



\$554,663,943

**Government National Mortgage Association**  
**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**  
**Ginnie Mae REMIC Trust 2010-104**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
GV . . . . .	\$ 29,690,000	4.50%	TAC/SUP/AD	FIX	38377DWH8	March 2024
GZ . . . . .	35,500,000	4.50	SUP	FIX/Z	38377DWZ5	August 2040
NA(1) . . . . .	146,451,000	4.50	PAC	FIX	38377DXA9	July 2038
NB . . . . .	13,287,000	4.50	PAC	FIX	38377DXB7	May 2039
NO(1) . . . . .	22,472,000	0.00	PAC	PO	38377DXC5	August 2040
NV(1) . . . . .	22,472,000	(5)	NTL (PAC)	INV/IO/DLY	38377DXD3	August 2040
NW(1) . . . . .	22,472,000	(5)	NTL (PAC)	FLT/IO/DLY	38377DXE1	August 2040
<b>Security Group 2</b>						
JV . . . . .	34,876,000	4.50	TAC/SUP/AD	FIX	38377DXF8	June 2027
JZ . . . . .	31,000,000	4.50	SUP	FIX/Z	38377DXG6	August 2040
PA(1) . . . . .	157,783,000	4.50	PAC	FIX	38377DXH4	February 2039
PB . . . . .	9,398,000	4.50	PAC	FIX	38377DXJ0	September 2039
PO(1) . . . . .	16,943,000	0.00	PAC	PO	38377DXK7	August 2040
PV(1) . . . . .	16,943,000	(5)	NTL (PAC)	INV/IO/DLY	38377DXL5	August 2040
PW(1) . . . . .	16,943,000	(5)	NTL (PAC)	FLT/IO/DLY	38377DXM3	August 2040
<b>Security Group 3</b>						
MI . . . . .	1,944,444	4.50	NTL (SEQ/AD)	FIX/IO	38377DXP6	September 2038
ML . . . . .	25,000,000	4.15	SEQ/AD	FIX	38377DXN1	September 2038
MZ . . . . .	972,293	4.50	SEQ	FIX/Z	38377DXQ4	August 2040
<b>Security Group 4</b>						
DA(1) . . . . .	25,954,000	4.00	SC/PAC	FIX	38377DXR2	March 2039
DI(1) . . . . .	7,111,738	5.50	NTL (SC/PT)	FIX/IO	38377DXS0	March 2039
UA(1) . . . . .	5,337,650	4.00	SC/SUP	FIX	38377DXT8	March 2039
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38377DXU5	August 2040

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

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

**See "Risk Factors" beginning on page S-7 which highlights some of these risks.**

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

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

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

**Citi**

**Sandgrain Securities, Inc.**

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

## AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 4 securities, the disclosure document relating to the Underlying Certificate (the “Underlying Certificate Disclosure Document”).

The Base Offering Circular and the Underlying Certificate Disclosure Document are available on Ginnie Mae’s website 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.

---

### TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet . . . . .	S-3	Plan of Distribution . . . . .	S-29
Risk Factors . . . . .	S-7	Increase in Size . . . . .	S-29
The Trust Assets . . . . .	S-9	Legal Matters . . . . .	S-29
Ginnie Mae Guaranty . . . . .	S-10	Schedule I: Available Combinations . . . . .	S-I-1
Description of the Securities . . . . .	S-10	Schedule II: Scheduled Principal	
Yield, Maturity and Prepayment		Balances . . . . .	S-II-1
Considerations . . . . .	S-14	Exhibit A: Underlying Certificate . . . . .	A-1
Certain Federal Income Tax		Exhibit B: Cover Page and Terms Sheet	
Consequences . . . . .	S-26	from Underlying Certificate	
ERISA Matters . . . . .	S-28	Disclosure Document . . . . .	B-1
Legal Investment Considerations . . . . .	S-29		

## TERMS SHEET

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

**Sponsor:** Citigroup Global Partners Inc.

**Co-Sponsor:** Sandgrain Securities, Inc.

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** August 30, 2010

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

**Trust Assets:**

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

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$117,000,000	351	8	4.905%
<u>130,400,000</u>	355	5	4.905%
<u><u>\$247,400,000</u></u>			
<b>Group 2 Trust Assets</b>			
\$250,000,000	341	16	4.970%
<b>Group 3 Trust Assets</b>			
\$25,972,293	357	3	4.921%

<sup>1</sup> As of August 1, 2010.

