIC Trust 2010-017. Class LE is in turn backed by a previously issued certificate, Class YA from Ginnie Mae REMIC Trust 2010-006. Copies of the Cover Page, Terms Sheet, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2010-006 and 2010-017 are included in Exhibit B.



\$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(1)	15,970,000	0.00	PAC I	PO	38377FVU5	May 2040
PU(1)	81,286,000	4.50	PAC I	FIX	38377FVU2	May 2033
PV(1)	36,240,000	4.50	PAC I	FIX	38377FVV0	March 2036
PW(1)	15,970,000	(5)	NTL (PAC I)	FLT/IO/DLY	38377FVW8	May 2040
PY(1)	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(1)	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(1)	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(1)	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(1)	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(1)	12,340,000	(5)	NTL (PAC I)	INV/IO/DLY	38377FXB2	May 2040
OJ(1)	12,340,000	(5)	NTL (PAC I)	FLT/IO/DLY	38377FXC0	May 2040
OL(1)	12,340,000	0.00	PAC I	PO	38377FXD8	May 2040
PJ	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(1)	4,061,319	4.50	SEQ	FIX/Z	38377FXH9	May 2040
Security Group 10						
ZB(1)	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.

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, IJ, 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.

Schedule I

Available Combinations(1)

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 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	38377FVV7	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							

-
- (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.



\$1,813,045,699
Government National Mortgage Association
GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**
Ginnie Mae REMIC Trust 2010-062

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						
DA	\$ 7,664,000	4.5%	SUP	FIX	38377FHG9	March 2039
DB	4,336,000	4.5	SUP	FIX	38377FHH7	February 2040
DC	252,000	4.5	SUP	FIX	38377FHJ3	February 2040
DE	7,423,000	4.5	SUP	FIX	38377FHK0	December 2039
DG	325,000	4.5	SUP	FIX	38377FHL8	February 2040
DH	6,586,000	4.5	SUP	FIX	38377FHM6	February 2040
DJ	4,834,000	4.5	PAC II	FIX	38377FHN4	May 2040
DK	250,000	4.5	PAC II	FIX	38377FHP9	May 2040
DM	1,556,000	4.5	SUP	FIX	38377FHQ7	April 2040
DN	1,833,000	4.5	SUP	FIX	38377FHR5	May 2040
FA	30,000,000	(5)	PT	FLT	38377FHS3	May 2040
FB	300,000,000	(5)	PT	FLT	38377FHT1	May 2040
FD	100,000,000	(5)	PT	FLT	38377FHU8	May 2040
OB	124,000,000	0.0	PT	PO	38377FHV6	May 2040
PA(1)	102,883,000	4.5	PAC I	FIX	38377FHW4	April 2039
PB	12,058,000	4.5	PAC I	FIX	38377FHX2	May 2040
SA	30,000,000	(5)	NTL(PT)	INV/IO	38377FHY0	May 2040
SB	300,000,000	(5)	NTL(PT)	INV/IO	38377FHZ7	May 2040
SD	100,000,000	(5)	NTL(PT)	INV/IO	38377FJA0	May 2040
Security Group 2						
EP	21,000,000	5.0	SCH/AD	FIX	38377FJB8	May 2040
PD	200,000,000	4.0	PAC	FIX	38377FJC6	May 2040
PF	100,000,000	(5)	PAC	FLT	38377FJD4	May 2040
PS	100,000,000	(5)	NTL(PAC)	INV/IO	38377FJE2	May 2040
PZ	36,142,857	5.0	SUP	FIX/Z	38377FJF9	May 2040
Security Group 3						
FG	36,685,301	(5)	SEQ/AD	FLT	38377FJG7	March 2035
GA	36,685,302	4.0	SEQ/AD	FIX	38377FJH5	March 2035
SG	36,685,301	(5)	NTL(SEQ/AD)	INV/IO	38377FJJ1	March 2035
ZG	6,629,397	5.5	SEQ	FIX/Z	38377FJK8	May 2040

(Cover continued on next page)

