



\$2,078,652,386

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities Ginnie Mae REMIC Trust 2010-087

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.

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						
ZE	\$ 33,385,507	5.00%	SC/PT	FIX/Z	38374YA94	April 2040
Security Group 2						
FK(1)	133,097,989	(5)	PT	FLT	38374YB28	July 2040
FQ	12,450,000	(5)	SUP	FLT	38374YB36	April 2040
KD(1)	268,650,874	4.50	PAC I	FIX	38374YB44	November 2035
KE(1)	71,803,141	4.50	PAC I	FIX	38374YB51	March 2038
KG(1)	72,942,515	4.50	PAC I	FIX	38374YB69	May 2040
KH(1)	6,471,124	4.50	PAC I	FIX	38374YB77	July 2040
QA	2,879,000	4.50	SUP	FIX	38374YB85	April 2040
QB	125,000	4.50	SUP	FIX	38374YB93	June 2040
QC	3,915,303	4.50	SUP	FIX	38374YC27	July 2040
QD	22,686,000	4.50	PAC II	FIX	38374YC35	July 2040
QE	38,350,000	4.00	SUP	FIX	38374YC43	April 2040
QF	10,000,000	(5)	SUP	FLT	38374YC50	April 2040
QK	8,250,000	4.00	SUP	FIX	38374YC68	October 2039
QL	2,750,000	4.00	SUP	FIX	38374YC76	April 2040
QM	3,412,667	4.25	SUP	FIX	38374YC84	June 2040
QS	2,000,000	(5)	SUP	INV	38374YC92	April 2040
QT	2,000,000	4.00	PAC II	FIX	38374YD26	July 2040
QU	1,706,333	5.00	SUP	FIX	38374YD34	June 2040
QY	2,000,000	5.00	PAC II	FIX	38374YD42	July 2040
SK	133,097,989	(5)	NTL (PT)	INV/IO	38374YD59	July 2040
SQ	12,450,000	(5)	NTL (SUP)	INV/IO	38374YD67	April 2040
Security Group 3						
LA(1)	197,850,028	4.50	PAC I	FIX	38374YD75	August 2036
LB(1)	28,025,508	4.50	PAC I	FIX	38374YD83	October 2037
LC(1)	26,602,034	4.50	PAC I	FIX	38374YD91	November 2038
LD(1)	45,239,064	4.50	PAC I	FIX	38374YE25	July 2040
LO	9,628,337	0.00	SUP	PO	38374YE33	July 2040
LZ	50,149,919	5.00	SUP	FIX/Z	38374YE41	July 2040
PW(1)	36,505,110	5.00	PAC II/AD	FIX	38374YE58	July 2040
Security Group 4						
CA(1)	170,051,124	4.50	SEQ	FIX	38374YE66	February 2033
CB(1)	28,833,298	4.50	SEQ	FIX	38374YE74	January 2035
DB(1)	101,115,578	4.50	SEQ	FIX	38374YE82	July 2040
Security Group 5						
MA(1)	197,122,361	4.50	PAC/AD	FIX	38374YE90	March 2036
MB(1)	35,300,150	4.50	PAC/AD	FIX	38374YF24	November 2037
MC(1)	18,358,382	4.50	PAC/AD	FIX	38374YF32	September 2038
MD(1)	47,586,293	4.50	PAC/AD	FIX	38374YF40	July 2040
MI	15,703,536	4.75	NTL (PAC/AD)	FIX/IO	38374YF57	July 2040
MZ	60,000,000	4.75	SUP	FIX/Z	38374YF65	July 2040
Security Group 6						
KA(1)	187,446,621	4.50	SEQ	FIX	38374YF73	March 2033
KB(1)	39,963,126	4.50	SEQ	FIX	38374YF81	September 2035
YB(1)	100,000,000	4.50	SEQ	FIX	38374YF99	July 2040
Residual						
RR	0	0.00	NPR	NPR	38374YG23	July 2040

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 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.

- (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 1 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: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2010

Distribution Dates: For the Group 1, 3, 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 August 2010. For the Group 2 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in 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	Underlying Certificates	(1)	(1)
2	Ginnie Mae I	5.00%	30
3	Ginnie Mae II	4.50	30
4	Ginnie Mae II	4.50	30
5	Ginnie Mae II	4.75	30
6	Ginnie Mae II	4.50	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 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 2 Trust Assets			
\$665,489,946	275	75	5.50%
Group 3 Trust Assets			
\$394,000,000	353	7	4.90%
Group 4 Trust Assets			
\$300,000,000	358	2	4.90%
Group 5 Trust Assets			
\$358,367,186	358	2	5.00%
Group 6 Trust Assets			
\$327,409,747	357	3	4.95%

¹ As of July 1, 2010.

² Does not include the Group 4 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 3, 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 3, 4, 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 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 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>
FA	LIBOR + 0.40%	0.746%	0.40%	6.50%	0	0.00%
FB	LIBOR + 0.50%	0.846%	0.50%	6.50%	0	0.00%
FC	LIBOR + 0.40%	0.746%	0.40%	6.50%	0	0.00%
FD	LIBOR + 0.50%	0.846%	0.50%	6.50%	0	0.00%
FK	LIBOR + 0.50%	0.846%	0.50%	7.00%	0	0.00%
FL	LIBOR + 0.40%	0.746%	0.40%	7.00%	0	0.00%
FQ	LIBOR + 1.25%	1.596%	1.25%	6.00%	0	0.00%
PF	LIBOR + 0.65%	0.991%	0.65%	6.50%	0	0.00%
PS	5.85% – LIBOR	5.509%	0.00%	5.85%	0	5.85%
QF	LIBOR + 1.25%	1.596%	1.25%	6.00%	0	0.00%
QS	23.75% – (LIBOR × 5.00)	22.020%	0.00%	23.75%	0	4.75%
SA	6.10% – LIBOR	5.754%	0.00%	6.10%	0	6.10%
SB	6.00% – LIBOR	5.654%	0.00%	6.00%	0	6.00%
SC	6.10% – LIBOR	5.754%	0.00%	6.10%	0	6.10%
SD	6.00% – LIBOR	5.654%	0.00%	6.00%	0	6.00%
SK	6.50% – LIBOR	6.154%	0.00%	6.50%	0	6.50%
SL	330.00% – (LIBOR × 50.00)	5.000%	0.00%	5.00%	0	6.60%
SQ	4.75% – LIBOR	4.404%	0.00%	4.75%	0	4.75%
TF	LIBOR + 0.75%	1.091%	0.75%	6.50%	0	0.00%
TS	5.75% – LIBOR	5.409%	0.00%	5.75%	0	5.75%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

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

SECURITY GROUP 1

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

SECURITY GROUP 2

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

1. 19.9999999699% to FK, until retired
2. 80.0000000301% in the following order of priority:
 - a. Sequentially, to KD, KE, KG and KH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to QD, QT and QY, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

- c. Concurrently, as follows:
 - i. 85.6544816703% concurrently, to FQ, QA, QE, QF and QS, pro rata, until retired
 - ii. 14.3455183297% sequentially, to QK and QL, in that order, until retired
- d. Concurrently, to QB, QM and QU, pro rata, until retired
- e. To QC, until retired
- f. Concurrently, to QD, QT and QY, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
- g. Sequentially, to KD, KE, KG and KH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- The LZ Accrual Amount in the following order of priority:
 - 1. To PW, until reduced to its Scheduled Principal Balance for that Distribution Date
 - 2. To LZ, until retired
- The Group 3 Principal Distribution Amount in the following order of priority:
 - 1. Sequentially, to LA, LB, LC and LD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - 2. Concurrently, as follows:
 - a. 89.9999995846% in the following order of priority:
 - i. To PW, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To LZ, until retired
 - iii. To PW, without regard to its Scheduled Principal Balance, until retired
 - b. 10.0000004154% to LO, until retired
 - 3. Sequentially, to LA, LB, LC and LD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the “Group 4 Adjusted Principal Distribution Amount”) will be allocated, sequentially, to CA, CB and DB, in that order, until retired

SECURITY GROUP 5

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

- 1. Sequentially, to MA, MB, MC and MD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. To MZ, until retired
3. Sequentially, to MA, MB, MC and MD, 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, sequentially, to KA, KB and YB, 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 I Classes	
KD, KE, KG and KH (in the aggregate)	125% PSA through 250% PSA
LA, LB, LC and LD (in the aggregate)	115% PSA through 250% PSA
PAC II Classes	
PW	160% PSA through 225% PSA
QD, QT and QY (in the aggregate)	150% PSA through 250% PSA
PAC Classes	
MA, MB, MC and MD (in the aggregate)	150% PSA through 250% 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, with respect to each Accrual Class other than Class ZE, will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

Principal will be distributed to Class ZE when received as principal from the Underlying Certificates, as set forth in this Terms Sheet under “Allocation of Principal.” The Underlying Certificates are also Accrual Classes. Interest will accrue on each Underlying Certificate at the rate set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. However, no interest will be distributed to the Underlying Certificates as interest but will constitute an Accrual Amount with respect to the related Underlying Trust, which will be added to the Class Principal Balance of the related Underlying Certificate on each Distribution Date and will be distributable as principal as set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document.

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	\$227,409,747	100% of KA and KB (in the aggregate) (SEQ Classes)
BI	9,341,836	33.3333333333% of LB (PAC I Class)
CI	8,867,344	33.3333333333% of LC (PAC I Class)
DI	18,209,180	33.3333333333% of LB and LC (in the aggregate) (PAC I Classes)

Class	Original Class Notional Balance	Represents Approximately
EI	\$ 20,036,333	42.1052631579% of MD (PAC/AD Class)
GI	21,540,942	30% of KE (PAC I Class)
HI	\$125,486,408	55.555555556% of LA and LB (in the aggregate) (PAC I Classes)
	<u>7,980,610</u>	29.9999992482% of LC (PAC I Class)
	<u>\$133,467,018</u>	
IB	\$ 11,147,415	31.5789473684% of MB (PAC/AD Class)
IC	5,797,383	31.5789473684% of MC (PAC/AD Class)
ID	198,884,422	100% of CA and CB (in the aggregate) (SEQ Classes)
IE	15,079,688	33.333333333% of LD (PAC I Class)
IJ	80,595,262	30% of KD (PAC I Class)
IK	104,137,011	55.555555556% of KA (SEQ Class)
IM	103,748,611	52.6315789474% of MA (PAC/AD Class)
IN	\$122,327,637	52.6315789474% of MA and MB (in the aggregate) (PAC/AD Classes)
	<u>5,314,268</u>	28.9473652675% of MC (PAC/AD Class)
	<u>\$127,641,905</u>	
IY	\$ 16,224,493	44.444444444% of PW (PAC II/AD Class)
JI	126,338,748	55.555555556% of KA and KB (in the aggregate) (SEQ Classes)
LI	153,883,355	77.777777778% of LA (PAC I Class)
MI	15,703,536	5.2631578947% of MA, MB, MC and MD (in the aggregate) (PAC/AD Classes)
NI	16,944,799	31.5789473684% of MB and MC (in the aggregate) (PAC/AD Classes)
PS	18,252,555	50% of PW (PAC II/AD Class)
SA	137,689,215	69.2307692308% of CA and CB (in the aggregate) (SEQ Classes)
SB	137,689,215	69.2307692308% of CA and CB (in the aggregate) (SEQ Classes)
SC	157,437,517	69.2307692308% of KA and KB (in the aggregate) (SEQ Classes)
SD	157,437,517	69.2307692308% of KA and KB (in the aggregate) (SEQ Classes)
SK	133,097,989	100% of FK (PT Class)
SL	2,661,959	2% of FK (PT Class)
SQ	12,450,000	100% of FQ (SUP Class)
TS	18,252,555	50% of PW (PAC II/AD Class)
VI	94,472,846	55.555555556% of CA (SEQ Class)

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

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

RISK FACTORS

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

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

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

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

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

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

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

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

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

Support securities will be more sensitive to rates of principal payments than other securities. If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC 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 the underlying certificates will directly affect the rate of principal payments on the group 1 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 underlying certificate disclosure documents, the underlying certificates are classes that provide support to other classes, and they are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, the underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

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 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 mortgage 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 1 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

residual security and the suitability of the residual securities to your investment objectives. See “*Certain Federal Income Tax Consequences*” in this supplement and in the base offering circular.

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

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS (Groups 2, 3, 4, 5 and 6)

The Group 2 Trust Assets are either:

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

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

The Group 3, 4, 5 and 6 Trust Assets are either:

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

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

The Underlying Certificates (Group 1)

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

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 3, 4, 5 and 6 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 3, 4, 5 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the Weighted Average Lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

The Trustee Fee

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

GINNIE MAE GUARANTY

The Government National Mortgage Association (“Ginnie Mae”), a wholly-owned corporate instrumentality of the United States of America within HUD, guarantees the timely payment of principal and interest on the Securities. The General Counsel of HUD has provided an opinion to the effect that

Ginnie Mae has the authority to guarantee multiclass securities and that Ginnie Mae guaranties will constitute general obligations of the United States, for which the full faith and credit of the United States is pledged. See *“Ginnie Mae Guaranty” in the Base Offering Circular*.

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

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

Interest Distributions

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

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

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

Categories of Classes

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

Accrual Periods

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

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

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Classes

Each of Classes LZ, MZ and ZE is an Accrual Class. Interest will accrue on the Accrual Classes and, in the case of Classes LZ and MZ, will be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

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

amount of principal to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.

- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 5 through 15 and 17 through 27, 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, 5 through 15 and 17 through 27, 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 2010-087. 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 1 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 1 securities” in this Supplement.

Accretion Directed Classes

Classes MA, MB, MC, MD and PW are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Class MI

is a Notional Class whose Class Notional Balance is determined by reference to the aggregate of the Class Principal Balances of Classes MA, MB, MC and MD.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Class PW will have principal payment stability only through the prepayment rate shown in the table below and within its effective range. The remaining Accretion Directed Classes are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their effective ranges.

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

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for Class PW shown in the table below, the Class Principal Balance of Class PW would be reduced to zero before its Final Distribution Date, and the Weighted Average Life of Class PW would equal its maximum Weighted Average Life shown in the table below.
- However, the Weighted Average Life of Class PW will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.

Accretion Directed Class

<u>Class</u>	<u>Maximum Weighted Average Life (in years)(1)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
PW	6.0	July 2040	108% PSA

(1) The maximum Weighted Average Life for Class PW is based on the Modeling Assumptions and the assumption that the related Mortgage Loans prepay at any constant rate at or below the rate shown in the table. That Weighted Average Life could extend, perhaps significantly, under certain non-constant prepayment scenarios or if the actual Mortgage Loan characteristics differ from the Modeling Assumptions.

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for Class PW, the Class Principal Balance of that Class could be reduced to zero before its Final Distribution Date, and its Weighted Average Life could be shortened.

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:

	<u>Initial Effective Ranges</u>
PAC I Classes	
KD, KE, KG and KH (in the aggregate)	125% PSA through 250% PSA
LA, LB, LC and LD (in the aggregate)	115% PSA through 250% PSA

	<u>Initial Effective Ranges</u>
PAC II Classes	
PW	160% PSA through 234% PSA
QD, QT and QY (in the aggregate)	150% PSA through 250% PSA

	<u>Initial Effective Range</u>
PAC Classes	
MA, MB, MC and MD (in the aggregate)	133% PSA through 250% PSA

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

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant rate*. Non-constant prepayment rates can cause any PAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range 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, 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 2, 3, 4, 5 and 6 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 2, 3, 4, 5 and 6 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 2, 3, 4, 5 or 6 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 3, 4, 5 or 6 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, 3, 4, 5 and 6 Securities are always received on the 20th day of the month, and distributions on the Group 2 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 day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates					
Distribution Date	Class ZE				
	0%	100%	250%	400%	500%
Initial Percent	100	100	100	100	100
July 2011	105	105	105	78	16
July 2012	110	110	110	27	0
July 2013	116	116	116	8	0
July 2014	122	122	120	3	0
July 2015	128	128	104	2	0
July 2016	135	135	84	1	0
July 2017	142	142	78	1	0
July 2018	149	149	81	1	0
July 2019	157	157	85	0	0
July 2020	165	165	87	0	0
July 2021	171	171	76	0	0
July 2022	177	177	65	0	0
July 2023	182	182	55	0	0
July 2024	187	187	47	0	0
July 2025	193	193	39	0	0
July 2026	199	199	33	0	0
July 2027	204	204	27	0	0
July 2028	210	210	22	0	0
July 2029	217	217	18	0	0
July 2030	223	223	14	0	0
July 2031	230	227	11	0	0
July 2032	237	219	9	0	0
July 2033	244	213	7	0	0
July 2034	251	201	5	0	0
July 2035	259	179	3	0	0
July 2036	268	136	2	0	0
July 2037	277	94	1	0	0
July 2038	247	56	1	0	0
July 2039	117	20	0	0	0
July 2040	0	0	0	0	0
Weighted Average Life (years)	28.8	26.4	12.1	1.8	0.7

Security Group 2 PSA Prepayment Assumption Rates																				
Distribution Date	Classes EA, EB, EC, ED, EG, EH, IJ and KD					Classes FK, FL, SK and SL					Classes FQ, QA, QE, QF, QS and SQ					Classes GA, GB, GC, GD, GE, GH, GI and KE				
	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	97	81	81	81	79	99	90	85	83	68	100	100	71	59	0	100	100	100	100	100
July 2012	95	64	64	64	36	97	82	72	69	47	100	100	51	30	0	100	100	100	100	100
July 2013	92	48	48	48	7	96	74	61	57	32	100	100	36	10	0	100	100	100	100	100
July 2014	88	33	33	33	0	94	66	51	47	22	100	100	26	0	0	100	100	100	100	50
July 2015	85	19	19	19	0	92	59	43	39	15	100	100	20	0	0	100	100	100	100	0
July 2016	82	7	7	7	0	91	53	36	32	10	100	100	18	0	0	100	100	100	100	0
July 2017	78	0	0	0	0	89	47	30	26	7	100	100	17	0	0	100	83	83	83	0
July 2018	74	0	0	0	0	87	42	25	21	5	100	100	15	0	0	100	47	47	47	0
July 2019	70	0	0	0	0	85	37	21	17	3	100	100	13	0	0	100	18	18	18	0
July 2020	65	0	0	0	0	83	33	17	14	2	100	100	11	0	0	100	0	0	0	0
July 2021	61	0	0	0	0	80	28	14	11	1	100	100	8	0	0	100	0	0	0	0
July 2022	56	0	0	0	0	78	25	12	9	1	100	97	6	0	0	100	0	0	0	0
July 2023	51	0	0	0	0	75	21	9	7	1	100	87	3	0	0	100	0	0	0	0
July 2024	45	0	0	0	0	72	18	7	6	0	100	76	1	0	0	100	0	0	0	0
July 2025	40	0	0	0	0	69	15	6	4	0	100	64	0	0	0	100	0	0	0	0
July 2026	33	0	0	0	0	66	13	5	3	0	100	53	0	0	0	100	0	0	0	0
July 2027	27	0	0	0	0	63	10	3	2	0	100	43	0	0	0	100	0	0	0	0
July 2028	20	0	0	0	0	60	8	3	2	0	100	32	0	0	0	100	0	0	0	0
July 2029	13	0	0	0	0	56	6	2	1	0	100	22	0	0	0	100	0	0	0	0
July 2030	6	0	0	0	0	52	4	1	1	0	100	13	0	0	0	100	0	0	0	0
July 2031	0	0	0	0	0	48	3	1	0	0	100	4	0	0	0	91	0	0	0	0
July 2032	0	0	0	0	0	44	1	0	0	0	100	0	0	0	0	59	0	0	0	0
July 2033	0	0	0	0	0	40	0	0	0	0	100	0	0	0	0	26	0	0	0	0
July 2034	0	0	0	0	0	35	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	30	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	24	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	19	0	0	0	0	100	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	13	0	0	0	0	77	0	0	0	0	0	0	0	0	0
July 2039	0	0	0	0	0	7	0	0	0	0	34	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
Weighted Average Life (years)	12.3	3.0	3.0	3.0	1.7	18.9	7.9	5.5	5.0	2.6	28.6	16.4	3.4	1.5	0.3	22.3	8.0	8.0	8.0	4.0