- <sup>2</sup> Does not include the Group 1 Trust Assets that will be added to pay the Trustee Fee.
- <sup>3</sup> The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
NV	166.50% – (LIBOR x 18.00)	4.5%	0.0%	4.5%	19	9.25%
NW	(LIBOR x 18.00) – 162.00%	0.0%	0.0%	4.5%	19	9.00%
PV	166.50% – (LIBOR x 18.00)	4.5%	0.0%	4.5%	19	9.25%
PW	(LIBOR x 18.00) – 162.00%	0.0%	0.0%	4.5%	19	9.00%

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

**Allocation of Principal:** On each Distribution Date, the following distributions will be made to the related Securities:

#### SECURITY GROUP 1

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

- The GZ Accrual Amount, sequentially, to GV and GZ, in that order, until retired

- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
  1. Sequentially, to NA, NB and NO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To GV, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. Concurrently, to GV and GZ, pro rata, until retired
  4. Sequentially, to NA, NB and NO, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

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

- The JZ Accrual Amount, sequentially, to JV and JZ, in that order, until retired.
- The Group 2 Principal Distribution Amount in the following order of priority:
  1. Sequentially, to PA, PB and PO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To JV, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. Concurrently, to JV and JZ, pro rata, until retired
  4. Sequentially, to PA, PB and PO, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the MZ Accrual Amount will be allocated, sequentially, to ML and MZ, in that order, until retired

**SECURITY GROUP 4**

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

1. To DA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To UA, until retired
3. To DA, 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>
<b>PAC Classes</b>	
NA, NB and NO (in the aggregate) . . . . .	109% PSA through 250% PSA
PA, PB and PO (in the aggregate) . . . . .	109% PSA through 250% PSA
DA . . . . .	253% PSA through 400% PSA
<b>TAC Classes</b>	
GV . . . . .	125% PSA
JV . . . . .	125% 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 the outstanding Principal Balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DI .....	\$ 7,111,738	22.7272727273% of the Group 4 Trust Assets
MI .....	1,944,444	7.7777777778% of ML (SEQ/AD Class)
NI .....	48,817,000	33.3333333333% of NA (PAC Class)
NV .....	22,472,000	100% of NO (PAC Class)
NW .....	22,472,000	100% of NO (PAC Class)
PI .....	52,594,333	33.3333333333% of PA (PAC Class)
PV .....	16,943,000	100% of PO (PAC Class)
PW .....	16,943,000	100% of PO (PAC Class)

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

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

## RISK FACTORS

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

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

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

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

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

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

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

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

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

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

**The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on and reductions in the notional balances of the group 4 securities.** The underlying certificate will be sensitive to

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

As described in the underlying certificate disclosure document, the principal entitlement of the underlying certificate included in trust asset group 4 is calculated on the basis of a schedule; no assurance can be given that the underlying certificate will adhere to its schedule. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

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

**Up to 10% of the mortgage loans underlying the trust assets may consist of higher**

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

**The securities may not be a suitable investment for you.** The securities, especially the group 4 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 Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

### **The Trust MBS**

The Trust MBS are either:

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

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

### **The Underlying Certificate (Group 4)**

The Group 4 Trust Assets consist of an Underlying Certificate that represents beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have

occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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

### **The Mortgage Loans**

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

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

### **The Trustee Fee**

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

## **GINNIE MAE GUARANTY**

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

## **DESCRIPTION OF THE SECURITIES**

### **General**

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

## **Form of Securities**

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

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

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

## **Distributions**

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

## **Interest Distributions**

The Interest Distribution Amount will be distributed 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 in this Supplement to describe the interest entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Accrual Period*

The Accrual Period for each Regular and MX Class is the calendar month preceding the related 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.*

### *Accrual Classes*

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

## **Principal Distributions**

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the Class GZ, JZ 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 in this Supplement to describe the principal entitlements of the Classes 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 in “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the

Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

### **Class Factors**

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the 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 and interest 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 Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website “e-Access”.

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

### **Termination**

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

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

## **Modification and Exchange**

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

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

In the case of Combinations 2 and 4, 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 Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-104. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042. The Trustee may be contacted by telephone at (617) 603-6451 and by fax at (617) 603-6644.