CREDIT SUISSE

FINACORP SECURITIES

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4						
FE	\$100,000,000	(5)	PT	FLT	38377FJL6	May 2040
HA	10,324,000	4.5%	SUP	FIX	38377FJM4	October 2039
HB	2,251,000	4.5	SUP	FIX	38377FJN2	January 2040
HC	692,000	4.5	SUP	FIX	38377FJP7	February 2040
HD	2,458,000	4.5	SUP	FIX	38377FJQ5	May 2040
HE	10,000	4.5	SUP	FIX	38377FJR3	May 2040
HG	3,469,000	4.5	PAC II	FIX	38377FJS1	May 2040
HJ	7,000,000	4.5	TAC	FIX	38377FJT9	October 2039
HK	3,000,000	4.5	SUP	FIX	38377FJU6	October 2039
JA	20,234,000	4.5	SUP	FIX	38377FJV4	December 2039
JB	1,500,000	4.5	SUP	FIX	38377FJW2	February 2040
JC	2,247,000	4.5	SUP	FIX	38377FJX0	May 2040
JD	2,281,000	4.5	PAC II	FIX	38377FJY8	March 2040
JE	862,000	4.5	PAC II	FIX	38377FJZ5	April 2040
JG	924,000	4.5	PAC II	FIX	38377FKA8	May 2040
KA	142,301,000	4.5	PAC I	FIX	38377FKB6	December 2035
KB	6,187,000	4.5	PAC I	FIX	38377FKC4	May 2036
KC	60,965,000	4.5	PAC I	FIX	38377FKD2	June 2039
KD	20,429,000	4.5	PAC I	FIX	38377FKE0	May 2040
LA	11,050,000	4.5	SUP	FIX	38377FKF7	January 2040
LB	1,816,000	4.5	SUP	FIX	38377FKG5	May 2040
SE	100,000,000	(5)	NTL(PT)	INV/IO	38377FKH3	May 2040
Security Group 5						
FL(1)	129,711,005	(5)	SC/PT	FLT	38377FKJ9	February 2038
Security Group 6						
FJ(1)	41,058,841	(5)	SC/PT	FLT	38377FKK6	February 2038
IJ	41,058,841	(5)	NTL(SC/PT)	INV/IO	38377FKL4	February 2038
Security Group 7						
BF(1)	13,979,482	(5)	SC/PT	FLT	38377FKM2	March 2033
IB	139,794	(5)	NTL(SC/PT)	INV/IO	38377FKN0	March 2033
Security Group 8						
CF(1)	38,040,062	(5)	SC/PT	FLT	38377FKP5	April 2034
Security Group 9						
DF(1)	45,605,349	(5)	SC/PT	FLT	38377FKQ3	May 2037
ES(1)	45,605,349	(5)	NTL(SC/PT)	INV/IO	38377FKR1	May 2037
ID(1)	45,605,349	(5)	NTL(SC/PT)	INV/IO	38377FKS9	May 2037
OD	3,508,103	0.0	SC/PT	PO	38377FKT7	May 2037
Residual						
RR	0	0.0	NPR	NPR	38377FKU4	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.

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: Credit Suisse Securities (USA) LLC

Co-Sponsor: Finacorp Securities

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 28, 2010

Distribution Dates: For the Group 1, 2, 4, 5 and 6 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, 7, 8 and 9 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	5.0%	30
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae I	5.5%	30
4	Ginnie Mae II	5.0%	30
5	Underlying Certificates	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	Underlying Certificate	(1)	(1)
8	Underlying Certificates	(1)	(1)
9	Underlying Certificates	(1)	(1)

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of the MX Classes in Groups 5, 6, 7 and 8, 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, 3 and 4 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 \$704,000,000	358	2	5.289%
Group 2 Trust Assets \$357,142,857	355	5	5.310%
Group 3 Trust Assets \$80,000,000	310	38	6.000%
Group 4 Trust Assets \$400,000,000	358	2	5.289%

¹ As of May 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, 2 and 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 1, 2 and 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3 and 4 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:

<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>
Security Group 1						
FA	LIBOR + 0.70%	0.96670%	0.70%	6.50%	0	0.00%
FB	LIBOR + 0.75%	1.01672%	0.75%	6.50%	0	0.00%
FD	LIBOR + 0.51%	0.79000%	0.51%	7.00%	0	0.00%
SA	5.80% – LIBOR	5.53330%	0.00%	5.80%	0	5.80%
SB	5.75% – LIBOR	5.48328%	0.00%	5.75%	0	5.75%
SD	6.49% – LIBOR	6.21000%	0.00%	6.49%	0	6.49%
Security Group 2						
PF	LIBOR + 0.50%	0.73000%	0.50%	7.00%	0	0.00%
PS	6.50% – LIBOR	6.27000%	0.00%	6.50%	0	6.50%
Security Group 3						
FG	LIBOR + 0.35%	0.66250%	0.35%	7.00%	0	0.00%
SG	6.65% – LIBOR	6.33750%	0.00%	6.65%	0	6.65%
Security Group 4						
FE	LIBOR + 0.75%	1.09875%	0.75%	6.50%	0	0.00%
SE	5.75% – LIBOR	5.40125%	0.00%	5.75%	0	5.75%
Security Group 5						
FL	LIBOR + 0.50%	0.83969%	0.50%	7.00%	0	0.00%
Security Group 6						
FJ.	LIBOR + 0.50%	0.83969%	0.50%	7.00%	0	0.00%
IJ	6.50% – LIBOR	0.04000%	0.00%	0.04%	0	6.50%
Security Groups 5 and 6						
FM.	LIBOR + 0.50%	0.83969%	0.50%	7.00%	0	0.00%
Security Group 7						
BF	LIBOR + 0.45%	0.78688%	0.45%	7.00%	0	0.00%
IB	655.00% – (LIBOR x 100.00)	1.00000%	0.00%	1.00%	0	6.55%
Security Group 8						
CF	LIBOR + 0.45%	0.78688%	0.45%	7.00%	0	0.00%
Security Groups 7 and 8						
AF	LIBOR + 0.45%	0.78688%	0.45%	7.00%	0	0.00%
Security Group 9						
DF	LIBOR + 0.45%	0.78688%	0.45%	7.00%	0	0.00%
DS	6.55% – LIBOR	6.21312%	0.00%	6.55%	0	6.55%
EF	LIBOR + 0.50%	0.83688%	0.50%	7.00%	0	0.00%
ES	6.50% – LIBOR	6.16312%	0.00%	6.50%	0	6.50%
ID	6.55% – LIBOR	0.05000%	0.00%	0.05%	0	6.55%