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class KG					Class KH					Class KP					Classes QB, QM and QU					
	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	
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	100	100	100	100	100	100	100	100	98	88	88	88	87	100	100	100	100	100	0
July 2012	100	100	100	100	100	100	100	100	100	100	96	77	77	77	59	100	100	100	100	100	0
July 2013	100	100	100	100	100	100	100	100	100	100	95	66	66	66	40	100	100	100	100	100	0
July 2014	100	100	100	100	100	100	100	100	100	100	93	57	57	57	27	100	100	100	100	62	0
July 2015	100	100	100	100	98	100	100	100	100	100	90	48	48	48	19	100	100	100	100	0	0
July 2016	100	100	100	100	64	100	100	100	100	100	88	40	40	40	13	100	100	100	100	0	0
July 2017	100	100	100	100	40	100	100	100	100	100	86	33	33	33	8	100	100	100	100	0	0
July 2018	100	100	100	100	24	100	100	100	100	100	83	27	27	27	6	100	100	100	100	0	0
July 2019	100	100	100	100	13	100	100	100	100	100	81	22	22	22	4	100	100	100	100	0	0
July 2020	100	93	93	93	6	100	100	100	100	100	78	18	18	18	3	100	100	100	100	0	0
July 2021	100	73	73	73	1	100	100	100	100	100	75	14	14	14	2	100	100	100	100	0	0
July 2022	100	57	57	57	0	100	100	100	100	72	72	11	11	11	1	100	100	100	100	0	0
July 2023	100	43	43	43	0	100	100	100	100	47	68	9	9	9	1	100	100	100	100	0	0
July 2024	100	32	32	32	0	100	100	100	100	30	65	7	7	7	0	100	100	100	100	0	0
July 2025	100	23	23	23	0	100	100	100	100	19	61	5	5	5	0	100	100	87	100	0	0
July 2026	100	15	15	15	0	100	100	100	100	12	57	4	4	4	0	100	100	58	100	0	0
July 2027	100	9	9	9	0	100	100	100	100	7	53	3	3	3	0	100	100	32	100	0	0
July 2028	100	4	4	4	0	100	100	100	100	4	49	2	2	2	0	100	100	8	100	0	0
July 2029	100	0	0	0	0	100	100	100	100	3	44	2	2	2	0	100	100	0	100	0	0
July 2030	100	0	0	0	0	100	66	66	66	1	40	1	1	1	0	100	100	0	100	0	0
July 2031	100	0	0	0	0	100	38	38	38	1	34	1	1	1	0	100	100	0	100	0	0
July 2032	100	0	0	0	0	100	16	16	16	0	29	0	0	0	0	100	31	0	100	0	0
July 2033	100	0	0	0	0	100	0	0	0	0	23	0	0	0	0	100	0	0	100	0	0
July 2034	91	0	0	0	0	100	0	0	0	0	17	0	0	0	0	100	0	0	100	0	0
July 2035	54	0	0	0	0	100	0	0	0	0	11	0	0	0	0	100	0	0	100	0	0
July 2036	15	0	0	0	0	100	0	0	0	0	4	0	0	0	0	100	0	0	100	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	100	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	100	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	100	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0
Weighted Average																					
Life (years)	25.1	13.0	13.0	13.0	6.9	26.5	20.7	20.7	20.7	13.5	16.4	5.9	5.9	5.9	3.2	29.8	21.8	16.3	4.1	0.7	

PSA Prepayment Assumption Rates

Distribution Date	Class QC					Classes QD, QT and QY					Class QK					Class QL					
	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	0%	125%	220%	250%	500%	
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	100	100	0	100	100	71	71	0	100	100	62	46	0	100	100	100	100	100	0
July 2012	100	100	100	100	0	100	100	48	48	0	100	100	34	7	0	100	100	100	100	100	0
July 2013	100	100	100	100	0	100	100	30	30	0	100	100	14	0	0	100	100	100	100	40	0
July 2014	100	100	100	100	0	100	100	17	17	0	100	100	1	0	0	100	100	100	100	0	0
July 2015	100	100	100	48	0	100	100	7	7	0	100	100	0	0	0	100	100	81	100	0	0
July 2016	100	100	100	1	0	100	100	1	1	0	100	100	0	0	0	100	100	71	100	0	0
July 2017	100	100	100	0	0	100	99	0	0	0	100	100	0	0	0	100	100	67	100	0	0
July 2018	100	100	100	0	0	100	89	0	0	0	100	100	0	0	0	100	100	60	100	0	0
July 2019	100	100	100	0	0	100	72	0	0	0	100	100	0	0	0	100	100	52	100	0	0
July 2020	100	100	100	0	0	100	49	0	0	0	100	100	0	0	0	100	100	43	100	0	0
July 2021	100	100	100	0	0	100	22	0	0	0	100	100	0	0	0	100	100	33	100	0	0
July 2022	100	100	100	0	0	100	0	0	0	0	100	97	0	0	0	100	100	23	100	0	0
July 2023	100	100	100	0	0	100	0	0	0	0	100	82	0	0	0	100	100	14	100	0	0
July 2024	100	100	100	0	0	100	0	0	0	0	100	67	0	0	0	100	100	5	100	0	0
July 2025	100	100	100	0	0	100	0	0	0	0	100	52	0	0	0	100	100	0	100	0	0
July 2026	100	100	100	0	0	100	0	0	0	0	100	38	0	0	0	100	100	0	100	0	0
July 2027	100	100	100	0	0	100	0	0	0	0	100	23	0	0	0	100	100	0	100	0	0
July 2028	100	100	100	0	0	100	0	0	0	0	100	10	0	0	0	100	100	0	100	0	0
July 2029	100	100	82	0	0	100	0	0	0	0	100	0	0	0	0	100	89	0	100	0	0
July 2030	100	100	57	0	0	100	0	0	0	0	100	0	0	0	0	100	51	0	100	0	0
July 2031	100	100	35	0	0	100	0	0	0	0	100	0	0	0	0	100	15	0	100	0	0
July 2032	100	100	15	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	100	0	0
July 2033	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	100	0	0
July 2034	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	100	0	0
July 2035	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	100	0	0
July 2036	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	100	0	0
July 2037	100	0	0	0	0	53	0	0	0	0	100	0	0	0	0	100	0	0	100	0	0
July 2038	100	0	0	0	0	0	0	0	0	0	70	0	0	0	0	100	0	0	100	0	0
July 2039	100	0	0	0	0	0	0	0	0	0	12	0	0	0	0	100	0	0	100	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0
Weighted Average																					
Life (years)	29.9	22.6	20.4	5.1	0.7	27.0	9.8	2.2	2.2	0.7	28.3	15.2	1.6	1.0	0.2	29.5	20.0	9.0	2.9	0.6	

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes BI, BK, BL, BM, BN, BP, BQ and LB					Classes CI, CK, CL, CM, CN, CP, CQ and LC					Classes DI, DK, DL, DM, DN, EK, EL and EM				
	0%	115%	190%	250%	400%	0%	115%	190%	250%	400%	0%	115%	190%	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	41	100	100	100	100	100	100	100	100	100	70
July 2017	100	100	100	100	0	100	100	100	100	63	100	100	100	100	31
July 2018	100	100	100	100	0	100	100	100	100	2	100	100	100	100	1
July 2019	100	47	47	47	0	100	100	100	100	0	100	73	73	73	0
July 2020	100	0	0	0	0	100	94	94	94	0	100	46	46	46	0
July 2021	100	0	0	0	0	100	47	47	47	0	100	23	23	23	0
July 2022	100	0	0	0	0	100	8	8	8	0	100	4	4	4	0
July 2023	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2024	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2025	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2026	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2028	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2030	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2031	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
July 2032	41	0	0	0	0	100	0	0	0	0	70	0	0	0	0
July 2033	0	0	0	0	0	76	0	0	0	0	37	0	0	0	0
July 2034	0	0	0	0	0	4	0	0	0	0	2	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)	21.9	9.0	9.0	9.0	5.9	23.4	11.0	11.0	11.0	7.2	22.6	10.0	10.0	10.0	6.6

PSA Prepayment Assumption Rates

Distribution Date	Classes EP, EQ, ET, EV, EW, EY, IE and ID					Classes GM, GN, GP, GQ, IA, LE, LG, LH, LI, LJ, LK, LM, LN, LQ, LW and LY					Classes HA, HB, HC, HD, HE, HG, HI, HJ, HK, HL, HM and HQ				
	0%	115%	190%	250%	400%	0%	115%	190%	250%	400%	0%	115%	190%	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	98	91	91	91	91	98	92	92	92	92
July 2012	100	100	100	100	100	95	77	77	77	77	96	81	81	81	81
July 2013	100	100	100	100	100	92	62	62	62	52	94	68	68	68	60
July 2014	100	100	100	100	100	89	48	48	48	26	91	57	57	57	39
July 2015	100	100	100	100	100	86	35	35	35	6	89	46	46	46	23
July 2016	100	100	100	100	100	83	23	23	23	0	86	36	36	36	11
July 2017	100	100	100	100	100	79	12	12	12	0	83	27	27	27	4
July 2018	100	100	100	100	100	76	2	2	2	0	80	19	19	19	0
July 2019	100	100	100	100	75	72	0	0	0	0	77	11	11	11	0
July 2020	100	100	100	100	55	68	0	0	0	0	73	6	6	6	0
July 2021	100	100	100	100	41	63	0	0	0	0	70	3	3	3	0
July 2022	100	100	100	100	30	58	0	0	0	0	66	0	0	0	0
July 2023	100	86	86	86	22	53	0	0	0	0	62	0	0	0	0
July 2024	100	70	70	70	16	48	0	0	0	0	57	0	0	0	0
July 2025	100	57	57	57	12	42	0	0	0	0	53	0	0	0	0
July 2026	100	46	46	46	8	36	0	0	0	0	48	0	0	0	0
July 2027	100	37	37	37	6	30	0	0	0	0	42	0	0	0	0
July 2028	100	30	30	30	4	23	0	0	0	0	37	0	0	0	0
July 2029	100	23	23	23	3	16	0	0	0	0	31	0	0	0	0
July 2030	100	18	18	18	2	8	0	0	0	0	25	0	0	0	0
July 2031	100	14	14	14	1	0	0	0	0	0	18	0	0	0	0
July 2032	100	11	11	11	1	0	0	0	0	0	11	0	0	0	0
July 2033	100	8	8	8	1	0	0	0	0	0	5	0	0	0	0
July 2034	100	6	6	6	0	0	0	0	0	0	0	0	0	0	0
July 2035	57	4	4	4	0	0	0	0	0	0	0	0	0	0	0
July 2036	10	3	3	3	0	0	0	0	0	0	0	0	0	0	0
July 2037	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0
July 2038	1	1	1	1	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)	25.2	16.7	16.7	16.7	11.3	12.7	4.0	4.0	4.0	3.0	14.4	5.0	5.0	5.0	3.6

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes HN, HP, HT, HV, HW, HY, IY, PF, PS, PW, TF, TS, YK, YL, YM, YN, YP, YQ, YT, YV and YW					Class LO					Class LZ				
	0%	115%	190%	250%	400%	0%	115%	190%	250%	400%	0%	115%	190%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	93	93	88	88	88	100	100	92	85	69	105	105	95	83	55
July 2012	86	86	68	68	47	100	100	78	61	20	110	110	85	56	0
July 2013	78	78	49	49	0	100	100	65	39	0	116	116	77	31	0
July 2014	70	70	34	34	0	100	100	55	23	0	122	122	70	14	0
July 2015	61	61	22	22	0	100	100	48	12	0	128	128	66	4	0
July 2016	52	52	14	11	0	100	100	42	5	0	135	135	63	0	0
July 2017	43	43	8	2	0	100	100	39	1	0	142	142	62	0	0
July 2018	33	33	5	0	0	100	100	37	0	0	149	149	61	0	0
July 2019	22	20	3	0	0	100	99	36	0	0	157	157	60	0	0
July 2020	11	3	1	0	0	100	96	34	0	0	165	165	58	0	0
July 2021	0	0	0	0	0	100	93	32	0	0	173	160	55	0	0
July 2022	0	0	0	0	0	100	88	29	0	0	173	152	51	0	0
July 2023	0	0	0	0	0	100	83	27	0	0	173	143	46	0	0
July 2024	0	0	0	0	0	100	77	24	0	0	173	133	42	0	0
July 2025	0	0	0	0	0	100	71	22	0	0	173	123	37	0	0
July 2026	0	0	0	0	0	100	65	19	0	0	173	112	33	0	0
July 2027	0	0	0	0	0	100	59	17	0	0	173	102	29	0	0
July 2028	0	0	0	0	0	100	53	14	0	0	173	91	25	0	0
July 2029	0	0	0	0	0	100	47	12	0	0	173	81	22	0	0
July 2030	0	0	0	0	0	100	41	11	0	0	173	71	18	0	0
July 2031	0	0	0	0	0	100	36	9	0	0	173	62	15	0	0
July 2032	0	0	0	0	0	100	30	7	0	0	173	53	13	0	0
July 2033	0	0	0	0	0	100	25	6	0	0	173	44	10	0	0
July 2034	0	0	0	0	0	100	21	5	0	0	173	36	8	0	0
July 2035	0	0	0	0	0	100	16	4	0	0	173	28	6	0	0
July 2036	0	0	0	0	0	100	12	3	0	0	173	21	4	0	0
July 2037	0	0	0	0	0	80	8	2	0	0	138	14	3	0	0
July 2038	0	0	0	0	0	55	5	1	0	0	95	8	2	0	0
July 2039	0	0	0	0	0	28	1	0	0	0	49	2	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.0	5.9	3.4	3.3	1.8	28.2	18.8	8.2	2.8	1.4	28.2	19.2	11.7	2.4	1.0

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes CA, VE, VG, VH, VI, VJ, VK, VL, VM, VN, VP and VQ					Class CB					Class CV				
	0%	100%	190%	300%	400%	0%	100%	190%	300%	400%	0%	100%	190%	300%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	98	94	92	88	85	100	100	100	100	100	100	100	100	100	100
July 2012	96	85	76	66	57	100	100	100	100	100	100	100	100	100	100
July 2013	93	73	57	39	23	100	100	100	100	100	100	100	100	100	100
July 2014	90	61	39	16	0	100	100	100	100	89	100	100	100	100	98
July 2015	88	50	24	0	0	100	100	100	88	0	100	100	100	97	73
July 2016	85	40	11	0	0	100	100	100	1	0	100	100	100	78	54
July 2017	82	31	0	0	0	100	100	94	0	0	100	100	99	63	40
July 2018	78	22	0	0	0	100	100	34	0	0	100	100	85	50	30
July 2019	75	13	0	0	0	100	100	0	0	0	100	100	74	40	22
July 2020	71	6	0	0	0	100	100	0	0	0	100	100	63	32	16
July 2021	67	0	0	0	0	100	90	0	0	0	100	98	54	25	12
July 2022	63	0	0	0	0	100	50	0	0	0	100	89	47	20	9
July 2023	59	0	0	0	0	100	13	0	0	0	100	81	40	16	6
July 2024	54	0	0	0	0	100	0	0	0	0	100	73	34	13	5
July 2025	49	0	0	0	0	100	0	0	0	0	100	66	29	10	3
July 2026	44	0	0	0	0	100	0	0	0	0	100	59	24	8	2
July 2027	38	0	0	0	0	100	0	0	0	0	100	52	20	6	2
July 2028	32	0	0	0	0	100	0	0	0	0	100	46	17	5	1
July 2029	26	0	0	0	0	100	0	0	0	0	100	41	14	4	1
July 2030	19	0	0	0	0	100	0	0	0	0	100	36	12	3	1
July 2031	12	0	0	0	0	100	0	0	0	0	100	31	9	2	0
July 2032	4	0	0	0	0	100	0	0	0	0	100	26	8	2	0
July 2033	0	0	0	0	0	76	0	0	0	0	95	22	6	1	0
July 2034	0	0	0	0	0	26	0	0	0	0	84	18	5	1	0
July 2035	0	0	0	0	0	0	0	0	0	0	72	14	3	1	0
July 2036	0	0	0	0	0	0	0	0	0	0	59	11	3	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	45	8	2	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	31	5	1	0	0
July 2039	0	0	0	0	0	0	0	0	0	0	16	2	0	0	0
July 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.7	5.3	3.5	2.6	2.2	23.5	12.0	7.8	5.4	4.3	26.5	18.3	13.0	9.3	7.3

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes DA, DC, DE, DG, DH, DJ, DO, DQ, DT, DV, DW, DX, FA, FB, ID, QV, SA and SB					Class DB				
	0%	100%	190%	300%	400%	0%	100%	190%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2011	98	95	93	90	88	100	100	100	100	100
July 2012	96	87	80	71	63	100	100	100	100	100
July 2013	94	77	63	47	35	100	100	100	100	100
July 2014	92	67	48	28	13	100	100	100	100	100
July 2015	90	57	35	13	0	100	100	100	100	93
July 2016	87	49	24	0	0	100	100	100	100	69
July 2017	84	41	14	0	0	100	100	100	80	52
July 2018	82	33	5	0	0	100	100	100	64	38
July 2019	79	26	0	0	0	100	100	95	51	28
July 2020	75	19	0	0	0	100	100	81	41	21
July 2021	72	13	0	0	0	100	100	70	33	15
July 2022	68	7	0	0	0	100	100	60	26	11
July 2023	65	2	0	0	0	100	100	51	20	8
July 2024	61	0	0	0	0	100	94	44	16	6
July 2025	56	0	0	0	0	100	84	37	13	4
July 2026	52	0	0	0	0	100	75	31	10	3
July 2027	47	0	0	0	0	100	67	26	8	2
July 2028	42	0	0	0	0	100	60	22	6	2
July 2029	36	0	0	0	0	100	52	18	5	1
July 2030	31	0	0	0	0	100	46	15	3	1
July 2031	24	0	0	0	0	100	39	12	3	1
July 2032	18	0	0	0	0	100	34	10	2	0
July 2033	11	0	0	0	0	100	28	8	1	0
July 2034	4	0	0	0	0	100	23	6	1	0
July 2035	0	0	0	0	0	92	19	4	1	0
July 2036	0	0	0	0	0	76	14	3	0	0
July 2037	0	0	0	0	0	58	10	2	0	0
July 2038	0	0	0	0	0	40	6	1	0	0
July 2039	0	0	0	0	0	21	3	1	0	0
July 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.1	6.2	4.1	3.0	2.5	27.4	20.1	14.5	10.3	8.1