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

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

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

## **YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS**

### **General**

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

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

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

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

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

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

Investors in the Group 4 Securities are urged to review the discussion under "Risk Factors — *The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on and reductions in the notional balances of the group 4 securities*" in this Supplement.

### **Accretion Directed Classes**

Classes GV, JV and ML 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 Class Principal Balance of Class ML.

Each of Classes GV, JV and ML 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. Classes GV and JV will have principal payment stability only through the prepayment rate shown in the table below and within their Effective Ranges, if applicable. Class ML is not listed in the table below because, although it is entitled to receive payments from the related Accrual Amount, it does not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

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

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, the Class Principal Balances of Classes GV and JV would be reduced to zero on, but not before, their Final Distribution Dates, and the Weighted Average Life of each of these Classes would equal its maximum Weighted Average Life shown in the table below.
- However, the Weighted Average Lives of Classes GV and JV, which are also Support Classes, will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See *"Yield, Maturity and Prepayment Considerations — Decrement Tables"* in this Supplement.

**Accretion Directed Classes**

<u>Class</u>	<u>Maximum Weighted Average Life (in years)(1)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
GV	7.5	March 2024	90% PSA
JV	9.4	June 2027	65% PSA

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

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

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

<b>PAC Classes</b>	<u>Range or Rate</u>
NA, NB and NO (in the aggregate) . . . . .	109% PSA through 250% PSA
PA, PB and PO (in the aggregate) . . . . .	109% PSA through 250% PSA
DA . . . . .	253% PSA through 400% PSA
 <b>TAC Classes</b>	
GV . . . . .	125% PSA
JV . . . . .	125% PSA

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

**If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range or Rate 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 or Rates. If the initial Effective Ranges or Rates were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rates could differ from those shown in the above tables or an initial Effective Rate might not exist. Therefore, even if the Mortgage Loans were to prepay at a constant rate

within the initial Effective Range or at the initial Effective Rate shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or TAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range (or if prepayment rates average the Effective Rate) for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist, and the Effective Rate for any TAC Class can change 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 or Rate for any PAC or TAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC or TAC Class, if any, and its Weighted Average Life may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range or Rate for any PAC or TAC Class, its supporting Classes may be retired earlier than that PAC or TAC 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 Certificate, the priorities of distributions on the Underlying Certificate and the following assumptions (the “Modeling Assumptions”), among others:

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

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

3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in September 2010.

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

5. The Closing Date for the Securities is August 30, 2010.

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

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

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 20th of the month, 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 GV					Class GZ					Classes NA, ND, NE, NG, NH, NI, NJ and NK				
	0%	109%	200%	250%	400%	0%	109%	200%	250%	400%	0%	109%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	95	95	86	82	68	105	105	95	90	75	98	93	93	93	93
August 2012	89	89	67	56	23	109	109	83	69	29	96	81	81	81	81
August 2013	83	83	51	34	0	114	114	70	47	0	93	69	69	69	63
August 2014	76	76	38	19	0	120	120	60	30	0	91	58	58	58	41
August 2015	70	70	29	10	0	125	125	52	18	0	88	47	47	47	24
August 2016	63	63	23	4	0	131	131	47	9	0	85	37	37	37	12
August 2017	56	56	18	2	0	137	137	44	4	0	82	28	28	28	2
August 2018	48	48	15	1	0	143	143	43	3	0	79	19	19	19	0
August 2019	40	39	10	1	0	150	150	45	3	0	76	11	11	11	0
August 2020	32	26	4	1	0	157	157	47	3	0	72	5	5	5	0
August 2021	24	10	0	0	0	164	164	47	3	0	69	0	0	0	0
August 2022	15	0	0	0	0	171	164	44	3	0	65	0	0	0	0
August 2023	5	0	0	0	0	179	155	40	3	0	60	0	0	0	0
August 2024	0	0	0	0	0	184	145	36	3	0	56	0	0	0	0
August 2025	0	0	0	0	0	184	134	33	3	0	51	0	0	0	0
August 2026	0	0	0	0	0	184	123	29	3	0	46	0	0	0	0
August 2027	0	0	0	0	0	184	112	26	3	0	41	0	0	0	0
August 2028	0	0	0	0	0	184	102	23	3	0	35	0	0	0	0
August 2029	0	0	0	0	0	184	91	20	3	0	29	0	0	0	0
August 2030	0	0	0	0	0	184	80	18	3	0	22	0	0	0	0
August 2031	0	0	0	0	0	184	70	15	3	0	15	0	0	0	0
August 2032	0	0	0	0	0	184	61	13	3	0	8	0	0	0	0
August 2033	0	0	0	0	0	184	52	11	3	0	0	0	0	0	0
August 2034	0	0	0	0	0	184	43	10	3	0	0	0	0	0	0
August 2035	0	0	0	0	0	184	35	8	3	0	0	0	0	0	0
August 2036	0	0	0	0	0	178	26	6	2	0	0	0	0	0	0
August 2037	0	0	0	0	0	137	17	4	1	0	0	0	0	0	0
August 2038	0	0	0	0	0	94	10	2	1	0	0	0	0	0	0
August 2039	0	0	0	0	0	49	3	1	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.5	7.0	3.9	2.6	1.4	28.0	20.0	10.2	3.9	1.5	14.1	5.0	5.0	5.0	3.7