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

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

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

SECURITY GROUP 1

A percentage of the Group 1 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, concurrently, as follows:

1. 78.6931818182%, concurrently, to FA, FB, FD and OB, pro rata, until retired
2. 21.3068181818% in the following order of priority:
 - a. Sequentially, to PA and PB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Sequentially, to DJ and DK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, as follows:
 - i. 24.7724366208% to DH, until retired
 - ii. 75.2275633792% in the following order of priority:
 1. Concurrently, as follows:
 - a. 39.2343528459%, sequentially, to DE and DG, in that order, until retired
 - b. 60.7656471541%, sequentially, to DA and DB, in that order, until retired
 2. To DC, until retired
 - d. Sequentially, to DM and DN, in that order, until retired
 - e. Sequentially, to DJ and DK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - f. Sequentially, to PA and PB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

- The PZ Accrual Amount to EP, until reduced to its Scheduled Principal Balance for that Distribution Date, and then to PZ
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. Concurrently, to PD and PF, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To EP, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To PZ, until retired
 4. To EP, without regard to its Scheduled Principal Balance, until retired
 5. Concurrently, to PD and PF, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the ZG Accrual Amount will be allocated in the following order of priority:

1. Concurrently, to FG and GA, pro rata, until retired
2. To ZG, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 25% to FE, until retired
2. 75% in the following order of priority:
 - a. Sequentially, to KA, KB, KC and KD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, as follows:
 - i. 40.0011409339% in the following order of priority:
 1. Sequentially, to JD, JE and JG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to JA, JB and JC, in that order, until retired
 3. Sequentially, to JD, JE and JG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - ii. 59.9988590661% in the following order of priority:
 1. To HG, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. Concurrently, as follows:
 - a. 66.6692572731% in the following order of priority:
 - i. Concurrently, as follows:
 1. 50.7970871876% to HA, until retired
 2. 49.2029128124% in the following order of priority:
 - a. To HJ, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To HK, until retired
 - c. To HJ, without regard to its Scheduled Principal Balance, until retired
 - ii. Sequentially, to HB, HC, HD and HE, in that order, until retired
 - b. 33.3307427269%, sequentially, to LA and LB, in that order, until retired
 3. To HG, without regard to its Scheduled Principal Balance, until retired
 - c. Sequentially, to KA, KB, KC and KD, in that order, without regard to their Aggregate Scheduled Principal Balance, 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 to FJ, until retired

SECURITY GROUP 7

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

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated to CF, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated, concurrently, to DF and OD, pro rata, 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>Security Group</u>	<u>Class</u>	<u>Structuring Range or Rate</u>
PAC I Classes		
1	PA and PB (in the aggregate)	120% PSA through 250% PSA
4	KA, KB, KC and KD (in the aggregate)	120% PSA through 250% PSA
PAC II Classes		
1	DJ and DK (in the aggregate)	130% PSA through 225% PSA
4	HG	130% PSA through 250% PSA
4	JD, JE and JG (in the aggregate)	130% PSA through 225% PSA
PAC Classes		
2	PD and PF (in the aggregate)	120% PSA through 200% PSA
Scheduled Class		
2	EP	165% PSA through 250% PSA
TAC Class		
4	HJ	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 Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
Security Group 1		
PI	\$ 30,864,900	30% of PA (PAC I Class)
SA	30,000,000	100% of FA (PT Class)
SB	300,000,000	100% of FB (PT Class)
SD	100,000,000	100% of FD (PT Class)
Security Group 2		
PS	\$100,000,000	100% of PF (PAC Class)
Security Group 3		
SG	\$ 36,685,301	100% of FG (SEQ/AD Class)
Security Group 4		
SE	\$100,000,000	100% of FE (PT Class)
Security Group 6		
IJ	\$ 41,058,841	100% of FJ (SC/PT Class)
Security Group 7		
IB	\$ 139,794	1% of BF (SC/PT Class)
Security Group 9		
DS	\$ 45,605,349	100% of DF (SC/PT Class)
ES	45,605,349	100% of DF (SC/PT Class)
ID	45,605,349	100% of DF (SC/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.