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes BC, BD, BE, BG, BH, BJ, IB and MB					Classes CD, CE, CG, CH, CJ, CI, IC and MC					Classes EI, EJ, EN, GK, GL, GT, GV, GW, GY and MD					Classes IM, MA, ME, MG, MH, MJ, MK, ML, MN, MQ, MW and MY					
	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	96	93	93	93	93
July 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	93	79	79	79	79	79
July 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	89	63	63	63	63	52
July 2014	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	84	47	47	47	47	26
July 2015	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	80	33	33	33	33	6
July 2016	100	100	100	100	51	100	100	100	100	100	100	100	100	100	100	75	21	21	21	21	0
July 2017	100	100	100	100	0	100	100	100	100	81	100	100	100	100	100	70	9	9	9	9	0
July 2018	100	96	96	96	0	100	100	100	100	0	100	100	100	100	97	65	0	0	0	0	0
July 2019	100	47	47	47	0	100	100	100	100	0	100	100	100	100	72	59	0	0	0	0	0
July 2020	100	7	7	7	0	100	100	100	100	0	100	100	100	100	53	53	0	0	0	0	0
July 2021	100	0	0	0	0	100	47	47	47	0	100	100	100	100	39	47	0	0	0	0	0
July 2022	100	0	0	0	0	100	0	0	0	0	100	97	97	97	29	40	0	0	0	0	0
July 2023	100	0	0	0	0	100	0	0	0	0	100	80	80	80	21	33	0	0	0	0	0
July 2024	100	0	0	0	0	100	0	0	0	0	100	65	65	65	15	25	0	0	0	0	0
July 2025	100	0	0	0	0	100	0	0	0	0	100	53	53	53	11	17	0	0	0	0	0
July 2026	100	0	0	0	0	100	0	0	0	0	100	43	43	43	8	9	0	0	0	0	0
July 2027	99	0	0	0	0	100	0	0	0	0	100	35	35	35	6	0	0	0	0	0	0
July 2028	46	0	0	0	0	100	0	0	0	0	100	28	28	28	4	0	0	0	0	0	0
July 2029	0	0	0	0	0	82	0	0	0	0	100	22	22	22	3	0	0	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0	88	17	17	17	2	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	41	14	14	14	1	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	11	11	11	11	1	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	8	8	8	8	1	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	6	6	6	6	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	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)	17.9	9.0	9.0	9.0	6.1	19.3	11.0	11.0	11.0	7.3	21.1	16.4	16.4	16.4	11.2	9.8	4.0	4.0	4.0	4.0	3.1

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Class KB					Class YB				
	0%	100%	190%	300%	400%	0%	100%	190%	300%	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	89	100	100	100	100	100
July 2015	100	100	100	90	2	100	100	100	100	100
July 2016	100	100	100	23	0	100	100	100	100	75
July 2017	100	100	97	0	0	100	100	100	88	56
July 2018	100	100	50	0	0	100	100	100	70	41
July 2019	100	100	9	0	0	100	100	100	56	31
July 2020	100	100	0	0	0	100	100	89	45	23
July 2021	100	96	0	0	0	100	100	77	35	17
July 2022	100	64	0	0	0	100	100	66	28	12
July 2023	100	35	0	0	0	100	100	56	22	9
July 2024	100	7	0	0	0	100	100	48	17	7
July 2025	100	0	0	0	0	100	92	40	14	5
July 2026	100	0	0	0	0	100	83	34	11	3
July 2027	100	0	0	0	0	100	74	29	8	2
July 2028	100	0	0	0	0	100	65	24	6	2
July 2029	100	0	0	0	0	100	57	20	5	1
July 2030	100	0	0	0	0	100	50	16	4	1
July 2031	100	0	0	0	0	100	43	13	3	1
July 2032	100	0	0	0	0	100	37	11	2	0
July 2033	86	0	0	0	0	100	31	8	2	0
July 2034	46	0	0	0	0	100	25	6	1	0
July 2035	4	0	0	0	0	100	20	5	1	0
July 2036	0	0	0	0	0	84	15	3	1	0
July 2037	0	0	0	0	0	65	11	2	0	0
July 2038	0	0	0	0	0	44	7	1	0	0
July 2039	0	0	0	0	0	23	3	1	0	0
July 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	23.9	12.5	8.0	5.6	4.4	27.7	20.7	15.0	10.7	8.4

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 1 Securities, the investor’s own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not necessarily benefit from a higher yield at high levels of LIBOR and Class SL 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 (or added to the principal amount of) that Class even though interest began to accrue approximately 46 or 50 days earlier, as applicable.

Yield Tables

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and, in the case of the 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 2

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

PSA Prepayment Assumption Rates				
125%	220%	250%	339%	500%
7.3%	7.3%	7.3%	0.1%	(17.2)%

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

PSA Prepayment Assumption Rates				
125%	220%	250%	414%	500%
20.9%	20.9%	20.9%	0.1%	(16.0)%

**Sensitivity of Class QS to Prepayments
Assumed Price 105.0%***

LIBOR	PSA Prepayment Assumption Rates			
	125%	220%	250%	500%
0.150%	22.9%	21.3%	19.5%	6.4%
0.346%	21.9%	20.3%	18.5%	5.6%
2.548%	10.7%	9.4%	7.8%	(3.5)%
4.750% and above	(0.2)%	(1.1)%	(2.7)%	(12.3)%

**Sensitivity of Class SK to Prepayments
Assumed Price 15.65625%***

LIBOR	PSA Prepayment Assumption Rates			
	125%	220%	250%	500%
0.150%	31.8%	24.7%	22.4%	2.2%
0.346%	30.4%	23.3%	21.0%	0.9%
3.423%	8.4%	2.0%	(0.1)%	(18.4)%
6.500% and above	**	**	**	**

**Sensitivity of Class SL to Prepayments
Assumed Price 15.625%***

LIBOR	PSA Prepayment Assumption Rates			
	125%	220%	250%	500%
6.50% and below	22.1%	15.3%	13.1%	(6.4)%
6.55%	4.1%	(2.2)%	(4.3)%	(22.2)%
6.60% and above	**	**	**	**

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>125%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.150%.....	111.2%	65.2%	30.1%	**
0.346%.....	105.8%	60.6%	25.1%	**
2.548%.....	49.2%	14.5%	(31.2)%	**
4.750% and above.....	**	**	**	**

SECURITY GROUP 3

**Sensitivity of Class BI to Prepayments
Assumed Price 28.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>376%</u>	<u>400%</u>
8.6%	8.6%	8.6%	0.0%	(1.8)%

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

<u>PSA Prepayment Assumption Rates</u>				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>367%</u>	<u>400%</u>
6.6%	6.6%	6.6%	0.0%	(2.1)%

**Sensitivity of Class DI to Prepayments
Assumed Price 32.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>363%</u>	<u>400%</u>
7.0%	7.0%	7.0%	0.0%	(2.5)%

**Sensitivity of Class HI to Prepayments
Assumed Price 17.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>371%</u>	<u>400%</u>
8.5%	8.5%	8.5%	0.0%	(2.5)%

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

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

Sensitivity of Class IE to Prepayments
Assumed Price 49.0%*

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>400%</u>	<u>413%</u>
5.3%	5.3%	5.3%	0.5%	0.0%

Sensitivity of Class IY to Prepayments
Assumed Price 12.0%*

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>280%</u>	<u>400%</u>
27.1%	10.2%	8.6%	0.3%	(33.1)%

Sensitivity of Class LI to Prepayments
Assumed Price 14.0%*

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>375%</u>	<u>400%</u>
9.5%	9.5%	9.5%	0.0%	(2.4)%

Sensitivity of Class LO to Prepayments
Assumed Price 77.75%

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>400%</u>	
1.4%	3.5%	9.8%	19.8%	

Sensitivity of Class PS to Prepayments
Assumed Price 9.5%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>400%</u>
0.1500%	56.6%	40.7%	40.2%	8.6%
0.3410%	54.1%	38.1%	37.5%	5.3%
3.0955%	17.7%	0.5%	(1.9)%	(47.6)%
5.8500% and above	**	**	**	**

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

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

**Sensitivity of Class TS to Prepayments
Assumed Price 9.5%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>115%</u>	<u>190%</u>	<u>250%</u>	<u>400%</u>
0.1500%	55.2%	39.3%	38.7%	6.8%
0.3410%	52.7%	36.7%	36.1%	3.5%
3.0455%	16.9%	(0.3)%	(2.7)%	(48.7)%
5.7500% and above	**	**	**	**

SECURITY GROUP 4

**Sensitivity of Class DO to Prepayments
Assumed Price 91.68502%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>190%</u>	<u>300%</u>	<u>400%</u>
1.4%	2.1%	2.9%	3.6%

**Sensitivity of Class ID to Prepayments
Assumed Price 12.5%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>190%</u>	<u>300%</u>	<u>329%</u>	<u>400%</u>
25.7%	15.9%	3.3%	0.0%	(7.9)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>190%</u>	<u>300%</u>	<u>400%</u>
0.150%	49.5%	41.5%	31.0%	21.3%
0.346%	47.2%	39.1%	28.5%	18.7%
3.223%	14.4%	3.4%	(10.7)%	(22.8)%
6.100% and above	**	**	**	**

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

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>190%</u>	<u>300%</u>	<u>400%</u>
0.150%.....	48.3%	40.3%	29.7%	19.9%
0.346%.....	46.1%	37.9%	27.1%	17.3%
3.173%.....	13.8%	2.7%	(11.5)%	(23.6)%
6.000% and above.....	**	**	**	**

**Sensitivity of Class VI to Prepayments
Assumed Price 11.5%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>190%</u>	<u>298%</u>	<u>300%</u>	<u>400%</u>
26.6%	14.6%	0.1%	(0.1)%	(12.6)%

SECURITY GROUP 5

**Sensitivity of Class EI to Prepayments
Assumed Price 47.0%***

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>453%</u>
6.5%	6.5%	6.5%	2.0%	0.0%

**Sensitivity of Class IB to Prepayments
Assumed Price 34.12978%***

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>324%</u>	<u>400%</u>
5.0%	5.0%	5.0%	0.0%	(5.5)%

**Sensitivity of Class IC to Prepayments
Assumed Price 38.49202%***

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>355%</u>	<u>400%</u>
5.8%	5.8%	5.8%	0.0%	(2.7)%

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

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

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

PSA Prepayment Assumption Rates				
150%	200%	250%	400%	412%
12.1%	12.1%	12.1%	1.1%	0.1%

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

PSA Prepayment Assumption Rates				
150%	200%	250%	375%	400%
8.6%	8.6%	8.6%	0.1%	(1.9)%

**Sensitivity of Class MI to Prepayments
Assumed Price 22.3125%***

PSA Prepayment Assumption Rates				
150%	200%	250%	400%	423%
8.4%	8.4%	8.4%	1.3%	0.0%

**Sensitivity of Class NI to Prepayments
Assumed Price 35.63874%***

PSA Prepayment Assumption Rates				
150%	200%	250%	335%	400%
5.3%	5.3%	5.3%	0.1%	(4.4)%

SECURITY GROUP 6

**Sensitivity of Class AI to Prepayments
Assumed Price 12.75%***

PSA Prepayment Assumption Rates				
100%	190%	300%	331%	400%
25.4%	16.0%	3.6%	0.1%	(7.7)%

**Sensitivity of Class EO to Prepayments
Assumed Price 92.69531%**

PSA Prepayment Assumption Rates			
100%	190%	300%	400%
1.2%	1.8%	2.5%	3.0%

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

**Sensitivity of Class IK to Prepayments
Assumed Price 11.5%***

PSA Prepayment Assumption Rates				
100%	190%	291%	300%	400%
26.4%	14.2%	0.1%	(1.1)%	(14.2)%

**Sensitivity of Class JI to Prepayments
Assumed Price 12.75%***

PSA Prepayment Assumption Rates				
100%	190%	300%	331%	400%
25.4%	16.0%	3.6%	0.1%	(7.7)%

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

LIBOR	PSA Prepayment Assumption Rates			
	100%	190%	300%	400%
0.150%	49.8%	42.1%	31.7%	22.0%
0.346%	47.6%	39.7%	29.3%	19.5%
3.223%	15.2%	4.6%	(9.1)%	(21.2)%
6.100% and above	**	**	**	**

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

LIBOR	PSA Prepayment Assumption Rates			
	100%	190%	300%	400%
0.150%	48.6%	40.8%	30.4%	20.7%
0.346%	46.4%	38.5%	28.0%	18.1%
3.173%	14.6%	4.0%	(9.8)%	(22.0)%
6.000% and above	**	**	**	**

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

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

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 250% PSA in the case of the Group 1 Securities, 220% PSA in the case of the Group 2 Securities, 190% PSA in the case of the Group 3, 4 and 6 Securities and 200% PSA in the case of the Group 5 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the 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 RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities

even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. Even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

See "Legal Investment Considerations" in the Base Offering Circular.

PLAN OF DISTRIBUTION

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

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	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(6)								
KD	\$268,650,874	EA	\$268,650,874	PAC I	3.00%	FIX	38374YG31	November 2035
		EB	268,650,874	PAC I	3.25	FIX	38374YG49	November 2035
		EC	268,650,874	PAC I	3.50	FIX	38374YG56	November 2035
		ED	268,650,874	PAC I	3.75	FIX	38374YG64	November 2035
		EG	268,650,874	PAC I	4.00	FIX	38374YG72	November 2035
		EH	268,650,874	PAC I	4.25	FIX	38374YG80	November 2035
		IJ	80,595,262	NTL (PAC I)	5.00	FIX/IO	38374YG98	November 2035
Combination 2(6)								
KE	\$ 71,803,141	GA	\$ 71,803,141	PAC I	3.00%	FIX	38374YH22	March 2038
		GB	71,803,141	PAC I	3.25	FIX	38374YH30	March 2038
		GC	71,803,141	PAC I	3.50	FIX	38374YH48	March 2038
		GD	71,803,141	PAC I	3.75	FIX	38374YH55	March 2038
		GE	71,803,141	PAC I	4.00	FIX	38374YH63	March 2038
		GH	71,803,141	PAC I	4.25	FIX	38374YH71	March 2038
		GI	21,540,942	NTL (PAC I)	5.00	FIX/IO	38374YH89	March 2038
Combination 3								
KD	\$268,650,874	KP	\$419,867,654	PAC I	4.50%	FIX	38374YH97	July 2040
KE	71,803,141							
KG	72,942,515							
KH	6,471,124							

REMIC Securities

MX Securities

Class	REMIC Securities		MX Securities					
	Original Class Principal 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								
FK	\$133,097,989	FL	\$133,097,989	PT	(5)	FLT	38374YJ20	July 2040
		SL	2,661,959	NTL (PT)	(5)	INV/IO	38374YJ38	July 2040
Security Group 3								
Combination 5(6)								
LA	\$197,850,028	GM	\$197,850,028	PAC I	1.00%	FIX	38374YJ46	August 2036
		GN	197,850,028	PAC I	1.25	FIX	38374YJ53	August 2036
		GP	197,850,028	PAC I	1.50	FIX	38374YJ61	August 2036
		GQ	197,850,028	PAC I	1.75	FIX	38374YJ79	August 2036
		LE	197,850,028	PAC I	2.00	FIX	38374YJ87	August 2036
		LG	197,850,028	PAC I	2.25	FIX	38374YJ95	August 2036
		LH	197,850,028	PAC I	2.50	FIX	38374YK28	August 2036
		LI	153,883,355	NTL (PAC I)	4.50	FIX/IO	38374YK36	August 2036
		LJ	197,850,028	PAC I	2.75	FIX	38374Y5D1	August 2036
		LK	197,850,028	PAC I	3.00	FIX	38374YK44	August 2036
		LM	197,850,028	PAC I	3.25	FIX	38374YK51	August 2036
		LN	197,850,028	PAC I	3.50	FIX	38374YK69	August 2036
		LQ	197,850,028	PAC I	3.75	FIX	38374YK77	August 2036
		LW	197,850,028	PAC I	4.00	FIX	38374YK85	August 2036
		LY	197,850,028	PAC I	4.25	FIX	38374YK93	August 2036

REMIC Securities

MX Securities

Class	REMIC Securities		MX Securities						
	Original Class Principal 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)									
LB	\$ 28,025,508	BI	\$ 9,341,836	NTL (PAC I)	4.50%	FIX/IO	38374YL27	October 2037	
		BK	28,025,508	PAC I	3.00	FIX	38374YL35	October 2037	
		BL	28,025,508	PAC I	3.25	FIX	38374YL43	October 2037	
		BM	28,025,508	PAC I	3.50	FIX	38374YL50	October 2037	
		BN	28,025,508	PAC I	3.75	FIX	38374YL68	October 2037	
		BP	28,025,508	PAC I	4.00	FIX	38374YL76	October 2037	
		BQ	28,025,508	PAC I	4.25	FIX	38374YL84	October 2037	
Combination 7(6)									
LC	\$ 26,602,034	CI	\$ 8,867,344	NTL (PAC I)	4.50%	FIX/IO	38374YL92	November 2038	
		CK	26,602,034	PAC I	3.00	FIX	38374YM26	November 2038	
		CL	26,602,034	PAC I	3.25	FIX	38374YM34	November 2038	
		CM	26,602,034	PAC I	3.50	FIX	38374YM42	November 2038	
		CN	26,602,034	PAC I	3.75	FIX	38374YM59	November 2038	
		CP	26,602,034	PAC I	4.00	FIX	38374YM67	November 2038	
		CQ	26,602,034	PAC I	4.25	FIX	38374YM75	November 2038	
Combination 8(6)									
LB	\$ 28,025,508	DI	\$ 18,209,180	NTL (PAC I)	4.50%	FIX/IO	38374YM83	November 2038	
LC	26,602,034	DK	54,627,542	PAC I	3.00	FIX	38374YM91	November 2038	
		DL	54,627,542	PAC I	3.25	FIX	38374YN25	November 2038	
		DM	54,627,542	PAC I	3.50	FIX	38374YN33	November 2038	
		DN	54,627,542	PAC I	3.75	FIX	38374YN41	November 2038	
		EK	54,627,542	PAC I	4.00	FIX	38374YN58	November 2038	
		EL	54,627,542	PAC I	4.25	FIX	38374YN66	November 2038	
		EM	54,627,542	PAC I	4.50	FIX	38374YN74	November 2038	

REMIC Securities

MX Securities

Class	REMIC Securities		MX Securities							
	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)		
Combination 9(6) LD	\$ 45,239,064	EP	\$ 45,239,064	PAC I	3.00%	FIX	38374YN82	July 2040		
		EQ	45,239,064	PAC I	3.25	FIX	38374YN90	July 2040		
		ET	45,239,064	PAC I	3.50	FIX	38374YP23	July 2040		
		EV	45,239,064	PAC I	3.75	FIX	38374YP31	July 2040		
		EW	45,239,064	PAC I	4.00	FIX	38374YP49	July 2040		
		EY	45,239,064	PAC I	4.25	FIX	38374YP56	July 2040		
		IE	15,079,688	NTL (PAC I)	4.50	FIX/IO	38374YP64	July 2040		
		Combination 10(6) PW	\$ 36,505,110	IY	\$ 16,224,493	NTL (PAC II/AD)	4.50%	FIX/IO	38374YP72	July 2040
				YK	36,505,110	PAC II/AD	3.00	FIX	38374YP80	July 2040
				YL	36,505,110	PAC II/AD	3.25	FIX	38374YP98	July 2040
YN	36,505,110			PAC II/AD	3.50	FIX	38374YQ22	July 2040		
YP	36,505,110			PAC II/AD	3.75	FIX	38374YQ30	July 2040		
YQ	36,505,110			PAC II/AD	4.00	FIX	38374YQ48	July 2040		
YT	36,505,110			PAC II/AD	4.25	FIX	38374YQ55	July 2040		
YV	36,505,110			PAC II/AD	4.50	FIX	38374YQ63	July 2040		
YW	36,505,110			PAC II/AD	4.75	FIX	38374YQ71	July 2040		