PSA Prepayment Assumption Rates										
Distribution Date	Class NB					Classes NC, NO, NV and NW				
	0%	109%	200%	250%	400%	0%	109%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	100	100
August 2012	100	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	100	100	100
August 2014	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	100	100	100
August 2016	100	100	100	100	100	100	100	100	100	100
August 2017	100	100	100	100	100	100	100	100	100	100
August 2018	100	100	100	100	50	100	100	100	100	100
August 2019	100	100	100	100	0	100	100	100	100	96
August 2020	100	100	100	100	0	100	100	100	100	71
August 2021	100	97	97	97	0	100	100	100	100	52
August 2022	100	47	47	47	0	100	100	100	100	38
August 2023	100	6	6	6	0	100	100	100	100	28
August 2024	100	0	0	0	0	100	84	84	84	20
August 2025	100	0	0	0	0	100	67	67	67	15
August 2026	100	0	0	0	0	100	53	53	53	11
August 2027	100	0	0	0	0	100	42	42	42	8
August 2028	100	0	0	0	0	100	32	32	32	5
August 2029	100	0	0	0	0	100	24	24	24	4
August 2030	100	0	0	0	0	100	18	18	18	3
August 2031	100	0	0	0	0	100	13	13	13	2
August 2032	100	0	0	0	0	100	8	8	8	1
August 2033	100	0	0	0	0	100	5	5	5	1
August 2034	14	0	0	0	0	100	2	2	2	1
August 2035	0	0	0	0	0	51	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	23.6	12.0	12.0	12.0	8.0	25.0	17.0	17.0	17.0	12.1

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class JV					Class JZ					Classes PA, PD, PE, PH, PI, PJ, PK and PL				
	0%	109%	200%	250%	400%	0%	109%	200%	250%	400%	0%	109%	200%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	96	96	81	73	49	105	105	89	80	53	98	90	90	90	90
August 2012	92	92	62	46	2	109	109	74	56	3	96	78	78	78	78
August 2013	87	87	48	28	0	114	114	63	37	0	94	66	66	66	54
August 2014	83	83	37	15	0	120	120	54	22	0	91	56	56	56	36
August 2015	78	78	29	7	0	125	125	48	12	0	89	46	46	46	23
August 2016	73	73	24	3	0	131	131	44	6	0	86	37	37	37	13
August 2017	67	67	21	1	0	137	137	42	2	0	84	29	29	29	5
August 2018	62	61	18	1	0	143	143	42	2	0	81	21	21	21	0
August 2019	56	52	15	1	0	150	150	42	2	0	77	14	14	14	0
August 2020	50	40	13	1	0	157	157	41	2	0	74	9	9	9	0
August 2021	43	26	7	1	0	164	164	43	2	0	71	4	4	4	0
August 2022	37	11	2	1	0	171	171	45	2	0	67	0	0	0	0
August 2023	30	0	0	0	0	179	172	43	3	0	63	0	0	0	0
August 2024	22	0	0	0	0	188	160	39	3	0	59	0	0	0	0
August 2025	15	0	0	0	0	196	147	35	3	0	54	0	0	0	0
August 2026	7	0	0	0	0	205	134	31	3	0	49	0	0	0	0
August 2027	0	0	0	0	0	213	121	27	3	0	44	0	0	0	0
August 2028	0	0	0	0	0	213	109	23	3	0	39	0	0	0	0
August 2029	0	0	0	0	0	213	96	20	3	0	33	0	0	0	0
August 2030	0	0	0	0	0	213	84	17	3	0	27	0	0	0	0
August 2031	0	0	0	0	0	213	72	15	3	0	21	0	0	0	0
August 2032	0	0	0	0	0	213	61	13	3	0	14	0	0	0	0
August 2033	0	0	0	0	0	213	51	10	3	0	7	0	0	0	0
August 2034	0	0	0	0	0	213	41	9	3	0	0	0	0	0	0
August 2035	0	0	0	0	0	213	31	7	3	0	0	0	0	0	0
August 2036	0	0	0	0	0	206	21	4	2	0	0	0	0	0	0
August 2037	0	0	0	0	0	159	12	2	1	0	0	0	0	0	0
August 2038	0	0	0	0	0	109	3	1	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	56	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	9.4	8.2	4.1	2.3	1.0	28.0	20.0	9.8	3.3	1.1	14.7	5.0	5.0	5.0	3.5