\$494,201,093
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-069

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 June 30, 2010.

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

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

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						
AP(1)	\$ 5,026,000	4.50%	PAC I	FIX	38377GAA7	June 2040
GA	5,828,000	4.50	SUP	FIX	38377GAB5	June 2039
GB	1,465,000	4.50	SUP	FIX	38377GAC3	January 2040
GC	1,207,000	4.50	SUP	FIX	38377GAD1	June 2040
GD	1,000,000	4.50	PAC II	FIX	38377GAE9	April 2040
GE	500,000	4.50	PAC II	FIX	38377GAF6	June 2040
GH	8,638,000	4.50	SUP/AD	FIX	38377GAG4	June 2039
GJ	1,932,000	4.50	SUP/AD	FIX	38377GAH2	December 2039
GK	2,504,000	4.50	SUP/AD	FIX	38377GAJ8	June 2040
GL	1,532,500	4.00	PAC II/AD	FIX	38377GAK5	June 2040
GM	1,532,500	5.00	PAC II/AD	FIX	38377GAL3	June 2040
GZ	9,000	4.50	SUP	FIX/Z	38377GAM1	June 2040
PG(1)	60,593,000	4.50	PAC I	FIX	38377GAN9	July 2038
PH(1)	8,223,000	4.50	PAC I	FIX	38377GAP4	October 2039
ZA	10,000	4.50	PAC II	FIX/Z	38377GAQ2	June 2040
Security Group 2						
CA	4,000,000	4.00	SC/PT	FIX	38377GAR0	January 2040
DF	1,000,000	(5)	SC/PT	FLT	38377GAS8	January 2040
DS	1,000,000	(5)	NTL (SC/PT)	INV/IO	38377GAT6	January 2040
Security Group 3						
LK(1)	24,181,830	4.00	SC/SEQ	FIX	38377GAU3	March 2023
LM	1,000	4.00	SC/SEQ	FIX	38377GAV1	March 2023
Security Group 4						
FP	50,322,332	(5)	SC/SEQ	FLT	38377GAW9	June 2038
SP	50,322,332	(5)	NTL (SC/SEQ)	INV/IO	38377GAX7	June 2038
TH	15,565,000	5.00	SC/SEQ	FIX	38377GAY5	June 2038
TL	6,226,000	5.00	NTL (SC/SEQ)	FIX/IO	38377GAZ2	June 2038
Security Group 5						
CH	2,202,936	5.00	SC/SUP	FIX	38377GBA6	January 2040
MQ(1)	8,717,213	5.00	SC/PAC	FIX	38377GBB4	January 2040
MU	10,000	5.00	SC/PAC	FIX	38377GBC2	January 2040
Security Group 6						
CX	571,617	4.50	SC/SUP	FIX	38377GBD0	June 2037
XA(1)	2,666,684	4.50	SC/PAC	FIX	38377GBE8	June 2037
XB	10,000	4.50	SC/PAC	FIX	38377GBF5	June 2037
Security Group 7						
CM	12,576,580	4.50	SC/SUP	FIX	38377GBG3	February 2037
Q(1)	29,941,000	4.50	SC/PAC	FIX	38377GBH1	February 2037
Security Group 8						
CD	676,924	5.00	SC/SUP	FIX	38377GBJ7	April 2040
DQ	2,700,000	2.75	SC/PAC	FIX	38377GBK4	April 2040
IQ	1,215,000	5.00	NTL (SC/PAC)	FIX/IO	38377GBL2	April 2040
MA(1)	120,270,000	5.00	SC/PAC	FIX	38377GBM0	April 2040
MB	9,702,000	5.00	SC/PAC	FIX	38377GBN8	April 2040
Security Group 9						
NP(1)	32,721,157	5.00	SC/PAC/AD	FIX	38377GBP3	December 2039
NZ	1,000	5.00	SC/PAC/AD	FIX/Z	38377GBQ1	December 2039
ZN	11,007,070	5.00	SC/SUP	FIX/Z	38377GBR9	December 2039
Security Group 10						
KP(1)	45,354,750	4.50	PT	FIX	38377GBS7	June 2040
Security Group 11						
PA	10,000,000	3.00	SC/PAC	FIX	38377GBT5	August 2037
PB	1,000	3.00	SC/SUP	FIX	38377GBU2	August 2037
Security Group 12						
PD	10,000,000	3.00	SC/PAC	FIX	38377GBV0	August 2037
PE	1,000	3.00	SC/SUP	FIX	38377GBW8	August 2037
Residual						
RR	0	0.00	NPR	NPR	38377GBX6	June 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: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2010