REMIC Securities

MX Securities

Class	REMIC Securities		MX Securities							
	Original Class Principal 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(6) PW	\$ 36,505,110	HN	\$ 18,252,555	PAC II/AD	3.50%	FIX	38374YQ89	July 2040		
		HP	19,911,879	PAC II/AD	3.75	FIX	38374YQ97	July 2040		
		HT	24,336,740	PAC II/AD	4.25	FIX	38374YR21	July 2040		
		HV	27,378,833	PAC II/AD	4.50	FIX	38374YR39	July 2040		
		HW	31,290,095	PAC II/AD	4.75	FIX	38374YR47	July 2040		
		HY	18,252,555	PAC II/AD	6.50	FIX	38374YR54	July 2040		
		YM	21,903,066	PAC II/AD	4.00	FIX	38374YR62	July 2040		
		Combination 12(6) HY(7)	\$ 18,252,555	PF	\$ 18,252,555	PAC II/AD	(5)	FLT	38374YR70	July 2040
				PS	18,252,555	NTL (PAC II/AD)	(5)	INV/IO	38374YR88	July 2040
				TF	18,252,555	PAC II/AD	(5)	FLT	38374YR96	July 2040
TS	18,252,555			NTL (PAC II/AD)	(5)	INV/IO	38374YS20	July 2040		

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13(6)								
LA	\$197,850,028	HA	\$240,240,634	PAC I	2.00%	FIX	38374YS38	November 2038
LB	28,025,508	HB	240,240,634	PAC I	2.25	FIX	38374YS46	November 2038
LC	14,365,098	HC	240,240,634	PAC I	2.50	FIX	38374YS53	November 2038
		HD	240,240,634	PAC I	2.75	FIX	38374YS61	November 2038
		HE	240,240,634	PAC I	3.00	FIX	38374YS79	November 2038
		HG	240,240,634	PAC I	3.25	FIX	38374YS87	November 2038
		HI	133,467,018	NTL (PAC I)	4.50	FIX/IO	38374YS95	November 2038
		HJ	240,240,634	PAC I	3.50	FIX	38374YT29	November 2038
		HK	240,240,634	PAC I	3.75	FIX	38374YT37	November 2038
		HL	240,240,634	PAC I	4.00	FIX	38374YT45	November 2038
		HM	240,240,634	PAC I	4.25	FIX	38374YT52	November 2038
		HQ	240,240,634	PAC I	4.50	FIX	38374YT60	November 2038

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 14(6)								
CA	\$170,051,124	DA	\$198,884,422	SEQ	4.50%	FIX	38374YT78	January 2035
CB	28,833,298	DC	198,884,422	SEQ	2.00	FIX	38374YT86	January 2035
		DE	198,884,422	SEQ	2.25	FIX	38374YT94	January 2035
		DG	198,884,422	SEQ	2.50	FIX	38374YU27	January 2035
		DH	198,884,422	SEQ	2.75	FIX	38374YU35	January 2035
		DJ	198,884,422	SEQ	3.00	FIX	38374YU43	January 2035
		DO	198,884,422	SEQ	0.00	PO	38374YU50	January 2035
		DQ	198,884,422	SEQ	3.25	FIX	38374YU68	January 2035
		DT	198,884,422	SEQ	3.50	FIX	38374YU76	January 2035
		DV	198,884,422	SEQ	3.75	FIX	38374YU84	January 2035
		DW	198,884,422	SEQ	4.00	FIX	38374YU92	January 2035
		DY	198,884,422	SEQ	4.25	FIX	38374YV26	January 2035
		ID	198,884,422	NTL (SEQ)	4.50	FIX/IO	38374YV34	January 2035
		QV	137,689,215	SEQ	6.50	FIX	38374YV42	January 2035
Combination 15(6)								
QV(7)	\$137,689,215	FA	\$137,689,215	SEQ	(5)	FLT	38374YV59	January 2035
		SA	137,689,215	NTL (SEQ)	(5)	INV/IO	38374YV67	January 2035
		FB	137,689,215	SEQ	(5)	FLT	38374YV75	January 2035
		SB	137,689,215	NTL (SEQ)	(5)	INV/IO	38374YV83	January 2035
Combination 16								
CB	\$ 28,833,298	CV	\$129,948,876	SEQ	4.50%	FIX	38374YV91	July 2040
DB	101,115,578							

REMIC Securities

MX Securities

Class	Original Class Principal 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 17(6)								
CA	\$170,051,124	VE	\$170,051,124	SEQ	2.00%	FIX	38374YW25	February 2033
		VG	170,051,124	SEQ	2.25	FIX	38374YW33	February 2033
		VH	170,051,124	SEQ	2.50	FIX	38374YW41	February 2033
		VI	94,472,846	NTL (SEQ)	4.50	FIX/IO	38374YW58	February 2033
		VJ	170,051,124	SEQ	2.75	FIX	38374YW66	February 2033
		VK	170,051,124	SEQ	3.00	FIX	38374YW74	February 2033
		VL	170,051,124	SEQ	3.25	FIX	38374YW82	February 2033
		VM	170,051,124	SEQ	3.50	FIX	38374YW90	February 2033
		VN	170,051,124	SEQ	3.75	FIX	38374YX24	February 2033
		VP	170,051,124	SEQ	4.00	FIX	38374YX32	February 2033
		VQ	170,051,124	SEQ	4.25	FIX	38374YX40	February 2033

Security Group 5

Combination 18(6)

MA	\$197,122,361	IM	\$103,748,611	NTL (PAC/AD)	4.75%	FIX/IO	38374YX57	March 2036
		ME	197,122,361	PAC/AD	2.00	FIX	38374YX65	March 2036
		MG	197,122,361	PAC/AD	2.25	FIX	38374YX73	March 2036
		MH	197,122,361	PAC/AD	2.50	FIX	38374YX81	March 2036
		MJ	197,122,361	PAC/AD	2.75	FIX	38374YX99	March 2036
		MK	197,122,361	PAC/AD	3.00	FIX	38374YX23	March 2036
		ML	197,122,361	PAC/AD	3.25	FIX	38374YX31	March 2036
		MN	197,122,361	PAC/AD	3.50	FIX	38374YX49	March 2036
		MQ	197,122,361	PAC/AD	3.75	FIX	38374YX56	March 2036
		MW	197,122,361	PAC/AD	4.00	FIX	38374YX64	March 2036
		MY	197,122,361	PAC/AD	4.25	FIX	38374YX72	March 2036

REMIC Securities

MX Securities

Class	Original Class Principal 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 19(6)								
MD	\$ 47,586,293	EI	\$ 20,036,333	NTL (PAC/AD)	4.75%	FIX/IO	38374YY80	July 2040
		EJ	47,586,293	PAC/AD	3.25	FIX	38374YY98	July 2040
		EN	47,586,293	PAC/AD	4.25	FIX	38374YZ22	July 2040
		GK	47,586,293	PAC/AD	2.50	FIX	38374YZ30	July 2040
		GL	47,586,293	PAC/AD	2.75	FIX	38374YZ48	July 2040
		GT	47,586,293	PAC/AD	3.00	FIX	38374YZ55	July 2040
		GV	47,586,293	PAC/AD	3.50	FIX	38374YZ63	July 2040
		GW	47,586,293	PAC/AD	3.75	FIX	38374YZ71	July 2040
		GY	47,586,293	PAC/AD	4.00	FIX	38374YZ89	July 2040
Combination 20(6)								
MB	\$ 35,300,150	BC	\$ 35,300,150	PAC/AD	3.00%	FIX	38374YZ97	November 2037
		BD	35,300,150	PAC/AD	3.25	FIX	38374Y2A0	November 2037
		BE	35,300,150	PAC/AD	3.50	FIX	38374Y2B8	November 2037
		BG	35,300,150	PAC/AD	3.75	FIX	38374Y2C6	November 2037
		BH	35,300,150	PAC/AD	4.00	FIX	38374Y2D4	November 2037
		BJ	35,300,150	PAC/AD	4.25	FIX	38374Y2E2	November 2037
		IB	11,147,415	NTL (PAC/AD)	4.75	FIX/IO	38374Y2F9	November 2037

REMIC Securities

MX Securities

Class	Original Class Principal 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 21(6)								
MC	\$ 18,358,382	CD	\$ 18,358,382	PAC/AD	3.00%	FIX	38374Y2G7	September 2038
		CE	18,358,382	PAC/AD	3.25	FIX	38374Y2H5	September 2038
		CG	18,358,382	PAC/AD	3.50	FIX	38374Y2J1	September 2038
		CH	18,358,382	PAC/AD	3.75	FIX	38374Y2K8	September 2038
		CJ	18,358,382	PAC/AD	4.00	FIX	38374Y2L6	September 2038
		CT	18,358,382	PAC/AD	4.25	FIX	38374Y2M4	September 2038
		IC	5,797,383	NTL (PAC/AD)	4.75	FIX/IO	38374Y2N2	September 2038
Combination 22(6)								
MB	\$ 35,300,150	NI	\$ 16,944,799	NTL (PAC/AD)	4.75%	FIX/IO	38374Y2P7	September 2038
MC	18,358,382	NK	53,658,532	PAC/AD	3.00	FIX	38374Y2Q5	September 2038
		NL	53,658,532	PAC/AD	3.25	FIX	38374Y2R3	September 2038
		NM	53,658,532	PAC/AD	3.50	FIX	38374Y2S1	September 2038
		NP	53,658,532	PAC/AD	3.75	FIX	38374Y2T9	September 2038
		NQ	53,658,532	PAC/AD	4.00	FIX	38374Y2U6	September 2038
		NT	53,658,532	PAC/AD	4.25	FIX	38374Y2V4	September 2038
		NV	53,658,532	PAC/AD	4.50	FIX	38374Y2W2	September 2038

REMIC Securities

MX Securities

Class	Original Class Principal 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 23(6)								
MA	\$197,122,361	IN	\$127,641,905	NTL (PAC/AD)	4.75%	FIX/IO	38374Y2X0	September 2038
MB	35,300,150	NA	242,519,620	PAC/AD	2.00	FIX	38374Y2Y8	September 2038
MC	10,097,109	NB	242,519,620	PAC/AD	2.25	FIX	38374Y2Z5	September 2038
		NC	242,519,620	PAC/AD	2.50	FIX	38374Y3A9	September 2038
		ND	242,519,620	PAC/AD	2.75	FIX	38374Y3B7	September 2038
		NE	242,519,620	PAC/AD	3.00	FIX	38374Y3C5	September 2038
		NG	242,519,620	PAC/AD	3.25	FIX	38374Y3D3	September 2038
		NH	242,519,620	PAC/AD	3.50	FIX	38374Y3E1	September 2038
		NJ	242,519,620	PAC/AD	3.75	FIX	38374Y3F8	September 2038
		NW	242,519,620	PAC/AD	4.00	FIX	38374Y3G6	September 2038
		NX	242,519,620	PAC/AD	4.25	FIX	38374Y3H4	September 2038
		NY	242,519,620	PAC/AD	4.50	FIX	38374Y3J0	September 2038

REMIC Securities

MX Securities

Class	Original Class Principal 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 6								
Combination 24(6)								
KA	\$187,446,621	AB	\$227,409,747	SEQ	2.00%	FIX	38374Y3K7	September 2035
KB	39,963,126	AC	227,409,747	SEQ	2.25	FIX	38374Y3L5	September 2035
		AD	227,409,747	SEQ	2.50	FIX	38374Y3M3	September 2035
		AE	227,409,747	SEQ	2.75	FIX	38374Y3N1	September 2035
		AG	227,409,747	SEQ	3.00	FIX	38374Y3P6	September 2035
		AH	227,409,747	SEQ	3.25	FIX	38374Y3Q4	September 2035
		AI	227,409,747	NTL (SEQ)	4.50	FIX/IO	38374Y3R2	September 2035
		AK	227,409,747	SEQ	3.50	FIX	38374Y3T8	September 2035
		AL	227,409,747	SEQ	3.75	FIX	38374Y3S0	September 2035
		AM	227,409,747	SEQ	4.00	FIX	38374Y3U5	September 2035
		AN	227,409,747	SEQ	4.25	FIX	38374Y3V3	September 2035
		AQ	227,409,747	SEQ	4.50	FIX	38374Y3W1	September 2035
		EO	227,409,747	SEQ	0.00	PO	38374Y3X9	September 2035
		QW	157,437,517	SEQ	6.50	FIX	38374Y3Y7	September 2035

REMIC Securities

MX Securities

Class	Original Class Principal 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 25(6)								
KA	\$187,446,621	JA	\$227,409,747	SEQ	2.00%	FIX	38374Y3Z4	September 2035
KB	39,963,126	JB	227,409,747	SEQ	2.25	FIX	38374Y4A8	September 2035
		JC	227,409,747	SEQ	2.50	FIX	38374Y4B6	September 2035
		JE	227,409,747	SEQ	2.75	FIX	38374Y4C4	September 2035
		JI	126,338,748	NTL (SEQ)	4.50	FIX/IO	38374Y4D2	September 2035
		JK	227,409,747	SEQ	3.00	FIX	38374Y4E0	September 2035
		JL	227,409,747	SEQ	3.25	FIX	38374Y4F7	September 2035
		JM	227,409,747	SEQ	3.50	FIX	38374Y4G5	September 2035
		JN	227,409,747	SEQ	3.75	FIX	38374Y4H3	September 2035
		JQ	227,409,747	SEQ	4.00	FIX	38374Y4J9	September 2035
		JT	227,409,747	SEQ	4.25	FIX	38374Y4K6	September 2035
		JV	227,409,747	SEQ	4.50	FIX	38374Y4L4	September 2035
Combination 26(6)								
KA	\$187,446,621	IK	\$104,137,011	NTL (SEQ)	4.50%	FIX/IO	38374Y4M2	March 2033
		KJ	187,446,621	SEQ	2.00	FIX	38374Y4N0	March 2033
		KL	187,446,621	SEQ	2.25	FIX	38374Y4P5	March 2033
		KM	187,446,621	SEQ	2.50	FIX	38374Y4Q3	March 2033
		KN	187,446,621	SEQ	2.75	FIX	38374Y4R1	March 2033
		KQ	187,446,621	SEQ	3.00	FIX	38374Y4S9	March 2033
		KT	187,446,621	SEQ	3.25	FIX	38374Y4T7	March 2033
		KV	187,446,621	SEQ	3.50	FIX	38374Y4U4	March 2033
		KW	187,446,621	SEQ	3.75	FIX	38374Y4V2	March 2033
		KX	187,446,621	SEQ	4.00	FIX	38374Y4W0	March 2033
		KY	187,446,621	SEQ	4.25	FIX	38374Y4X8	March 2033

REMIC Securities		MX Securities						
Class	Original Class Principal 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 27(6)								
QW(7)	\$157,437,517	FC	\$157,437,517	SEQ	(5)	FLT	38374Y4Y6	September 2035
		SC	157,437,517	NTL (SEQ)	(5)	INV/IO	38374Y4Z3	September 2035
		FD	157,437,517	SEQ	(5)	FLT	38374Y5A7	September 2035
		SD	157,437,517	NTL (SEQ)	(5)	INV/IO	38374Y5B5	September 2035
Combination 28								
KB	\$ 39,963,126	CW	\$139,963,126	SEQ	4.50%	FIX	38374Y5C3	July 2040
YB	100,000,000							

(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, 5 through 15 and 17 through 27, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

(7) MX Class.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
Initial Balance	\$419,867,654.00	\$26,686,000.00	\$297,716,634.00
August 2010	415,456,746.27	25,967,153.55	296,607,594.28
September 2010	411,076,253.92	25,261,205.77	295,422,423.44
October 2010	406,725,976.43	24,568,007.74	294,161,632.72
November 2010	402,405,714.57	23,887,412.04	292,825,778.53
December 2010	398,115,270.44	23,219,272.63	291,415,462.14
January 2011	393,854,447.40	22,563,444.98	289,931,329.20
February 2011	389,623,050.10	21,919,785.93	288,374,069.36
March 2011	385,420,884.47	21,288,153.76	286,744,415.73
April 2011	381,247,757.69	20,668,408.14	285,043,144.36
May 2011	377,103,478.19	20,060,410.14	283,271,073.61
June 2011	372,987,855.68	19,464,022.17	281,429,063.61
July 2011	368,900,701.07	18,879,108.05	279,518,015.50
August 2011	364,841,826.53	18,305,532.89	277,538,870.75
September 2011	360,811,045.44	17,743,163.18	275,492,610.44
October 2011	356,808,172.38	17,191,866.73	273,380,254.42
November 2011	352,833,023.18	16,651,512.64	271,202,860.49
December 2011	348,885,414.82	16,121,971.33	268,961,523.53
January 2012	344,965,165.52	15,603,114.47	266,657,374.61
February 2012	341,072,094.63	15,094,815.09	264,291,580.01
March 2012	337,206,022.73	14,596,947.38	261,865,340.27
April 2012	333,366,771.53	14,109,386.85	259,379,889.16
May 2012	329,554,163.92	13,632,010.24	256,836,492.62
June 2012	325,768,023.94	13,164,695.51	254,236,447.70
July 2012	322,008,176.77	12,707,321.84	251,652,792.94
August 2012	318,274,448.74	12,259,769.61	249,085,429.19
September 2012	314,566,667.30	11,821,920.42	246,534,257.90
October 2012	310,884,661.03	11,393,657.04	243,999,181.12
November 2012	307,228,259.63	10,974,863.40	241,480,101.48
December 2012	303,597,293.89	10,565,424.64	238,976,922.17
January 2013	299,991,595.73	10,165,227.00	236,489,546.99
February 2013	296,410,998.15	9,774,157.88	234,017,880.29
March 2013	292,855,335.24	9,392,105.83	231,561,827.02
April 2013	289,324,442.16	9,018,960.50	229,121,292.66
May 2013	285,818,155.17	8,654,612.66	226,696,183.29
June 2013	282,336,311.57	8,298,954.19	224,286,405.53
July 2013	278,878,749.74	7,951,878.04	221,891,866.57

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
August 2013	\$275,445,309.09	\$ 7,613,278.26	\$219,512,474.13
September 2013	272,035,830.11	7,283,049.94	217,148,136.53
October 2013	268,650,154.29	6,961,089.28	214,798,762.58
November 2013.	265,288,124.19	6,647,293.49	212,464,261.69
December 2013.	261,949,583.37	6,341,560.84	210,144,543.76
January 2014.	258,634,376.42	6,043,790.62	207,839,519.26
February 2014.	255,342,348.94	5,753,883.15	205,549,099.20
March 2014.	252,073,347.53	5,471,739.77	203,273,195.10
April 2014.	248,827,219.81	5,197,262.81	201,011,719.01
May 2014	245,603,814.37	4,930,355.60	198,764,583.54
June 2014	242,402,980.81	4,670,922.44	196,531,701.77
July 2014.	239,224,569.68	4,418,868.63	194,312,987.34
August 2014	236,068,432.53	4,174,100.43	192,108,354.39
September 2014	232,934,421.87	3,936,525.05	189,917,717.58
October 2014	229,822,391.16	3,706,050.66	187,740,992.06
November 2014.	226,732,194.83	3,482,586.35	185,578,093.53
December 2014.	223,663,688.27	3,266,042.14	183,428,938.14
January 2015	220,616,727.77	3,056,329.02	181,293,442.58
February 2015	217,591,170.60	2,853,358.84	179,171,524.03
March 2015	214,586,874.94	2,657,044.37	177,063,100.16
April 2015	211,603,699.89	2,467,299.30	174,968,089.13
May 2015	208,641,505.49	2,284,038.18	172,886,409.59
June 2015	205,700,152.68	2,107,176.44	170,817,980.69
July 2015.	202,779,503.30	1,936,630.42	168,762,722.04
August 2015	199,879,420.09	1,772,317.28	166,720,553.76
September 2015	196,999,766.71	1,614,155.05	164,691,396.41
October 2015	194,140,407.68	1,462,062.62	162,675,171.07
November 2015.	191,301,208.41	1,315,959.71	160,671,799.24
December 2015.	188,482,035.20	1,175,766.88	158,681,202.94
January 2016.	185,682,755.22	1,041,405.49	156,703,304.63
February 2016.	182,903,236.48	912,797.76	154,738,027.23
March 2016.	180,143,347.89	789,866.67	152,785,294.13
April 2016.	177,402,959.19	672,536.04	150,845,029.19
May 2016	174,681,940.97	560,730.47	148,917,156.69
June 2016	171,980,164.67	454,375.35	147,001,601.40
July 2016.	169,297,502.58	353,396.82	145,098,288.52
August 2016	166,633,827.80	257,721.85	143,207,143.70
September 2016	163,989,014.28	167,278.11	141,328,093.05
October 2016	161,362,936.76	92,631.44	139,461,063.09
November 2016.	158,755,470.84	40,101.29	137,605,980.81

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
December 2016	\$156,166,492.90	\$ 9,224.13	\$135,762,773.62
January 2017	153,595,880.13	0.00	133,931,369.38
February 2017	151,054,578.42	0.00	132,111,696.35
March 2017	148,551,705.27	0.00	130,303,683.26
April 2017	146,086,705.86	0.00	128,507,259.24
May 2017	143,659,033.16	0.00	126,722,353.85
June 2017	141,268,147.82	0.00	124,948,897.08
July 2017	138,913,518.11	0.00	123,186,819.31
August 2017	136,594,619.76	0.00	121,436,051.38
September 2017	134,310,935.87	0.00	119,696,524.51
October 2017	132,061,956.85	0.00	117,968,170.34
November 2017	129,847,180.26	0.00	116,250,920.93
December 2017	127,666,110.74	0.00	114,544,708.73
January 2018	125,518,259.91	0.00	112,849,466.61
February 2018	123,403,146.27	0.00	111,165,127.83
March 2018	121,320,295.12	0.00	109,491,626.06
April 2018	119,269,238.43	0.00	107,828,895.35
May 2018	117,249,514.79	0.00	106,176,870.17
June 2018	115,260,669.28	0.00	104,535,485.36
July 2018	113,302,253.42	0.00	102,904,676.15
August 2018	111,373,825.03	0.00	101,296,317.82
September 2018	109,474,948.21	0.00	99,711,706.77
October 2018	107,605,193.17	0.00	98,150,503.65
November 2018	105,764,136.22	0.00	96,612,373.86
December 2018	103,951,359.65	0.00	95,096,987.49
January 2019	102,166,451.64	0.00	93,604,019.26
February 2019	100,409,006.20	0.00	92,133,148.44
March 2019	98,678,623.08	0.00	90,684,058.79
April 2019	96,974,907.68	0.00	89,256,438.53
May 2019	95,297,470.99	0.00	87,849,980.21
June 2019	93,645,929.51	0.00	86,464,380.72
July 2019	92,019,905.15	0.00	85,099,341.20
August 2019	90,419,025.17	0.00	83,754,566.96
September 2019	88,842,922.13	0.00	82,429,767.48
October 2019	87,291,233.78	0.00	81,124,656.29
November 2019	85,763,603.00	0.00	79,838,950.94
December 2019	84,259,677.72	0.00	78,572,372.97
January 2020	82,779,110.88	0.00	77,324,647.81
February 2020	81,321,560.34	0.00	76,095,504.74
March 2020	79,886,688.80	0.00	74,884,676.86

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
April 2020	\$ 78,474,163.74	\$ 0.00	\$ 73,691,901.02
May 2020	77,083,657.37	0.00	72,516,917.75
June 2020	75,714,846.56	0.00	71,359,471.25
July 2020	74,367,412.74	0.00	70,219,309.30
August 2020	73,041,041.89	0.00	69,096,183.22
September 2020	71,735,424.43	0.00	67,989,847.85
October 2020	70,450,255.21	0.00	66,900,061.47
November 2020	69,185,233.38	0.00	65,826,585.76
December 2020	67,940,062.38	0.00	64,769,185.74
January 2021	66,714,449.89	0.00	63,727,629.75
February 2021	65,508,107.71	0.00	62,701,689.41
March 2021	64,320,751.77	0.00	61,691,139.51
April 2021	63,152,102.03	0.00	60,695,758.07
May 2021	62,001,882.44	0.00	59,715,326.18
June 2021	60,869,820.88	0.00	58,749,628.05
July 2021	59,755,649.11	0.00	57,798,450.93
August 2021	58,659,102.71	0.00	56,861,585.06
September 2021	57,579,921.04	0.00	55,938,823.63
October 2021	56,517,847.15	0.00	55,029,962.76
November 2021	55,472,627.79	0.00	54,134,801.45
December 2021	54,444,013.28	0.00	53,253,141.51
January 2022	53,431,757.55	0.00	52,384,787.58
February 2022	52,435,618.02	0.00	51,529,547.03
March 2022	51,455,355.56	0.00	50,687,229.98
April 2022	50,490,734.49	0.00	49,857,649.20
May 2022	49,541,522.46	0.00	49,040,620.11
June 2022	48,607,490.48	0.00	48,235,960.76
July 2022	47,688,412.80	0.00	47,443,491.76
August 2022	46,784,066.92	0.00	46,663,036.24
September 2022	45,894,233.53	0.00	45,894,419.85
October 2022	45,018,696.43	0.00	45,137,470.69
November 2022	44,157,242.54	0.00	44,392,019.31
December 2022	43,309,661.82	0.00	43,657,898.65
January 2023	42,475,747.25	0.00	42,934,944.00
February 2023	41,655,294.76	0.00	42,222,993.00
March 2023	40,848,103.23	0.00	41,521,885.57
April 2023	40,053,974.41	0.00	40,831,463.93
May 2023	39,272,712.88	0.00	40,151,572.50
June 2023	38,504,126.06	0.00	39,482,057.91
July 2023	37,748,024.10	0.00	38,822,768.99

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
August 2023	\$ 37,004,219.89	\$ 0.00	\$ 38,173,556.68
September 2023	36,272,529.02	0.00	37,534,274.05
October 2023	35,552,769.72	0.00	36,904,776.25
November 2023	34,844,762.82	0.00	36,284,920.50
December 2023	34,148,331.75	0.00	35,674,566.01
January 2024	33,463,302.46	0.00	35,073,574.02
February 2024	32,789,503.43	0.00	34,481,807.73
March 2024	32,126,765.58	0.00	33,899,132.29
April 2024	31,474,922.28	0.00	33,325,414.74
May 2024	30,833,809.31	0.00	32,760,524.04
June 2024	30,203,264.81	0.00	32,204,330.99
July 2024	29,583,129.23	0.00	31,656,708.25
August 2024	28,973,245.36	0.00	31,117,530.26
September 2024	28,373,458.24	0.00	30,586,673.27
October 2024	27,783,615.14	0.00	30,064,015.28
November 2024	27,203,565.54	0.00	29,549,436.03
December 2024	26,633,161.11	0.00	29,042,816.96
January 2025	26,072,255.64	0.00	28,544,041.22
February 2025	25,520,705.06	0.00	28,052,993.61
March 2025	24,978,367.34	0.00	27,569,560.56
April 2025	24,445,102.56	0.00	27,093,630.15
May 2025	23,920,772.79	0.00	26,625,092.02
June 2025	23,405,242.10	0.00	26,163,837.41
July 2025	22,898,376.54	0.00	25,709,759.09
August 2025	22,400,044.09	0.00	25,262,751.38
September 2025	21,910,114.66	0.00	24,822,710.09
October 2025	21,428,460.03	0.00	24,389,532.52
November 2025	20,954,953.84	0.00	23,963,117.46
December 2025	20,489,471.58	0.00	23,543,365.11
January 2026	20,031,890.54	0.00	23,130,177.11
February 2026	19,582,089.78	0.00	22,723,456.52
March 2026	19,139,950.14	0.00	22,323,107.77
April 2026	18,705,354.18	0.00	21,929,036.65
May 2026	18,278,186.17	0.00	21,541,150.31
June 2026	17,858,332.06	0.00	21,159,357.22
July 2026	17,445,679.46	0.00	20,783,567.18
August 2026	17,040,117.63	0.00	20,413,691.25
September 2026	16,641,537.44	0.00	20,049,641.78
October 2026	16,249,831.33	0.00	19,691,332.39
November 2026	15,864,893.33	0.00	19,338,677.90

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
December 2026	\$ 15,486,619.01	\$ 0.00	\$ 18,991,594.39
January 2027	15,114,905.47	0.00	18,649,999.11
February 2027	14,749,651.30	0.00	18,313,810.52
March 2027	14,390,756.58	0.00	17,982,948.25
April 2027	14,038,122.85	0.00	17,657,333.06
May 2027	13,691,653.09	0.00	17,336,886.87
June 2027	13,351,251.70	0.00	17,021,532.71
July 2027	13,016,824.48	0.00	16,711,194.72
August 2027	12,688,278.60	0.00	16,405,798.13
September 2027	12,365,522.59	0.00	16,105,269.24
October 2027	12,048,466.35	0.00	15,809,535.42
November 2027	11,737,021.07	0.00	15,518,525.07
December 2027	11,431,099.24	0.00	15,232,167.62
January 2028	11,130,614.66	0.00	14,950,393.54
February 2028	10,835,482.37	0.00	14,673,134.27
March 2028	10,545,618.69	0.00	14,400,322.26
April 2028	10,260,941.14	0.00	14,131,890.91
May 2028	9,981,368.46	0.00	13,867,774.61
June 2028	9,706,820.59	0.00	13,607,908.67
July 2028	9,437,218.66	0.00	13,352,229.34
August 2028	9,172,484.94	0.00	13,100,673.79
September 2028	8,912,542.86	0.00	12,853,180.10
October 2028	8,657,316.97	0.00	12,609,687.25
November 2028	8,406,732.95	0.00	12,370,135.08
December 2028	8,160,717.55	0.00	12,134,464.32
January 2029	7,919,198.62	0.00	11,902,616.54
February 2029	7,682,105.08	0.00	11,674,534.17
March 2029	7,449,366.89	0.00	11,450,160.45
April 2029	7,220,915.05	0.00	11,229,439.48
May 2029	6,996,681.58	0.00	11,012,316.12
June 2029	6,776,599.50	0.00	10,798,736.07
July 2029	6,560,602.84	0.00	10,588,645.79
August 2029	6,348,626.60	0.00	10,381,992.53
September 2029	6,140,606.73	0.00	10,178,724.29
October 2029	5,936,480.15	0.00	9,978,789.83
November 2029	5,736,184.70	0.00	9,782,138.68
December 2029	5,539,659.17	0.00	9,588,721.05
January 2030	5,346,843.23	0.00	9,398,487.91
February 2030	5,157,677.46	0.00	9,211,390.93
March 2030	4,972,103.32	0.00	9,027,382.49

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
April 2030	\$ 4,790,063.16	\$ 0.00	\$ 8,846,415.65
May 2030	4,611,500.16	0.00	8,668,444.16
June 2030	4,436,358.37	0.00	8,493,422.43
July 2030	4,264,582.66	0.00	8,321,305.56
August 2030	4,096,118.73	0.00	8,152,049.28
September 2030	3,930,913.10	0.00	7,985,609.97
October 2030	3,768,913.08	0.00	7,821,944.65
November 2030	3,610,066.75	0.00	7,661,010.95
December 2030	3,454,323.00	0.00	7,502,767.14
January 2031	3,301,631.46	0.00	7,347,172.09
February 2031	3,151,942.54	0.00	7,194,185.26
March 2031	3,005,207.36	0.00	7,043,766.72
April 2031	2,861,377.79	0.00	6,895,877.10
May 2031	2,720,406.44	0.00	6,750,477.63
June 2031	2,582,246.60	0.00	6,607,530.09
July 2031	2,446,852.28	0.00	6,466,996.82
August 2031	2,314,178.19	0.00	6,328,840.71
September 2031	2,184,179.69	0.00	6,193,025.20
October 2031	2,056,812.85	0.00	6,059,514.26
November 2031	1,932,034.38	0.00	5,928,272.39
December 2031	1,809,801.64	0.00	5,799,264.61
January 2032	1,690,072.64	0.00	5,672,456.44
February 2032	1,572,806.04	0.00	5,547,813.94
March 2032	1,457,961.09	0.00	5,425,303.62
April 2032	1,345,497.69	0.00	5,304,892.51
May 2032	1,235,376.33	0.00	5,186,548.13
June 2032	1,127,558.09	0.00	5,070,238.47
July 2032	1,022,004.65	0.00	4,955,931.97
August 2032	918,678.29	0.00	4,843,597.55
September 2032	817,541.82	0.00	4,733,204.61
October 2032	718,558.65	0.00	4,624,722.95
November 2032	621,692.73	0.00	4,518,122.87
December 2032	526,908.57	0.00	4,413,375.06
January 2033	434,171.20	0.00	4,310,450.66
February 2033	343,446.20	0.00	4,209,321.26
March 2033	254,699.67	0.00	4,109,958.82
April 2033	167,898.23	0.00	4,012,335.75
May 2033	83,009.00	0.00	3,916,424.86
June 2033	0.00	0.00	3,822,199.35
July 2033	0.00	0.00	3,729,632.83

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
August 2033	\$ 0.00	\$ 0.00	\$ 3,638,699.30
September 2033	0.00	0.00	3,549,373.13
October 2033	0.00	0.00	3,461,629.07
November 2033.	0.00	0.00	3,375,442.27
December 2033.	0.00	0.00	3,290,788.22
January 2034	0.00	0.00	3,207,642.79
February 2034	0.00	0.00	3,125,982.19
March 2034	0.00	0.00	3,045,783.00
April 2034	0.00	0.00	2,967,022.14
May 2034	0.00	0.00	2,889,676.88
June 2034	0.00	0.00	2,813,724.81
July 2034	0.00	0.00	2,739,143.88
August 2034	0.00	0.00	2,665,912.33
September 2034	0.00	0.00	2,594,008.77
October 2034	0.00	0.00	2,523,412.09
November 2034.	0.00	0.00	2,454,101.51
December 2034.	0.00	0.00	2,386,056.57
January 2035	0.00	0.00	2,319,257.10
February 2035	0.00	0.00	2,253,683.22
March 2035	0.00	0.00	2,189,315.39
April 2035	0.00	0.00	2,126,134.30
May 2035	0.00	0.00	2,064,120.99
June 2035	0.00	0.00	2,003,256.75
July 2035	0.00	0.00	1,943,523.14
August 2035	0.00	0.00	1,884,902.03
September 2035	0.00	0.00	1,827,375.53
October 2035	0.00	0.00	1,770,926.04
November 2035.	0.00	0.00	1,715,536.21
December 2035.	0.00	0.00	1,661,188.96
January 2036	0.00	0.00	1,607,867.46
February 2036	0.00	0.00	1,555,555.14
March 2036	0.00	0.00	1,504,235.66
April 2036	0.00	0.00	1,453,892.96
May 2036	0.00	0.00	1,404,511.18
June 2036	0.00	0.00	1,356,074.73
July 2036	0.00	0.00	1,308,568.24
August 2036	0.00	0.00	1,261,976.59
September 2036	0.00	0.00	1,216,284.86
October 2036	0.00	0.00	1,171,478.38
November 2036.	0.00	0.00	1,127,542.69

<u>Distribution Date</u>	<u>Classes KD, KE, KG and KH (in the aggregate)</u>	<u>Classes QD, QT and QY (in the aggregate)</u>	<u>Classes LA, LB, LC and LD (in the aggregate)</u>
December 2036	\$ 0.00	\$ 0.00	\$ 1,084,463.55
January 2037	0.00	0.00	1,042,226.92
February 2037	0.00	0.00	1,000,819.01
March 2037	0.00	0.00	960,226.21
April 2037	0.00	0.00	920,435.12
May 2037	0.00	0.00	881,432.55
June 2037	0.00	0.00	843,205.50
July 2037	0.00	0.00	805,741.18
August 2037	0.00	0.00	769,026.98
September 2037	0.00	0.00	733,050.50
October 2037	0.00	0.00	697,799.51
November 2037	0.00	0.00	663,261.99
December 2037	0.00	0.00	629,426.06
January 2038	0.00	0.00	596,280.08
February 2038	0.00	0.00	563,812.53
March 2038	0.00	0.00	532,012.11
April 2038	0.00	0.00	500,867.66
May 2038	0.00	0.00	470,368.22
June 2038	0.00	0.00	440,502.98
July 2038	0.00	0.00	411,261.29
August 2038	0.00	0.00	382,632.68
September 2038	0.00	0.00	354,606.83
October 2038	0.00	0.00	327,173.58
November 2038	0.00	0.00	300,322.93
December 2038	0.00	0.00	274,045.03
January 2039	0.00	0.00	248,330.17
February 2039	0.00	0.00	223,168.82
March 2039	0.00	0.00	198,551.56
April 2039	0.00	0.00	174,469.15
May 2039	0.00	0.00	150,912.46
June 2039	0.00	0.00	127,872.53
July 2039	0.00	0.00	105,340.51
August 2039	0.00	0.00	83,307.72
September 2039	0.00	0.00	61,765.59
October 2039	0.00	0.00	40,705.68
November 2039	0.00	0.00	20,119.70
December 2039 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
Initial Balance	\$36,505,110.00	\$298,367,186.00
August 2010	36,079,283.90	297,662,383.46
September 2010	35,836,170.43	296,866,453.70
October 2010	35,567,104.04	295,979,722.66
November 2010	35,272,414.54	295,002,586.48
December 2010	34,952,468.78	293,935,511.39
January 2011	34,607,670.21	292,779,033.48
February 2011	34,238,458.34	291,533,758.32
March 2011.	33,845,308.19	290,200,360.63
April 2011.	33,428,729.64	288,779,583.70
May 2011	32,989,266.77	287,272,238.86
June 2011	32,527,496.99	285,679,204.76
July 2011	32,044,030.32	284,001,426.63
August 2011	31,539,508.43	282,239,915.40
September 2011	31,014,603.70	280,395,746.74
October 2011	30,470,018.20	278,470,060.08
November 2011	29,906,482.67	276,464,057.45
December 2011	29,324,755.33	274,379,002.29
January 2012	28,725,620.75	272,216,218.18
February 2012	28,109,888.60	269,977,087.47
March 2012.	27,478,392.37	267,663,049.83
April 2012.	26,831,988.09	265,275,600.75
May 2012	26,171,552.93	262,816,289.95
June 2012	25,497,983.78	260,286,719.68
July 2012	24,836,792.33	257,688,543.06
August 2012	24,187,832.41	255,023,462.19
September 2012	23,550,959.35	252,293,226.36
October 2012	22,926,029.91	249,499,630.08
November 2012	22,312,902.31	246,644,511.11
December 2012	21,711,436.24	243,813,340.02
January 2013	21,121,492.74	241,005,923.43
February 2013	20,542,934.31	238,222,069.50
March 2013.	19,975,624.82	235,461,587.92
April 2013.	19,419,429.52	232,724,289.89
May 2013	18,874,215.03	230,009,988.10
June 2013.	18,339,849.34	227,318,496.74
July 2013	17,816,201.74	224,649,631.47
August 2013	17,303,142.90	222,003,209.42
September 2013	16,800,544.75	219,379,049.15
October 2013	16,308,280.59	216,776,970.70