Distribution Dates: For the Group 1, 2, 4, 8, 9, 11 and 12 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2010. For the Group 3, 5, 6, 7 and 10 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 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	Underlying Certificate	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)
9	Underlying Certificates	(1)	(1)
10	Ginnie Mae I	4.5%	30
11	Underlying Certificate	(1)	(1)
12	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. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 10 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	349	10	4.9%
Group 10 Trust Assets			
\$ 45,354,750	356	3	5.0%

¹ As of June 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 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 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1 and 10 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:

<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 + 1.25%	1.515%	1.25%	6.50%	0	0.00%
DS	5.25% - LIBOR	4.985%	0.00%	5.25%	0	5.25%
FP	LIBOR + 0.35%	0.700%	0.35%	7.00%	0	0.00%
SP	6.65% - LIBOR	6.300%	0.00%	6.65%	0	6.65%

(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 GZ and ZA Accrual Amounts will be allocated as follows:

- The GZ Accrual Amount, sequentially, to GH, GJ, GK and GZ, in that order, until retired
- The ZA Accrual Amount in the following order of priority:
 1. Concurrently, to GL and GM, pro rata, until retired
 2. To ZA, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. Sequentially, to PG, PH and AP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently, as follows:
 - a. 61.7707775824% in the following order of priority:
 - i. To GL, GM and ZA, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - (a) Concurrently, to GL and GM, pro rata, until retired
 - (b) To ZA, until retired
 - ii. Sequentially, to GH, GJ, GK and GZ, in that order, until retired
 - iii. To GL, GM and ZA, in the same order and priority described in step 2.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - b. 38.2292224176% in the following order of priority:
 - i. Sequentially, to GD and GE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to GA, GB and GC, in that order, until retired
 - iii. Sequentially, to GD and GE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 3. Sequentially, to PG, PH and AP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated concurrently, to CA and DF, pro rata, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated sequentially, to LK and LM, in that order, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated sequentially, to TH and FP, in that order, until retired

SECURITY GROUP 5

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

1. Sequentially, to MQ and MU, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To CH, until retired
3. Sequentially, to MQ and MU, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 6

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

1. Sequentially, to XA and XB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To CX, until retired
3. Sequentially, to XA and XB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

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

1. To Q, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To CM, until retired
3. To Q, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated in the following order of priority:

1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, until DQ has been retired:
 - i. 2.4895984081% to DQ, until retired
 - ii. 97.5104015919% to MA
 - b. Concurrently, until MA has been retired:
 - i. 2.4895984081% to MB
 - ii. 97.5104015919% to MA, until retired
 - c. To MB, until retired
2. To CD, until retired

3. To the Group 8 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount and the NZ and ZN Accrual Amounts will be allocated as follows:

- The NZ Accrual Amount, sequentially, to NP and NZ, in that order, until retired
- The Group 9 Principal Distribution Amount and the ZN Accrual Amount in the following order of priority:
 1. Sequentially, to NP and NZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To ZN, until retired
 3. Sequentially, to NP and NZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 10

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

SECURITY GROUP 11

The Group 11 Principal Distribution Amount will be allocated in the following order of priority:

1. To PA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To PB, until retired
3. To PA, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 12

The Group 12 Principal Distribution Amount will be allocated in the following order of priority:

1. To PD, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To PE, until retired
3. To PD, without regard to its 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:

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
DQ, MA and MB (in the aggregate)*	125% PSA through 250% PSA
MQ and MU (in the aggregate)	300% PSA through 500% PSA
NP and NZ (in the aggregate)	187% PSA through 250% PSA
PA	160% PSA through 252% PSA
PD	160% PSA through 252% PSA
Q	105% PSA through 165% PSA
XA and XB (in the aggregate)	250% PSA through 400% PSA
PAC I Classes	
AP, PG and PH (in the aggregate)	108% PSA through 250% PSA
PAC II Classes	
GD and GE (in the aggregate)	118% PSA through 205% PSA
GL, GM and ZA (in the aggregate)	130% PSA through 225% 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 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>
DS . .	\$ 1,000,000	100% of DF (SC/PT Class)
IN . . .	16,633,888	55.5555555556% of Q (SC/PAC Class)
IO . . .	45,354,750	100% of KP (PT Class)
IQ . . .	1,215,000	45% of DQ (SC/PAC Class)
LI . . .	12,090,915	50% of LK (SC/SEQ Class)
MI . . .	60,135,000	50% of MA (SC/PAC Class)
NI . . .	4,023,329	46.1538461538% of MQ (SC/PAC Class)
PI . . .	33,662,777	55.5555555556% of PG (PAC I Class)
SP . . .	50,322,332	100% of FP (SC/SEQ Class)
TI . . .	6,226,000	40% of TH (SC/SEQ Class)
UI . . .	38,231,111	55.5555555556% of PG and PH (in the aggregate) (PAC I Classes)
XI . . .	1,111,118	41.6666666667% of XA (SC/PAC Class)
YI . . .	13,088,462	40% of NP (SC/PAC/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.



\$1,481,064,457
Government National Mortgage Association
GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**
Ginnie Mae REMIC Trust 2010-075

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-9 which highlights some of these risks.

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

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

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

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						
AF(1)	\$353,590,065	(5)	SC/PT	FLT	38377G MK2	September 2035
Security Group 2						
IO(1)	353,590,065	0.25%	NTL(PT)	FIX/IO	38377G ML0	September 2035
OA	16,072,275	0.00	PT	PO	38377G MM8	September 2035
Security Group 3						
BF(1)	24,413,884	(5)	SC/PT	FLT	38377G MN6	May 2037
Security Group 4						
DF(1)	51,179,785	(5)	SC/PT	FLT	38377G MP1	March 2037
IB	1,023,595	(5)	NTL(SC/PT)	INV/IO	38377G MQ9	March 2037
Security Group 5						
FC	211,636,469	(5)	SC/PT	FLT	38377G MR7	April 2035
FD	52,909,117	(5)	SC/PT	FLT	38377G MS5	April 2035
TC	52,909,117	(5)	NTL(SC/PT)	T/IO	38377G MT3	April 2035
Security Group 6						
EF(1)	162,818,908	(5)	SC/PT	FLT	38377G MU0	March 2037
Security Group 7						
IE(1)	162,818,908	0.25	NTL(PT)	FIX/IO	38377G MV8	March 2037
OE	6,784,121	0.00	PT	PO	38377G MW6	March 2037
Security Group 8						
NA(1)	203,030,303	4.50	SEQ	FIX	38377G MX4	February 2035
NB	100,000,000	4.50	SEQ	FIX	38377G MY2	June 2040
Security Group 9						
MA	19,000,000	4.50	SC/SUP	FIX	38377G MZ9	May 2040
MB	1,099,800	4.50	SC/SUP	FIX	38377G NA3	May 2040
MC	4,079,100	4.50	SC/PAC II	FIX	38377G NB1	May 2040
MD	821,100	4.50	SC/PAC II	FIX	38377G NC9	May 2040
PA(1)	63,950,791	4.50	SC/PAC I	FIX	38377G ND7	May 2040
PB(1)	9,917,778	4.50	SC/PAC I	FIX	38377G NE5	May 2040
PC(1)	7,985,772	4.50	SC/PAC I	FIX	38377G NF2	May 2040
Security Group 10						
KA(1)	141,775,189	4.50	SC/PT	FIX	38377G NG0	December 2035
Security Group 11						
A	40,000,000	4.00	SEQ	FIX	38377G NH8	April 2037
VA	4,485,000	4.00	SEQ/AD	FIX	38377G NJ4	May 2025
Z	5,515,000	4.00	SEQ	FIX/Z	38377G NK1	June 2040
Residual						
RR	0	0.00	NPR	NPR	38377G NL9	June 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.

CREDIT SUISSE

SANDGRAIN SECURITIES INC.

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

TERMS SHEET

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

Sponsor: Credit Suisse Securities (USA) LLC

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2010

Distribution Dates: For the Group 1, 2 and 5 through 11 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2010. For the Group 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2010.

Trust Assets:

<u>Trust Asset Group or Subgroup⁽¹⁾</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1 ⁽²⁾	Underlying Certificate	(3)	(3)
2 ⁽²⁾	Ginnie Mae II	5.5%	30
3	Underlying Certificate	(3)	(3)
4	Underlying Certificate	(3)	(3)
5	Underlying Certificates	(3)	(3)
6 ⁽⁴⁾	Underlying Certificate	(3)	(3)
7 ⁽⁴⁾	Ginnie Mae II	6.0%	30
8	Ginnie Mae II	4.5%	30
9A ⁽⁵⁾	Ginnie Mae II	5.0%	30
9B ⁽⁵⁾	Underlying Certificate	(3)	(3)
10	Underlying Certificate	(3)	(3)
11	Ginnie Mae II	4.0%	30

⁽¹⁾ The Group 9 Trust Assets consist of subgroups, Subgroup 9A and Subgroup 9B (each, a “Subgroup”).