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
November 2013	\$15,826,224.95	\$214,196,795.51
December 2013	15,354,253.68	211,638,346.45
January 2014	14,892,243.89	209,101,447.79
February 2014	14,440,073.91	206,585,925.21
March 2014.	13,997,623.36	204,091,605.77
April 2014.	13,564,773.08	201,618,317.89
May 2014	13,141,405.11	199,165,891.38
June 2014.	12,727,402.72	196,734,157.38
July 2014	12,322,650.37	194,322,948.38
August 2014	11,927,033.71	191,932,098.22
September 2014	11,540,439.55	189,561,442.02
October 2014	11,162,755.89	187,210,816.25
November 2014	10,793,871.85	184,880,058.66
December 2014	10,433,677.73	182,569,008.30
January 2015	10,082,064.92	180,277,505.49
February 2015	9,738,925.97	178,005,391.83
March 2015.	9,404,154.50	175,752,510.18
April 2015.	9,077,645.27	173,518,704.64
May 2015	8,759,294.11	171,303,820.55
June 2015.	8,448,997.90	169,107,704.50
July 2015	8,146,654.65	166,930,204.27
August 2015	7,852,163.37	164,771,168.88
September 2015	7,565,424.16	162,630,448.54
October 2015	7,286,338.11	160,507,894.65
November 2015	7,014,807.42	158,403,359.78
December 2015	6,750,735.21	156,316,697.71
January 2016	6,494,025.67	154,247,763.34
February 2016	6,244,583.99	152,196,412.76
March 2016.	6,002,316.32	150,162,503.18
April 2016.	5,767,129.80	148,145,892.97
May 2016	5,538,932.56	146,146,441.61
June 2016.	5,317,633.68	144,164,009.71
July 2016	5,103,143.18	142,198,458.97
August 2016	4,895,372.05	140,249,652.22
September 2016	4,694,232.17	138,317,453.37
October 2016	4,499,636.40	136,401,727.40
November 2016	4,311,498.49	134,502,340.39
December 2016	4,129,733.09	132,619,159.46
January 2017	3,954,255.75	130,752,052.82
February 2017	3,784,982.95	128,900,889.70

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
March 2017	\$ 3,621,831.99	\$127,065,540.39
April 2017	3,464,721.09	125,245,876.21
May 2017	3,313,569.31	123,441,769.50
June 2017	3,168,296.59	121,653,093.63
July 2017	3,028,823.70	119,879,722.96
August 2017	2,895,072.26	118,121,532.86
September 2017	2,766,964.72	116,378,399.70
October 2017	2,644,424.35	114,650,200.84
November 2017	2,527,375.24	112,936,814.59
December 2017	2,415,742.30	111,238,120.27
January 2018	2,309,451.23	109,553,998.12
February 2018	2,209,281.69	107,884,329.37
March 2018	2,120,691.51	106,228,996.17
April 2018	2,043,468.47	104,587,881.64
May 2018	1,977,403.36	102,967,058.51
June 2018	1,922,289.96	101,370,036.83
July 2018	1,877,925.03	99,796,477.77
August 2018	1,833,362.52	98,246,047.20
September 2018	1,787,180.62	96,718,415.70
October 2018	1,739,432.85	95,213,258.41
November 2018	1,690,171.62	93,730,255.05
December 2018	1,639,448.20	92,269,089.78
January 2019	1,587,312.78	90,829,451.20
February 2019	1,533,814.46	89,411,032.26
March 2019	1,479,001.32	88,013,530.18
April 2019	1,422,920.35	86,636,646.45
May 2019	1,365,617.57	85,280,086.71
June 2019	1,307,137.98	83,943,560.73
July 2019	1,247,525.60	82,626,782.35
August 2019	1,186,823.50	81,329,469.38
September 2019	1,125,073.78	80,051,343.63
October 2019	1,062,317.64	78,792,130.76
November 2019	998,595.36	77,551,560.30
December 2019	933,946.31	76,329,365.57
January 2020	868,409.00	75,125,283.60
February 2020	802,021.09	73,939,055.12
March 2020	734,819.36	72,770,424.51
April 2020	666,839.79	71,619,139.70
May 2020	598,117.52	70,484,952.18
June 2020	528,686.92	69,367,616.92

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
July 2020	\$ 458,581.55	\$ 68,266,892.32
August 2020	387,834.23	67,182,540.17
September 2020	316,476.99	66,114,325.60
October 2020	244,541.12	65,062,017.04
November 2020	172,057.22	64,025,386.18
December 2020	99,055.14	63,004,207.91
January 2021	25,564.06	61,998,260.26
February 2021	0.00	61,007,324.40
March 2021	0.00	60,031,184.57
April 2021	0.00	59,069,628.05
May 2021	0.00	58,122,445.09
June 2021	0.00	57,189,428.89
July 2021	0.00	56,270,375.58
August 2021	0.00	55,365,084.14
September 2021	0.00	54,473,356.37
October 2021	0.00	53,594,996.88
November 2021	0.00	52,729,813.00
December 2021	0.00	51,877,614.80
January 2022	0.00	51,038,215.01
February 2022	0.00	50,211,429.00
March 2022	0.00	49,397,074.74
April 2022	0.00	48,594,972.76
May 2022	0.00	47,804,946.12
June 2022	0.00	47,026,820.38
July 2022	0.00	46,260,423.54
August 2022	0.00	45,505,586.06
September 2022	0.00	44,762,140.75
October 2022	0.00	44,029,922.81
November 2022	0.00	43,308,769.75
December 2022	0.00	42,598,521.36
January 2023	0.00	41,899,019.73
February 2023	0.00	41,210,109.14
March 2023	0.00	40,531,636.09
April 2023	0.00	39,863,449.23
May 2023	0.00	39,205,399.38
June 2023	0.00	38,557,339.44
July 2023	0.00	37,919,124.39
August 2023	0.00	37,290,611.27
September 2023	0.00	36,671,659.15
October 2023	0.00	36,062,129.06

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
November 2023	\$ 0.00	\$ 35,461,884.04
December 2023	0.00	34,870,789.04
January 2024	0.00	34,288,710.92
February 2024	0.00	33,715,518.44
March 2024.	0.00	33,151,082.21
April 2024.	0.00	32,595,274.66
May 2024	0.00	32,047,970.06
June 2024	0.00	31,509,044.43
July 2024	0.00	30,978,375.56
August 2024	0.00	30,455,842.98
September 2024	0.00	29,941,327.92
October 2024	0.00	29,434,713.28
November 2024	0.00	28,935,883.66
December 2024	0.00	28,444,725.25
January 2025	0.00	27,961,125.90
February 2025	0.00	27,484,975.03
March 2025.	0.00	27,016,163.62
April 2025.	0.00	26,554,584.23
May 2025	0.00	26,100,130.92
June 2025	0.00	25,652,699.26
July 2025	0.00	25,212,186.32
August 2025	0.00	24,778,490.62
September 2025	0.00	24,351,512.12
October 2025	0.00	23,931,152.22
November 2025	0.00	23,517,313.71
December 2025	0.00	23,109,900.77
January 2026	0.00	22,708,818.95
February 2026	0.00	22,313,975.12
March 2026.	0.00	21,925,277.51
April 2026.	0.00	21,542,635.64
May 2026	0.00	21,165,960.32
June 2026	0.00	20,795,163.64
July 2026	0.00	20,430,158.93
August 2026	0.00	20,070,860.78
September 2026	0.00	19,717,184.97
October 2026	0.00	19,369,048.51
November 2026	0.00	19,026,369.57
December 2026	0.00	18,689,067.52
January 2027	0.00	18,357,062.85
February 2027	0.00	18,030,277.20

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
March 2027	\$ 0.00	\$ 17,708,633.33
April 2027	0.00	17,392,055.12
May 2027	0.00	17,080,467.51
June 2027	0.00	16,773,796.53
July 2027	0.00	16,471,969.28
August 2027	0.00	16,174,913.87
September 2027	0.00	15,882,559.48
October 2027	0.00	15,594,836.28
November 2027	0.00	15,311,675.45
December 2027	0.00	15,033,009.15
January 2028	0.00	14,758,770.51
February 2028	0.00	14,488,893.64
March 2028	0.00	14,223,313.57
April 2028	0.00	13,961,966.28
May 2028	0.00	13,704,788.67
June 2028	0.00	13,451,718.52
July 2028	0.00	13,202,694.55
August 2028	0.00	12,957,656.31
September 2028	0.00	12,716,544.26
October 2028	0.00	12,479,299.70
November 2028	0.00	12,245,864.77
December 2028	0.00	12,016,182.45
January 2029	0.00	11,790,196.54
February 2029	0.00	11,567,851.65
March 2029	0.00	11,349,093.17
April 2029	0.00	11,133,867.32
May 2029	0.00	10,922,121.05
June 2029	0.00	10,713,802.10
July 2029	0.00	10,508,858.96
August 2029	0.00	10,307,240.86
September 2029	0.00	10,108,897.76
October 2029	0.00	9,913,780.36
November 2029	0.00	9,721,840.04
December 2029	0.00	9,533,028.92
January 2030	0.00	9,347,299.78
February 2030	0.00	9,164,606.11
March 2030	0.00	8,984,902.05
April 2030	0.00	8,808,142.42
May 2030	0.00	8,634,282.68
June 2030	0.00	8,463,278.96

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
July 2030	\$ 0.00	\$ 8,295,088.00
August 2030	0.00	8,129,667.17
September 2030	0.00	7,966,974.47
October 2030	0.00	7,806,968.50
November 2030	0.00	7,649,608.47
December 2030	0.00	7,494,854.18
January 2031	0.00	7,342,666.00
February 2031	0.00	7,193,004.89
March 2031	0.00	7,045,832.38
April 2031	0.00	6,901,110.54
May 2031	0.00	6,758,802.02
June 2031	0.00	6,618,869.98
July 2031	0.00	6,481,278.15
August 2031	0.00	6,345,990.77
September 2031	0.00	6,212,972.60
October 2031	0.00	6,082,188.92
November 2031	0.00	5,953,605.51
December 2031	0.00	5,827,188.66
January 2032	0.00	5,702,905.13
February 2032	0.00	5,580,722.20
March 2032	0.00	5,460,607.59
April 2032	0.00	5,342,529.52
May 2032	0.00	5,226,456.66
June 2032	0.00	5,112,358.15
July 2032	0.00	5,000,203.56
August 2032	0.00	4,889,962.93
September 2032	0.00	4,781,606.72
October 2032	0.00	4,675,105.84
November 2032	0.00	4,570,431.61
December 2032	0.00	4,467,555.77
January 2033	0.00	4,366,450.50
February 2033	0.00	4,267,088.36
March 2033	0.00	4,169,442.33
April 2033	0.00	4,073,485.77
May 2033	0.00	3,979,192.45
June 2033	0.00	3,886,536.51
July 2033	0.00	3,795,492.48
August 2033	0.00	3,706,035.26
September 2033	0.00	3,618,140.13
October 2033	0.00	3,531,782.72

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
November 2033	\$ 0.00	\$ 3,446,939.03
December 2033	0.00	3,363,585.40
January 2034	0.00	3,281,698.53
February 2034	0.00	3,201,255.47
March 2034	0.00	3,122,233.60
April 2034	0.00	3,044,610.62
May 2034	0.00	2,968,364.59
June 2034	0.00	2,893,473.88
July 2034	0.00	2,819,917.17
August 2034	0.00	2,747,673.46
September 2034	0.00	2,676,722.08
October 2034	0.00	2,607,042.64
November 2034	0.00	2,538,615.07
December 2034	0.00	2,471,419.59
January 2035	0.00	2,405,436.72
February 2035	0.00	2,340,647.25
March 2035	0.00	2,277,032.29
April 2035	0.00	2,214,573.19
May 2035	0.00	2,153,251.61
June 2035	0.00	2,093,049.47
July 2035	0.00	2,033,948.96
August 2035	0.00	1,975,932.53
September 2035	0.00	1,918,982.91
October 2035	0.00	1,863,083.05
November 2035	0.00	1,808,216.20
December 2035	0.00	1,754,365.84
January 2036	0.00	1,701,515.68
February 2036	0.00	1,649,649.69
March 2036	0.00	1,598,752.09
April 2036	0.00	1,548,807.33
May 2036	0.00	1,499,800.06
June 2036	0.00	1,451,715.22
July 2036	0.00	1,404,537.92
August 2036	0.00	1,358,253.52
September 2036	0.00	1,312,847.60
October 2036	0.00	1,268,305.96
November 2036	0.00	1,224,614.60
December 2036	0.00	1,181,759.73
January 2037	0.00	1,139,727.78
February 2037	0.00	1,098,505.38

<u>Distribution Date</u>	<u>Class PW</u>	<u>Classes MA, MB, MC and MD (in the aggregate)</u>
March 2037	\$ 0.00	\$ 1,058,079.35
April 2037	0.00	1,018,436.73
May 2037	0.00	979,564.73
June 2037	0.00	941,450.78
July 2037	0.00	904,082.48
August 2037	0.00	867,447.63
September 2037	0.00	831,534.20
October 2037	0.00	796,330.35
November 2037	0.00	761,824.42
December 2037	0.00	728,004.92
January 2038	0.00	694,860.56
February 2038	0.00	662,380.18
March 2038	0.00	630,552.82
April 2038	0.00	599,367.68
May 2038	0.00	568,814.11
June 2038	0.00	538,881.65
July 2038	0.00	509,559.96
August 2038	0.00	480,838.90
September 2038	0.00	452,708.46
October 2038	0.00	425,158.77
November 2038	0.00	398,180.15
December 2038	0.00	371,763.04
January 2039	0.00	345,898.02
February 2039	0.00	320,575.83
March 2039	0.00	295,787.36
April 2039	0.00	271,523.61
May 2039	0.00	247,775.75
June 2039	0.00	224,535.05
July 2039	0.00	201,792.96
August 2039	0.00	179,541.01
September 2039	0.00	157,770.91
October 2039	0.00	136,474.45
November 2039	0.00	115,643.58
December 2039	0.00	95,270.37
January 2040	0.00	75,347.00
February 2040	0.00	55,865.78
March 2040	0.00	36,819.13
April 2040	0.00	18,199.59
May 2040 and thereafter	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
1	Ginnie Mae	2010-019	GZ	February 26, 2010	38376V824	5.0%	FIX/Z	February 2040	SUP	\$18,612,711	0.95425726	\$17,761,315	100%	5.331%	350	9	II
1	Ginnie Mae	2010-031	ZB	March 30, 2010	38376XN90	5.0	FIX/Z	March 2040	SUP	4,449,264	1.01677112	4,523,883	100	5.292	355	5	II
1	Ginnie Mae	2010-042	ZC	April 30, 2010	38377EGR9	5.0	FIX/Z	April 2040	SUP	4,296,037	1.01255216	4,349,961	100	5.289	356	4	II
1	Ginnie Mae	2010-042	ZD	April 30, 2010	38377EHF4	5.0	FIX/Z	April 2040	SUP	6,666,667	1.01255216	6,750,348	100	5.289	356	4	II

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

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

Exhibit B

Cover Pages and Terms Sheets from Underlying Certificate Disclosure Documents



\$631,138,419

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-019

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.

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						
DK	\$ 25,000,000	4.25%	PAC I	FIX	38376VR74	February 2038
GI	750,000	5.00	NTL (PAC II/AD)	FIX/IO	38376VR82	February 2040
GW	15,000,000	4.75	PAC II/AD	FIX	38376VR90	February 2040
GZ	18,612,711	5.00	SUP	FIX/Z	38376VS24	February 2040
PA(1)	100,427,456	4.00	PAC I	FIX	38376VS32	February 2038
PC(1)	15,477,890	5.00	PAC I/AD	FIX	38376VS40	February 2021
PF	59,588,728	(5)	PAC I	FLT	38376VS57	February 2038
PS	59,588,728	(5)	NTL (PAC I)	INV/IO	38376VS65	February 2038
QZ(1)	21,317,570	5.00	PAC I	FIX/Z	38376VS73	February 2040
Security Group 2						
FC(1)	81,751,170	(5)	PAC/AD	FLT	38376VS81	July 2039
PE(1)	12,397,226	5.00	PAC/AD	FIX	38376VS99	February 2040
PZ	42,349,263	5.00	SUP	FIX/Z	38376VT23	February 2040
SC(1)	81,751,170	(5)	NTL (PAC/AD)	INV/IO	38376VT31	July 2039
UB(1)	13,455,025	4.00	PAC/AD	FIX	38376VT49	June 2033
UC(1)	39,412,128	4.00	PAC/AD	FIX	38376VT56	March 2037
UD(1)	28,865,778	4.00	PAC/AD	FIX	38376VT64	July 2039
UE(1)	81,769,410	4.00	PAC/AD	FIX	38376VT72	December 2031
Security Group 3						
HA(1)	50,000,000	(5)	SEQ	ARB	38376VT80	August 2034
HB(1)	25,714,064	4.50	SEQ	FIX	38376VT98	February 2040
HI(1)	50,000,000	(5)	NTL (SEQ)	DRB/IO	38376VU21	August 2034
Residuals						
RR	0	0.00	NPR	NPR	38376VU39	February 2040
RR3	0	0.00	NPR	NPR	38376VU47	February 2040

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

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 February 26, 2010.

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

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

Goldman, Sachs & Co.

Loop Capital Markets LLC

The date of this Offering Circular Supplement is February 19, 2010.

TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: February 26, 2010

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

Trust Assets:

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. 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			
\$255,424,355	356	4	5.5%
Group 2 Trust Assets			
\$300,000,000	358	2	5.5%
Group 3 Trust Assets			
\$ 75,714,064	359	1	5.0%

¹ As of February 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 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 1 and 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 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 HA Interest Rate</u>	<u>Class HI Interest Rate</u>
1st through 24th	3.00%	1.50%
25th through 36th	3.25%	1.25%
37th through 48th	3.50%	1.00%
49th through 54th	4.00%	0.50%
55th 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>
FC	LIBOR + 0.65%	0.8780%	0.65%	7.00%	0	0.00%
FD	LIBOR + 0.45%	0.6780%	0.45%	7.00%	0	0.00%
FE	LIBOR + 0.50%	0.7280%	0.50%	7.00%	0	0.00%
FG	LIBOR + 0.55%	0.7780%	0.55%	7.00%	0	0.00%
FH	LIBOR + 0.60%	0.8280%	0.60%	7.00%	0	0.00%
PF	LIBOR + 0.50%	0.7343%	0.50%	7.00%	0	0.00%
PS	6.50% – LIBOR	6.2657%	0.00%	6.50%	0	6.50%
SC	6.35% – LIBOR	6.1220%	0.00%	6.35%	0	6.35%
SD	6.55% – LIBOR	6.3220%	0.00%	6.55%	0	6.55%
SE	6.50% – LIBOR	6.2720%	0.00%	6.50%	0	6.50%
SG	6.45% – LIBOR	6.2220%	0.00%	6.45%	0	6.45%
SH	6.40% – LIBOR	6.1720%	0.00%	6.40%	0	6.40%

(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 QZ Accrual Amounts will be allocated as follows:

- The GZ Accrual Amount in the following order of priority:
 1. To GW, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To GZ, until retired
- The QZ Accrual Amount sequentially, to PC and QZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to DK, PA and PF, pro rata, until retired
 - b. Sequentially, to PC and QZ, in that order, until retired
 2. To GW, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To GZ, until retired
 4. To GW, without regard to its Scheduled Principal Balance, until retired
 5. To the Group 1 PAC I Classes, in the same order and priority as described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. To the Group 2 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, as follows:
 - i. 66.6666668026% sequentially, to UE, UB, UC and UD, in that order, until retired
 - ii. 33.3333331974% to FC, until retired
 - b. To PE, until retired
2. To PZ, until retired
3. To the Group 2 PAC Classes, in the same order and priority as described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated sequentially, to HA and HB, 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 I Classes	
DK, PA, PC, PF and QZ (in the aggregate)	300% PSA through 425% PSA
PAC II Class	
GW.	330% PSA through 400% PSA
PAC Classes	
FC, PE, UB, UC, UD and UE (in the aggregate).	200% 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>
DI . . .	\$40,170,982	40% of PA (PAC I Class)
GI . . .	750,000	5% of GW (PAC II/AD Class)
HI . . .	50,000,000	100% of HA (SEQ Class)
IH . . .	27,777,777	55.555555556% of HA (SEQ Class)
JI	3,095,578	20% of PC (PAC I/AD Class)
KI. . . .	40,390,968	30% of UB, UC and UE (in the aggregate) (PAC/AD Classes)
LI	49,050,702	30% of UB, UC, UD and UE (in the aggregate) (PAC/AD Classes)
PI. . . .	2,479,445	20% of PE (PAC/AD Class)
PS . . .	59,588,728	100% of PF (PAC I Class)
SC . . .	81,751,170	100% of FC (PAC/AD Class)
SD . . .	81,751,170	100% of FC (PAC/AD Class)
SE . . .	81,751,170	100% of FC (PAC/AD Class)
SG . . .	81,751,170	100% of FC (PAC/AD Class)
SH . . .	81,751,170	100% of FC (PAC/AD Class)
WI . . .	24,530,823	30% of UE (PAC/AD Class)
YI. . . .	28,567,330	30% of UB and UE (in the aggregate) (PAC/AD Classes)

Tax Status: Double REMIC Series as to the Group 1 and 2 Trust Assets and Double REMIC Series as to the Group 3 Trust Assets. Separate REMIC elections will be made as to the Issuing REMIC and Pooling REMIC with respect to the Group 1 and 2 Trust Assets (the “Group 1 and 2 Issuing REMIC” and the “Group 1 and 2 Pooling REMIC,” respectively) and the Group 3 Trust Assets (the “Group 3 Issuing REMIC” and the “Group 3 Pooling REMIC,” respectively). See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

Regular and Residual Classes: Classes RR and RR3 are Residual Classes. Class RR represents the Residual Interest of the Group 1 and 2 Issuing and Pooling REMICs. Class RR3 represents the Residual Interest of the Group 3 Issuing and Pooling REMICs. All other Classes of REMIC Securities are Regular Classes.



\$2,186,415,389
Government National Mortgage Association
GINNIE MAE[®]

**Guaranteed REMIC Pass-Through Securities
and MX Securities**
Ginnie Mae REMIC Trust 2010-031

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 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						
BO	\$ 137,896	0.00%	SC/PT	PO	38376XZE6	December 2033
FB	3,861,074	(5)	SC/PT	FLT	38376XZF3	December 2033
SB	3,861,074	(5)	NTL (SC/PT)	INV/IO	38376XZG1	December 2033
Security Group 2						
DO	310,892	0.00	SC/PT	PO	38376XZH9	May 2033
FD	8,704,955	(5)	SC/PT	FLT	38376XZJ5	May 2033
SD	8,704,955	(5)	NTL (SC/PT)	INV/IO	38376XZK2	May 2033
Security Group 3						
EO	395,181	0.00	SC/PT	PO	38376XZL0	August 2033
FE	11,065,055	(5)	SC/PT	FLT	38376XZM8	August 2033
SE	11,065,055	(5)	NTL (SC/PT)	INV/IO	38376XZN6	August 2033
Security Group 4						
FG	13,412,307	(5)	SC/PT	FLT	38376XZP1	September 2033
GO	479,011	0.00	SC/PT	PO	38376XZQ9	September 2033
SG	13,412,307	(5)	NTL (SC/PT)	INV/IO	38376XZR7	September 2033
Security Group 5						
FH	25,686,530	(5)	SC/PT	FLT	38376XZS5	October 2034
HO	1,975,887	0.00	SC/PT	PO	38376XZT3	October 2034
SH	25,686,530	(5)	NTL (SC/PT)	INV/IO	38376XZU0	October 2034
Security Group 6						
FJ	18,886,026	(5)	SC/PT	FLT	38376XZV8	October 2034
JO	1,452,772	0.00	SC/PT	PO	38376XZW6	October 2034
SJ	18,886,026	(5)	NTL (SC/PT)	INV/IO	38376XZX4	October 2034
Security Group 7						
FK	13,744,907	(5)	SC/PT	FLT	38376XZY2	November 2034
KO	1,057,301	0.00	SC/PT	PO	38376XZZ9	November 2034
SK	13,744,907	(5)	NTL (SC/PT)	INV/IO	38376XA29	November 2034
Security Group 8						
FL	35,448,829	(5)	SC/PT	FLT	38376XA37	November 2034
LO	2,726,833	0.00	SC/PT	PO	38376XA45	November 2034
SL	35,448,829	(5)	NTL (SC/PT)	INV/IO	38376XA52	November 2034

(Cover continued on next page)

Goldman, Sachs & Co.

Loop Capital Markets LLC

The date of this Offering Circular Supplement is March 22, 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 9						
GA(1)	\$233,627,310	4.00%	PAC I	FIX	38376XH22	March 2039
GB	10,434,021	5.00	PAC I	FIX	38376XH30	June 2039
GC	27,983,417	5.00	PAC I	FIX	38376XH48	March 2040
HA	16,275,000	5.00	SCH/AD	FIX	38376XH55	March 2040
HB	3,500,000	5.00	SUP	FIX	38376XH63	March 2040
HZ	30,225,000	5.00	TAC/SUP	FIX/Z	38376XH71	March 2040
JA	9,320,000	5.00	SUP	FIX	38376XH89	May 2039
JB	3,602,000	5.00	SUP	FIX	38376XH97	November 2039
JC	3,377,000	5.00	SUP	FIX	38376XJ20	March 2040
JD	3,107,000	4.50	SUP	FIX	38376XJ38	May 2039
JE	3,107,000	5.50	SUP	FIX	38376XJ46	May 2039
JF(1)	116,813,655	(5)	PAC I	FLT	38376XJ53	March 2039
JK	2,486,000	5.00	PAC II/AD	FIX	38376XJ61	March 2040
JS(1)	116,813,655	(5)	NTL (PAC I)	INV/IO	38376XJ79	March 2039
JZ	1,000	5.00	PAC II	FIX/Z	38376XJ87	March 2040
KU(1)	9,684,958	5.00	SUP	FIX	38376XJ95	January 2039
LU(1)	3,228,319	5.00	SUP	FIX	38376XK28	August 2039
MU(1)	3,228,320	5.00	SUP	FIX	38376XK36	March 2040
YA	12,003,000	4.50	SUP	FIX	38376XK44	November 2039
YB	1,743,000	4.50	SUP	FIX	38376XK51	March 2040
YC	50,000	4.50	SUP	FIX	38376XK69	March 2040
YD	1,204,000	4.50	PAC II	FIX	38376XK77	March 2040
YF	5,000,000	(5)	SUP	FLT	38376XK85	March 2040
YS	5,000,000	(5)	NTL (SUP)	INV/IO	38376XK93	March 2040
YT	5,000,000	(5)	NTL (SUP)	INV/IO	38376XL27	March 2040
Security Group 10						
VA(1)	58,902,557	5.00	SC/SEQ/AD	FIX	38376XL35	March 2021
VZ	80,945,483	5.00	SC/SEQ	FIX/Z	38376XL43	September 2039
Security Group 11						
AP(1)	118,789,338	4.00	PAC	FIX	38376XL50	August 2038
BP	29,371,336	5.00	PAC	FIX	38376XL68	March 2040
FW	48,034,352	(5)	SUP	FLT/DLY	38376XL76	March 2040
MA(1)	430,473,858	4.50	PAC	FIX	38376XL84	August 2038
MB(1)	70,958,067	4.50	PAC	FIX	38376XL92	March 2040
MH(1)	150,859,740	4.50	SUP	FIX	38376XM26	March 2040
MI(1)	270,000,000	4.50	NTL (PT)	FIX/IO	38376XM34	March 2040
MO(1)	62,444,658	0.00	SUP	PO	38376XM42	March 2040
NO(1)	23,061,704	0.00	PAC	PO	38376XM59	March 2040
PF(1)	59,394,668	(5)	PAC	FLT	38376XM67	August 2038
PS(1)	59,394,668	(5)	NTL (PAC)	INV/IO	38376XM75	August 2038
QO(1)	6,938,296	0.00	SUP	PO	38376XM83	March 2040
SW(1)	10,715,356	(5)	SUP	INV/DLY	38376XM91	March 2040
TO(1)	207,555,342	0.00	PAC	PO	38376XN25	March 2040
WS(1)	3,694,950	(5)	SUP	INV/DLY	38376XN33	March 2040
Security Group 12						
IW	40,000,000	5.00	NTL (PAC/AD)	FIX/IO	38376XN41	December 2034
WA	100,000,000	3.00	PAC/AD	FIX	38376XN58	December 2034
WB(1)	42,683,908	5.00	PAC/AD	FIX	38376XN66	September 2038
WC(1)	20,000,000	5.00	PAC/AD	FIX	38376XN74	March 2040
ZA(1)	17,797,056	5.00	TAC/AD	FIX/Z	38376XN82	March 2040
ZB(1)	4,449,264	5.00	SUP	FIX/Z	38376XN90	March 2040
Residual						
RR	0	0.00	NPR	NPR	38376XP23	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.

TERMS SHEET

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

Sponsor: Goldman Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: March 30, 2010

Distribution Dates: For the Group 1, 3, 4, 6 and 8 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 2, 5, 7, 9, 10, 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 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	Underlying Certificates	(1)	(1)
2	Underlying Certificates	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)
9	Ginnie Mae II	5.0%	30
10	Underlying Certificate	(1)	(1)
11	Ginnie Mae II	4.5	30
12	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 9, 11 and 12 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 9 Trust Assets			
\$ 500,000,000	358	2	5.3%
Group 11 Trust Assets			
\$1,222,291,665	359	1	4.9%
Group 12 Trust Assets			
\$ 184,930,228	358	2	5.3%

¹ As of March 1, 2010.

² Does not include the Group 9 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 9, 11 and 12 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 9, 11 and 12 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>
EF	LIBOR + 1.00%	1.23000000%	1.00%	6.00000000%	0	0.00%
ES	5.00% – LIBOR	4.77000000%	0.00%	5.00000000%	0	5.00%
FA	LIBOR + 0.75%	0.98000000%	0.75%	6.50000000%	0	0.00%
FB	LIBOR + 0.70%	0.93000000%	0.70%	7.25000000%	0	0.00%

<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>
FD	LIBOR + 0.70%	0.9300000%	0.70%	7.25000000%	0	0.00%
FE	LIBOR + 0.65%	0.8800000%	0.65%	7.25000000%	0	0.00%
FG	LIBOR + 0.65%	0.8800000%	0.65%	7.25000000%	0	0.00%
FH	LIBOR + 0.90%	1.1300000%	0.90%	7.00000000%	0	0.00%
FJ	LIBOR + 0.90%	1.1300000%	0.90%	7.00000000%	0	0.00%
FK	LIBOR + 0.90%	1.1300000%	0.90%	7.00000000%	0	0.00%
FL	LIBOR + 0.90%	1.1300000%	0.90%	7.00000000%	0	0.00%
FV	LIBOR + 0.75%	0.9800000%	0.75%	6.50000000%	0	0.00%
FW	LIBOR + 1.00%	1.2300000%	1.00%	6.50000000%	19	0.00%
GF	LIBOR + 0.50%	0.7290000%	0.50%	7.00000000%	0	0.00%
GS	6.50% – LIBOR	6.2710000%	0.00%	6.50000000%	0	6.50%
HF	LIBOR + 0.40%	0.6290000%	0.40%	7.00000000%	0	0.00%
HS	6.60% – LIBOR	6.3710000%	0.00%	6.60000000%	0	6.60%
JF	LIBOR + 0.60%	0.8290000%	0.60%	7.00000000%	0	0.00%
JS	6.40% – LIBOR	6.1710000%	0.00%	6.40000000%	0	6.40%
PF	LIBOR + 0.45%	0.6800000%	0.45%	7.00000000%	0	0.00%
PS	6.55% – LIBOR	6.3200000%	0.00%	6.55000000%	0	6.55%
SA	5.75% – LIBOR	5.5200000%	0.00%	5.75000000%	0	5.75%
SB	6.55% – LIBOR	6.3200000%	0.00%	6.55000000%	0	6.55%
SD	6.55% – LIBOR	6.3200000%	0.00%	6.55000000%	0	6.55%
SE	6.60% – LIBOR	6.3700000%	0.00%	6.60000000%	0	6.60%
SG	6.60% – LIBOR	6.3700000%	0.00%	6.60000000%	0	6.60%
SH	6.10% – LIBOR	5.8700000%	0.00%	6.10000000%	0	6.10%
SJ	6.10% – LIBOR	5.8700000%	0.00%	6.10000000%	0	6.10%
SK	6.10% – LIBOR	5.8700000%	0.00%	6.10000000%	0	6.10%
SL	6.10% – LIBOR	5.8700000%	0.00%	6.10000000%	0	6.10%
SW	22.41379222% – (LIBOR x 4.48275839)	21.3827577%	0.00%	22.41379222%	19	5.00%
SY	18.33333296% – LIBOR x 3.3333324)	17.5666663%	0.00%	18.33333296%	19	5.50%
TF	LIBOR + 0.50%	0.7300000%	0.50%	7.00000000%	0	0.00%
TS	6.50% – LIBOR	6.2700000%	0.00%	6.50000000%	0	6.50%
WS	71.50% – (LIBOR x 13.00)	6.5000000%	0.00%	6.50000000%	19	5.50%
YF	LIBOR + 1.30%	1.5290000%	1.30%	6.50000000%	0	0.00%
YS	5.10% – LIBOR	4.8710000%	0.00%	5.10000000%	0	5.10%
YT	5.20% – LIBOR	0.1000000%	0.00%	0.10000000%	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

The Group 1 Principal Distribution Amount will be allocated, concurrently, to BO and FB, pro rata, until retired

SECURITY GROUP 2

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

SECURITY GROUP 3

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

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, concurrently, to FG and GO, pro rata, until retired

SECURITY GROUP 5

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, concurrently, to FJ and JO, pro rata, until retired

SECURITY GROUP 7

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

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated, concurrently, to FL and LO, pro rata, until retired

SECURITY GROUP 9

A percentage of the Group 9 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 9 Principal Distribution Amount (the "Group 9 Adjusted Principal Distribution Amount") and the HZ and JZ Accrual Amounts will be allocated as follows:

- The HZ Accrual Amount in the following order of priority:
 1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To HZ, until retired
- The JZ Accrual Amount, sequentially, to JK and JZ, in that order, until retired

- The Group 9 Adjusted Principal Distribution Amount in the following order of priority:
 1. To the Group 9 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to GA and JF, pro rata, until retired
 - b. Sequentially, to GB and GC, in that order, until retired
 2. Concurrently, as follows:
 - a. 44.9876566017% in the following order of priority:
 - i. To HA and HZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - A. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - B. To HZ, until retired
 - C. To HA, without regard to its Scheduled Principal Balance, until retired
 - ii. To HB, until retired
 - iii. To HA and HZ, in the same manner and priority described in step 2.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - b. 22.4938283008% in the following order of priority:
 - i. Sequentially, to JK and JZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to JA, JD and JE, pro rata, until retired
 - iii. Sequentially, to JB and JC, in that order, until retired
 - iv. Sequentially, to JK and JZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - c. 13.4962969805% in the following order of priority:
 - i. To YD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to YA, YB and YC, in that order, until retired
 - iii. To YD, without regard to its Scheduled Principal Balance, until retired
 - d. 4.4987656602% to YF, until retired
 - e. 14.5234524568%, sequentially, to KU, LU and MU, in that order, until retired
 3. To the Group 9 PAC I Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount and the VZ Accrual Amount will be allocated, sequentially, to VA and VZ, in that order, until retired

SECURITY GROUP 11

The Group 11 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 53.3662859429% in the following order of priority:
 - a. Sequentially, to MA and MB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To MH, until retired

- c. Sequentially, to MA and MB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
2. 22.0896540270% in the following order of priority:
 - a. To TO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To MO, until retired
 - c. To TO, without regard to its Scheduled Principal Balance, until retired
3. 22.0896540271% in the following order of priority:
 - a. To AP, BP and PF, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. Concurrently, to AP and PF, pro rata, until retired
 - ii. To BP, until retired
 - b. Concurrently, to FW, SW and WS, pro rata, until retired
 - c. To AP, BP and PF, in the same manner and priority described in step 3.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
4. 2.4544060030% in the following order of priority:
 - a. To NO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To QO, until retired
 - c. To NO, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 12

The Group 12 Principal Distribution Amount and the ZA and ZB Accrual Amounts will be allocated in the following order of priority:

1. Sequentially, to WA, WB and WC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
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. Sequentially, to WA, WB and WC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC I Classes	
GA, GB, GC and JF (in the aggregate)	125% PSA through 250% PSA
PAC II Classes	
JK and JZ (in the aggregate)	135% PSA through 200% PSA
YD	133% PSA through 250% PSA
PAC Classes	
AP, BP and PF (in the aggregate)	120% PSA through 250% PSA
MA and MB (in the aggregate)	120% PSA through 250% PSA
NO	120% PSA through 250% PSA
TO	120% PSA through 250% PSA
WA, WB and WC (in the aggregate)	175% PSA through 250% PSA
Scheduled Class	
HA	150% PSA through 200% PSA
TAC Classes	
HA and HZ (in the aggregate)	375% PSA
ZA	355% 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 or Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI.	\$ 39,596,446	33.3333333333% of AP (PAC Class)
ES.	\$137,729,624	27.46726267% of MA and MB (in the aggregate) (PAC Classes)
	<u>41,437,041</u>	27.46726267% of MH (SUP Class)
	<u>\$179,166,665</u>	
GI.	\$ 70,088,193	30% of GA (PAC I Class)
GS	116,813,655	100% of JF (PAC I Class)
HS	116,813,655	100% of JF (PAC I Class)
IW	40,000,000	40% of WA (PAC/AD Class)
JS	116,813,655	100% of JF (PAC I Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
MI	\$ 62,444,658	100% of MO (SUP Class)
	<u>207,555,342</u>	100% of TO (PAC Class)
	<u>\$270,000,000</u>	
NI	\$ 4,000,000	20% of WC (PAC/AD Class)
PS	59,394,668	100% of PF (PAC Class)
SA	\$363,702,301	72.53273733% of MA and MB (in the aggregate) (PAC Classes)
	<u>109,422,699</u>	72.53273733% of MH (SUP Class)
	<u>\$473,125,000</u>	
SB	\$ 3,861,074	100% of FB (SC/PT Class)
SD	8,704,955	100% of FD (SC/PT Class)
SE	11,065,055	100% of FE (SC/PT Class)
SG	13,412,307	100% of FG (SC/PT Class)
SH	25,686,530	100% of FH (SC/PT Class)
SJ	18,886,026	100% of FJ (SC/PT Class)
SK	13,744,907	100% of FK (SC/PT Class)
SL	35,448,829	100% of FL (SC/PT Class)
TI	23,561,022	40% of VA (SC/SEQ/AD Class)
TS	59,394,668	100% of PF (PAC Class)
WI	8,536,781	20% of WB (PAC/AD Class)
YS	5,000,000	100% of YF (SUP Class)
YT	5,000,000	100% of YF (SUP 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.



\$3,095,051,944

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2010-042

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.