⁽²⁾ The Ginnie Mae II MBS Certificates that back the Trust Asset Group 1 Underlying Certificate are issued from the same pools, and are in the same proportions of current principal balance, as the Ginnie Mae II MBS Certificates that will constitute Trust Asset Group 2.

⁽³⁾ Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

⁽⁴⁾ The Ginnie Mae II MBS Certificates that back the Trust Asset Group 6 Underlying Certificate are issued from the same pools, and are in the same proportions of current principal balance, as the Ginnie Mae II MBS Certificates that will constitute Trust Asset Group 7.

⁽⁵⁾ The Ginnie Mae II MBS Certificate that backs the Trust Asset Subgroup 9B Underlying Certificate is issued from the same pool as the Ginnie Mae II MBS Certificate that will constitute Trust Asset Subgroup 9A.

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 the MX Classes in Groups 1, 2, 3, 4, 6 and 7, 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 2, Group 7, Group 8, Subgroup 9A and Group 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 2 Trust Assets			
\$ 8,856,173	296	58	5.968%
6,994,518	295	59	5.945
221,584	293	60	5.975
<u>\$ 16,072,275</u>			
Group 7 Trust Assets			
\$ 1,648,055	273	77	6.334%
1,511,572	281	70	6.398
1,298,561	282	67	6.367
1,241,299	279	71	6.367
1,084,634	281	71	6.416
<u>\$ 6,784,121</u>			
Group 8 Trust Assets			
\$303,030,303	358	2	4.900%
Subgroup 9A Trust Assets			
\$ 96,168,907	357	3	5.289%
Group 11 Trust Assets			
\$ 50,000,000	351	9	4.550%

¹ As of June 1, 2010.

² Does not include the Group 8 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 2, Group 7, Group 8, Subgroup 9A and Group 11 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 2, Group 7, Group 8, Subgroup 9A and Group 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. Under certain circumstances, the MX Classes in Groups 1, 2, 6 and 7 will be subject to mandatory exchange, with no exchange fee, for their related REMIC Securities. See “Description of the Securities— Modification and Exchange” in this Supplement.

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, Interest Only, Toggle 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. In the event that the Subgroup 9B Underlying Certificate is retired before the Subgroup 9A Trust Assets (as could result from an optional termination of the Subgroup 9B Underlying Trust by the Underlying Trustee, for example), each of the Classes in Security Group 9 will be entitled to receive increased interest payments equal to 50/45 times the interest payments to which it would otherwise have been entitled.

The Floating Rate, Inverse Floating Rate and Toggle 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
Security Group 1						
AF	LIBOR + 0.20%	0.54750%	0.20%	6.50%	0	0.00%
Security Groups 1 and 2						
FA	LIBOR + 0.45%	0.79750%	0.45%	6.75%	0	0.00%
Security Group 3						
BF	LIBOR + 0.24%	0.58969%	0.24%	6.75%	0	0.00%
Security Group 4						
DF	LIBOR + 0.24%	0.58969%	0.24%	6.75%	0	0.00%
IB	325.50% – (LIBOR × 50.00)	0.50000%	0.00%	0.50%	0	6.51%
Security Groups 3 and 4						
FB	LIBOR + 0.24%	0.58969%	0.24%	6.75%	0	0.00%
Security Group 5						
FC	LIBOR + 0.34%	0.68750%	0.34%	6.50%	0	0.00%
FD	LIBOR + 0.64%	0.98750%	0.64%	6.50%	0	0.00%
TC	<i>If LIBOR is less than or equal to 6.10%: LIBOR – 5.86%</i> <i>If LIBOR is greater than 6.10%: 24.64% – (LIBOR × 4.00)</i>	0.00000%	0.00%	0.24%	0	<i>less than or equal to 5.86% or greater than or equal to 6.16%</i>
Security Group 6						
EF	LIBOR + 0.20%	0.54750%	0.20%	7.00%	0	0.00%
Security Groups 6 and 7						
FE	LIBOR + 0.45%	0.79750%	0.45%	7.25%	0	0.00%

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

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

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

SECURITY GROUP 1

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

SECURITY GROUP 2

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

SECURITY GROUP 3

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

SECURITY GROUP 4

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

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated, concurrently, to FC and FD, pro rata, until retired

SECURITY GROUP 6

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

SECURITY GROUP 7

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

SECURITY GROUP 8

A percentage of the Group 8 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 8 Principal Distribution Amount (the "Group 8 Adjusted Principal Distribution Amount") will be allocated, sequentially, to NA and NB, in that order, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to PA, PB and PC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to MC and MD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to MA and MB, in that order, until retired
4. Sequentially, to MC and MD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

5. Sequentially, to PA, PB and PC, in that order, without regard their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 10

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

SECURITY GROUP 11

The Group 11 Principal Distribution Amount and the Accrual Amount will be allocated as follows:

- The Accrual Amount to VA, until retired, and then to Z
- The Group 11 Principal Distribution Amount, sequentially, to A, VA and Z, 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 Range</u>
PAC I Classes	
PA, PB and PC (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
MC and MD (in the aggregate)	140% PSA through 249% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 2		
IO	\$353,590,065	2,200.0000933284% of OA (PT Class)
Security Group 4		
IB	\$1,023,595	2% of DF (SC/PT Class)
Security Group 5		
TC	\$52,909,117	100% of FD (SC/PT Class)
Security Group 7		
IE	\$162,818,908	2,400.0000589612% of OE (PT Class)
Security Group 8		
NI	\$90,235,690	44.4444444444% of NA (SEQ Class)
Security Group 9		
BI	\$4,407,901	44.4444444444% of PB (SC/PAC I Class)
CI	7,957,133	44.4444444444% of PB and PC (in the aggregate) (SC/PAC I Classes)
IP	32,830,475	44.4444444444% of PA and PB (in the aggregate) (SC/PAC I Classes)
PI	28,422,573	44.4444444444% of PA (SC/PAC I Class)
Security Group 10		
KI	\$56,710,075	40% of KA (SC/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.

Underlying Certificates

Trust Asset Group or Subgroup	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 Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
1	Ginnie Mae	2005-068	F	September 29, 2005	38374L2X6	(3)	FLT	September 2035	STP	\$750,000,000	0.47145342	\$353,590,065	100.000000000000%	5.958%	296	58	II
3	Ginnie Mae	2007-031	BF	May 30, 2007	38375JQ65	(3)	FLT	May 2037	PT	44,007,171	0.55477059	24,413,884	100.000000000000	7.000	313	41	I
4	Ginnie Mae	2007-009	AF	March 30, 2007	38375JMN2	(3)	FLT	March 2037	PT	120,370,370	0.50990930	51,179,785	83.3846153335	7.000	308	44	I
5	Ginnie Mae	2005-003	EM	January 28, 2005	38374KSB0	(3)	FLT	January 2035	TAC/AD	100,000,000	0.30120217	25,100,181	83.3333330000	6.382	280	71	II
5	Ginnie Mae	2004-088	FN	October 29, 2004	38374JPL4	(3)	FLT	October 2034	TAC/AD	190,666,666	0.31942144	60,098,552	98.0790989464	6.392	279	72	II
5	Ginnie Mae	2004-091	FE	November 26, 2004	38374JJ31	(3)	FLT	November 2034	TAC/AD	218,419,012	0.26470631	43,817,103	75.7859906444	6.399	270	79	II
5	Ginnie Mae	2005-027	FP	April 29, 2005	38374K2M4	(3)	FLT	April 2035	PAC/AD	102,222,578	0.32579062	33,303,157	100.0000000000	6.386	275	75	II
5	Ginnie Mae	2004-087	FC	October 29, 2004	38374JMD5	(3)	FLT	October 2034	TAC/AD	150,000,000	0.25841223	38,761,835	100.0000000000	6.365	273	77	II
5	Ginnie Mae	2004-086	FP	October 29, 2004	38374JXJ0	(3)	FLT	September 2034	PAC/AD	200,000,000	0.29342692	58,685,384	100.0000000000	6.332	278	73	II
5	Ginnie Mae	2005-047	FY	June 30, 2005	38374LQQ7	(3)	FLT	May 2034	SCH/AD	76,665,231	0.11470893	4,779,374	54.3469711844	6.357	280	71	II
6	Ginnie Mae	2007-008	FH	March 30, 2007	38375JRT4	(3)	FLT	March 2037	PT	329,012,764	0.49487110	162,818,908	100.0000000000	6.374	279	71	II
9B	Ginnie Mae	2010-062	OB	May 28, 2010	38377HHV6	0.0%	PO	May 2040	PT	124,000,000	0.99815444	10,685,434	8.032193548	5.289	357	3	II
10	Ginnie Mae	2010-062	KA	May 28, 2010	38377HKB6	4.5	FIX	December 2035	PAC I	142,301,000	0.99630494	141,775,189	100.0000000000	5.299	357	3	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of June 2010.
- (3) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.



\$608,111,688

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-084**

OFFERING CIRCULAR SUPPLEMENT
July 22, 2010

NOMURA
Sandgrain Securities, Inc.