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						
FV(1)	\$ 38,855,346	(5)	SUP	FLT	38377EEC4	July 2039
HB	5,997,000	5.00%	SUP	FIX	38377EED2	December 2039
HC	3,491,000	5.00	SUP	FIX	38377EEE0	March 2040
HD	1,538,783	5.00	SUP	FIX	38377EEF7	April 2040
HN	6,080,869	5.00	SUP	FIX	38377EEG5	April 2040
HW	7,025,726	5.00	SUP	FIX	38377EEH3	December 2039
PA	262,659,158	3.30	PAC I	FIX	38377EEJ9	September 2037
PB(1)	14,116,622	5.00	PAC I	FIX	38377EEK6	March 2038
PC(1)	38,228,311	5.00	PAC I	FIX	38377EEL4	July 2039
PD	25,565,187	5.00	PAC I	FIX	38377EEM2	April 2040
PI	99,226,793	4.50	NTL (PAC I)	FIX/IO	38377EEN0	September 2037
PO	50,000,000	0.00	PT	PO	38377EEP5	April 2040
SV(1)	11,656,605	(5)	SUP	INV	38377EEQ3	July 2039
WA(1)	6,939,111	5.00	PAC II	FIX	38377EER1	June 2039
WB(1)	8,768,709	5.00	PAC II	FIX	38377EES9	September 2039
WC(1)	19,077,573	5.00	PAC II	FIX	38377EET7	April 2040
Security Group 2						
VA(1)	7,095,644	5.50	SC/SEQ/AD	FIX	38377EEU4	March 2021
VZ	8,691,668	5.50	SC/SEQ	FIX/Z	38377EEV2	October 2039
Security Group 3						
LO	2,500,000	0.00	SC/PT	PO	38377EEW0	June 2039
LW	22,500,000	5.00	SC/PT	FIX	38377EEX8	June 2039
Security Group 4						
BF	20,000,000	(5)	PT	FLT	38377EEY6	April 2040
BS(1)	43,214,285	(5)	NTL (PT)	INV/IO	38377EEZ3	April 2040
DB	12,406,360	4.50	PAC	FIX	38377EFA7	April 2040
DT(1)	76,429,173	4.00	PAC	FIX	38377EFB5	November 2037
DV(1)	12,201,275	4.00	PAC	FIX	38377EFC3	March 2039
FN	23,214,285	(5)	PT	FLT	38377EFD1	April 2040
FP	17,726,089	(5)	PAC	FLT	38377EFE9	March 2039
HO	1,785,715	0.00	PT	PO	38377EFF6	April 2040
KA	26,325,120	4.50	SUP	FIX	38377EFG4	January 2040
KB	3,762,843	4.50	SCH	FIX	38377EFH2	February 2040
KC	1,770,231	4.50	SCH	FIX	38377EFJ8	April 2040
KD	3,611,894	4.50	SUP	FIX	38377EFK5	April 2040
KE	767,015	4.50	SCH	FIX	38377EFL3	April 2040
SN(1)	23,214,285	(5)	NTL (PT)	INV/IO	38377EFM1	April 2040
SP	17,726,089	(5)	NTL (PAC)	INV/IO	38377EFN9	March 2039
Security Group 5						
AC(1)	359,198,542	5.00	PAC	FIX	38377EFP4	February 2039
AD(1)	42,783,494	5.00	PAC	FIX	38377EFQ2	April 2040
AE(1)	121,017,964	5.00	SUP	FIX	38377EFR0	April 2040
AI(1)	174,333,333	4.50	NTL (PT)	FIX/IO	38377EFS8	April 2040
OP(1)	193,642,905	0.00	SCH	PO	38377EFT6	April 2040
OT(1)	38,801,540	0.00	SUP	PO	38377EFU3	April 2040
Security Group 6						
AG(1)	42,683,908	5.00	SC/PT	FIX	38377EFV1	September 2038
XI(1)	11,955,011	5.00	NTL (SC/PT)	FIX/IO	38377EFW9	December 2034
Security Group 7						
V(1)	9,589,226	5.00	SC/SEQ/AD	FIX	38377EFX7	April 2021
Z(1)	13,177,774	5.00	SC/SEQ	FIX/Z	38377EFY5	November 2039

(Cover continued on following page)

Goldman, Sachs & Co.

Loop Capital Markets LLC

The date of this Offering Circular Supplement is April 22, 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 8						
FK	\$200,000,000	(5)	PT	FLT	38377EFZ2	April 2040
SW(1)	49,838,004	(5)	PAC I	INV	38377EGA6	April 2040
SX(1)	8,106,731	(5)	SUP	INV	38377EGB4	April 2040
SY(1)	2,055,265	(5)	PAC II	INV	38377EGC2	April 2040
Security Group 9						
FJ(1)	111,267,055	(5)	PAC/AD	FLT	38377EGD0	November 2039
JB	11,912,462	5.00%	PAC/AD	FIX	38377EGE8	April 2040
JM(1)	159,791,064	4.00	PAC/AD	FIX	38377EGF5	January 2036
JN(1)	37,014,738	4.00	PAC/AD	FIX	38377EGG3	June 2038
JQ(1)	25,728,309	4.00	PAC/AD	FIX	38377EGH1	November 2039
JZ	61,708,968	5.00	TAC	FIX/Z	38377EGJ7	April 2040
KZ	1,259,367	5.00	SUP	FIX/Z	38377EGK4	April 2040
SJ(1)	111,267,055	(5)	NTL (PAC/AD)	INV/IO	38377EGL2	November 2039
Security Group 10						
GB(1)	75,474,580	5.00	PAC/AD	FIX	38377EGM0	October 2039
GC	9,222,880	5.00	PAC/AD	FIX	38377EGN8	April 2040
GE	125,000,000	3.50	PAC/AD	FIX	38377EGP3	September 2034
IG(1)	37,500,000	5.00	NTL (PAC/AD)	FIX/IO	38377EGQ1	September 2034
ZC	4,296,037	5.00	SUP	FIX/Z	38377EGR9	April 2040
ZG	24,344,206	5.00	TAC	FIX/Z	38377EGS7	April 2040
Security Group 11						
CB	10,344,313	5.00	PAC/AD	FIX	38377EGT5	April 2040
CO(1)	40,000,000	0.00	PAC/AD	PO	38377EGU2	June 2039
CZ	30,557,855	5.00	SUP	FIX/Z	38377EGV0	April 2040
FC	100,000,000	(5)	PAC/AD	FLT	38377EGW8	June 2039
SC(1)	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38377EGX6	June 2039
Security Group 12						
GD	29,414,361	5.00	PAC/AD	FIX	38377EGY4	April 2040
GF	60,301,301	(5)	PAC/AD	FLT	38377EGZ1	April 2039
GN(1)	166,667,510	4.50	PAC/AD	FIX	38377EHA5	August 2035
GS	60,301,301	(5)	NTL (PAC/AD)	INV/IO	38377EHB3	April 2039
GT(1)	42,204,902	4.50	PAC/AD	FIX	38377EHC1	October 2037
GV(1)	32,332,792	4.50	PAC/AD	FIX	38377EHD9	April 2039
GZ	60,000,000	5.00	TAC	FIX/Z	38377EHE7	April 2040
ZD	6,666,667	5.00	SUP	FIX/Z	38377EHF4	April 2040
Security Group 13						
WP(1)	47,596,586	5.00	SC/PAC	FIX	38377EHG2	August 2033
WU	263,326	5.00	SC/SUP	FIX	38377EHH0	August 2033
Residual						
RR	0	0.00	NPR	NPR	38377EHJ6	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 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. The Class Notional Balance of Class XI will be reduced with the outstanding notional balance of the related Trust Asset Subgroup.
- (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: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2010

Distribution Dates: For the Group 1 through 8, 10, 12 and 13 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2010. For the Group 9 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 May 2010.

Trust Assets:

<u>Trust Asset Group or Subgroup⁽²⁾</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.50%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.00	30
5	Ginnie Mae II	4.50	30
6A	Underlying Certificate	(1)	(1)
6B	Underlying Certificate	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Ginnie Mae II	5.00	30
9	Ginnie Mae I	5.00	30
10	Ginnie Mae II	5.00	30
11	Ginnie Mae I	5.00	30
12	Ginnie Mae II	5.00	30
13	Underlying Certificate	(1)	(1)

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

⁽²⁾ The Group 6 Trust Assets consist of two subgroups, Subgroup 6A and Subgroup 6B (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. 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, 4, 5 and 8 through 12 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			
\$500,000,000	358	2	4.90%
Group 4 Trust Assets			
\$200,000,000	358	2	5.30%
Group 5 Trust Assets			
\$755,444,445	359	1	4.92%
Group 8 Trust Assets			
\$260,000,000	358	2	5.52%
Group 9 Trust Assets			
\$408,681,963	353	6	5.50%
Group 10 Trust Assets			
\$238,337,703	359	1	5.30%
Group 11 Trust Assets			
\$180,902,168	356	4	5.50%
Group 12 Trust Assets			
\$397,587,533	359	1	5.30%

¹ As of April 1, 2010.

² Does not include the Group 12 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 1, 4, 5, 8, 10 and 12 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, 4, 5, 8, 10 and 12 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 4, 5 and 8 through 12 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, Weighted Average Coupon 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>
AS	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
BF	LIBOR + 0.52%	0.76900000%	0.52%	7.00000000%	0	0.00%
BS	6.48% – LIBOR	6.23100000%	0.00%	6.48000000%	0	6.48%
CS	6.50% – LIBOR	6.25100000%	0.00%	6.50000000%	0	6.50%
DF	LIBOR + 0.80%	1.04900000%	0.80%	6.50000000%	0	0.00%
DS	5.70% – LIBOR	5.45100000%	0.00%	5.70000000%	0	5.70%
EF	LIBOR + 0.82%	1.06900000%	0.82%	6.50000000%	0	0.00%
ES	5.68% – LIBOR	5.43100000%	0.00%	5.68000000%	0	5.68%
FC	LIBOR + 0.44%	0.69000000%	0.44%	7.00000000%	0	0.00%
FJ	LIBOR + 0.55%	0.80100000%	0.55%	7.00000000%	0	0.00%
FK	LIBOR + 0.83%	1.07900000%	0.83%	6.50000000%	0	0.00%
FM	LIBOR + 0.45%	0.70100000%	0.45%	7.00000000%	0	0.00%
FN	LIBOR + 0.50%	0.74900000%	0.50%	7.00000000%	0	0.00%
FP	LIBOR + 0.45%	0.69900000%	0.45%	7.00000000%	0	0.00%
FV	LIBOR + 1.20%	1.44900000%	1.20%	6.50000000%	0	0.00%
GF	LIBOR + 0.45%	0.69900000%	0.45%	7.00000000%	0	0.00%
GS	6.55% – LIBOR	6.30100000%	0.00%	6.55000000%	0	6.55%
NS	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
SA	14.175% – (LIBOR × 2.50)	13.55250000%	0.00%	14.17500000%	0	5.67%
SC	6.56% – LIBOR	6.31000000%	0.00%	6.56000000%	0	6.56%
SJ	6.45% – LIBOR	6.19900000%	0.00%	6.45000000%	0	6.45%
SK	5.67% – LIBOR	5.42100000%	0.00%	5.67000000%	0	5.67%
SM	6.55% – LIBOR	6.29900000%	0.00%	6.55000000%	0	6.55%
SN	6.50% – LIBOR	0.02000000%	0.00%	0.02000000%	0	6.50%
SP	6.55% – LIBOR	6.30100000%	0.00%	6.55000000%	0	6.55%
SQ	16.40% – (LIBOR × 2.50)	15.77500000%	0.00%	16.40000000%	0	6.56%
ST	9.84% – (LIBOR × 1.50)	9.46500000%	0.00%	9.84000000%	0	6.56%
SV	17.66666536% – (LIBOR × 3.33333299)	16.83666545%	0.00%	17.66666536%	0	5.30%
SW	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
SX	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
SY	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
TS	5.67% – LIBOR	5.42100000%	0.00%	5.67000000%	0	5.67%

- (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.

Classes GQ, GW, GX, GY and PE are Weighted Average Coupon Classes. Each of the Weighted Average Coupon Classes will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period. The initial approximate Interest

Rate for each Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is as follows:

<u>Class</u>	<u>Initial Interest Rate</u>
GQ	6.00000%
GW	6.50000%
GX	7.00000%
GY	5.50000%
PE	6.40041%

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, concurrently, as follows:

1. 10% to PO, until retired
2. 90% in the following order of priority:
 - a. Sequentially, to PA, PB, PC and PD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Sequentially, to WA, WB and WC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, to FV and SV, pro rata, until retired
 - d. Concurrently, as follows:
 - i. 45.6910052128% sequentially, to HB, HC and HD, in that order, until retired
 - ii. 54.3089947872% sequentially, to HW and HN, in that order, until retired
 - e. Sequentially, to WA, WB and WC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - f. Sequentially, to PA, PB, PC and PD, in that order, 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, sequentially, to VA and VZ, in that order, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

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

1. 22.5% concurrently, to BF, FN and HO, pro rata, until retired
2. 77.5% in the following order of priority:
 - a. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. Concurrently, as follows:
 - A. 16.6666661965% to FP, until retired

B. 83.3333338035% sequentially, to DT and DV, in that order, until retired

ii. To DB, until retired

b. Sequentially, to KB, KC and KE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

c. Sequentially, to KA and KD, in that order, until retired

d. Sequentially, to KB, KC and KE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

e. To the Group 4 PAC Classes, in the same manner and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 69.2307691799% in the following order of priority:

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

b. To AE, until retired

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

2. 30.7692308201% in the following order of priority:

a. To OP, until reduced to its Scheduled Principal Balance for that Distribution Date

b. To OT, until retired

c. To OP, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Subgroup 6A Principal Distribution Amount will be allocated to AG, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the Z Accrual Amount will be allocated, sequentially, to V and Z, in that order, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 76.9230769231% to FK, until retired

2. 23.0769230769% in the following order of priority:

a. To SW, until reduced to its Scheduled Principal Balance for that Distribution Date

b. To SY, until reduced to its Scheduled Principal Balance for that Distribution Date

c. To SX, until retired

d. To SY, without regard to its Scheduled Principal Balance, until retired

e. To SW, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount and the JZ and KZ Accrual Amounts will be allocated in the following order of priority:

1. To the Group 9 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, as follows:
 - i. 66.6666667665% sequentially, to JM, JN and JQ, in that order, until retired
 - ii. 33.3333332335% to FJ, until retired
 - b. To JB, until retired
2. To JZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To KZ, until retired
4. To JZ, without regard to its Scheduled Principal Balance, until retired
5. To the Group 9 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount and the ZC and ZG Accrual Amounts will be allocated in the following order of priority:

1. Sequentially, to GE, GB and GC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZG, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZC, until retired
4. To ZG, without regard to its Scheduled Principal Balance, until retired
5. Sequentially, to GE, GB and GC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 11

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

1. To the Group 11 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CO and FC, pro rata, until retired
 - b. To CB, until retired
2. To CZ, until retired
3. To the Group 11 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 12

A percentage of the Group 12 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 12 Principal Distribution Amount (the "Group 12 Adjusted Principal

Distribution Amount”) and the GZ and ZD Accrual Amounts will be allocated in the following order of priority:

1. To the Group 12 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, as follows:
 - i. 20% to GF, until retired
 - ii. 80% sequentially, to GN, GT and GV, in that order, until retired
 - b. To GD, until retired
2. To GZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZD, until retired
4. To GZ, without regard to its Scheduled Principal Balance, until retired
5. To the Group 12 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 13

The Group 13 Principal Distribution Amount will be allocated in the following order of priority:

1. To WP, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To WU, until retired
3. To WP, 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>
PAC I Classes	
PA, PB, PC and PD (in the aggregate)	115% PSA through 250% PSA
SW	150% PSA through 250% PSA
PAC II Classes	
SY	170% PSA through 260% PSA
WA, WB and WC (in the aggregate)	120% PSA through 205% PSA
PAC Classes	
AC and AD (in the aggregate)	120% PSA through 250% PSA
CB, CO and FC (in the aggregate)	150% PSA through 250% PSA
DB, DT, DV and FP (in the aggregate).	120% PSA through 250% PSA
FJ, JB, JM, JN and JQ (in the aggregate)	175% PSA through 275% PSA
GB, GC and GE (in the aggregate)	175% PSA through 250% PSA
GD, GF, GN, GT and GV (in the aggregate)	150% PSA through 250% PSA
WP	125% PSA through 250% PSA

Class

Structuring Ranges or Rates

Scheduled Classes

KB, KC and KE (in the aggregate)	130% PSA through 215% PSA
OP	150% PSA through 250% PSA

TAC Classes

GZ	375% PSA
JZ	400% PSA
ZG	375% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . .	\$133,994,012	33.3333333333% of AC and AD (in the aggregate) (PAC Classes)
	<u>40,339,321</u>	33.3333333333% of AE (SUP Class)
	<u>\$174,333,333</u>	
BI . .	\$ 4,705,540	33.3333333333% of PB (PAC I Class)
BS . .	43,214,285	100% of BF and FN (in the aggregate) (PT Classes)
CI . .	12,742,770	33.3333333333% of PC (PAC I Class)
CS . .	23,214,285	100% of FN (PT Class)
DS . .	\$209,830,011	52.1988527725% of AC and AD (in the aggregate) (PAC Classes)
	<u>63,169,989</u>	52.1988527725% of AE (SUP Class)
	<u>\$273,000,000</u>	
ES . .	\$192,152,025	47.8011472275% of AC and AD (in the aggregate) (PAC Classes)
	<u>57,847,975</u>	47.8011472275% of AE (SUP Class)
	<u>\$250,000,000</u>	
GS . .	\$ 60,301,301	100% of GF (PAC/AD Class)
HI . .	5,612,439	11.1111111111% of FV and SV (in the aggregate) (SUP Classes)
IA . .	83,548,964	40% of GN and GT (in the aggregate) (PAC/AD Classes)
IB . .	59,041,740	30% of JM and JN (in the aggregate) (PAC/AD Classes)
ID . .	35,452,179	40% of DT and DV (in the aggregate) (PAC Classes)
IE . .	1,917,845	20% of V (SC/SEQ/AD Class)
IG . .	37,500,000	30% of GE (PAC/AD Class)

Class	Original Class Notional Balance	Represents Approximately
IJ . . .	\$ 66,760,233	30% of JM, JN and JQ (in the aggregate) (PAC/AD Classes)
IK . . .	15,094,916	20% of GB (PAC/AD Class)
IL . . .	30,571,669	40% of DT (PAC Class)
IM . . .	66,667,004	40% of GN (PAC/AD Class)
IN . . .	96,482,081	40% of GN, GT and GV (in the aggregate) (PAC/AD Classes)
IP . . .	47,937,319	30% of JM (PAC/AD Class)
IQ . . .	28,557,951	60% of WP (SC/PAC Class)
IW . . .	6,188,063	22.2222222222% of WB and WC (in the aggregate) (PAC II Classes)
PI . . .	99,226,793	37.7777777778% of PA (PAC I Class)
SC . . .	100,000,000	100% of FC (PAC/AD Class)
SJ . . .	111,267,055	100% of FJ (PAC/AD Class)
SK . . .	200,000,000	100% of FK (PT Class)
SM . . .	111,267,055	100% of FJ (PAC/AD Class)
SN . . .	23,214,285	100% of FN (PT Class)
SP . . .	17,726,089	100% of FP (PAC Class)
TI . . .	7,453,769	10% of GT and GV (in the aggregate) (PAC/AD Classes)
TS . . .	50,000,000	25% of FK (PT Class)
VI . . .	2,580,234	36.3636363636% of VA (SC/SEQ/AD Class)
WI . . .	2,313,037	33.3333333333% of WA (PAC II Class)
XI . . .	11,955,011	100% of the Subgroup 6B Trust Assets
YI . . .	1,948,602	22.2222222222% of WB (PAC II 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.



\$2,078,652,386

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-087**

OFFERING CIRCULAR SUPPLEMENT
July 22, 2010

**Goldman, Sachs & Co.
Loop Capital Markets LLC**