**PSA Prepayment Assumption Rates**

Distribution Date	Class PB					Classes PC, PO, PV and PW				
	0%	109%	200%	250%	400%	0%	109%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	100	100
August 2012	100	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	100	100	100
August 2014	100	100	100	100	100	100	100	100	100	100
August 2015	100	100	100	100	100	100	100	100	100	100
August 2016	100	100	100	100	100	100	100	100	100	100
August 2017	100	100	100	100	100	100	100	100	100	100
August 2018	100	100	100	100	89	100	100	100	100	100
August 2019	100	100	100	100	18	100	100	100	100	100
August 2020	100	100	100	100	0	100	100	100	100	81
August 2021	100	100	100	100	0	100	100	100	100	60
August 2022	100	100	100	100	0	100	100	100	100	44
August 2023	100	47	47	47	0	100	100	100	100	32
August 2024	100	3	3	3	0	100	100	100	100	23
August 2025	100	0	0	0	0	100	81	81	81	17
August 2026	100	0	0	0	0	100	64	64	64	12
August 2027	100	0	0	0	0	100	50	50	50	9
August 2028	100	0	0	0	0	100	39	39	39	6
August 2029	100	0	0	0	0	100	29	29	29	4
August 2030	100	0	0	0	0	100	22	22	22	3
August 2031	100	0	0	0	0	100	15	15	15	2
August 2032	100	0	0	0	0	100	10	10	10	1
August 2033	100	0	0	0	0	100	6	6	6	1
August 2034	81	0	0	0	0	100	3	3	3	1
August 2035	0	0	0	0	0	69	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	24.2	13.0	13.0	13.0	8.6	25.2	17.7	17.7	17.7	12.5

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes MI and ML					Class MZ				
	0%	100%	250%	400%	500%	0%	100%	250%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2011	99	96	93	90	88	105	105	105	105	105
August 2012	97	90	81	73	67	109	109	109	109	109
August 2013	95	83	67	53	45	114	114	114	114	114
August 2014	94	76	55	38	29	120	120	120	120	120
August 2015	92	69	45	27	18	125	125	125	125	125
August 2016	90	63	36	19	11	131	131	131	131	131
August 2017	88	57	29	12	6	137	137	137	137	137
August 2018	86	52	23	8	2	143	143	143	143	143
August 2019	83	47	18	4	0	150	150	150	150	130
August 2020	81	42	13	1	0	157	157	157	157	89
August 2021	78	37	10	0	0	164	164	164	136	60
August 2022	75	33	7	0	0	171	171	171	100	41
August 2023	73	29	4	0	0	179	179	179	73	27
August 2024	69	25	2	0	0	188	188	188	53	18
August 2025	66	22	0	0	0	196	196	184	39	12
August 2026	63	18	0	0	0	205	205	149	28	8
August 2027	59	15	0	0	0	215	215	120	20	5
August 2028	55	12	0	0	0	224	224	96	14	4
August 2029	51	9	0	0	0	235	235	77	10	2
August 2030	47	6	0	0	0	246	246	60	7	2
August 2031	42	4	0	0	0	257	257	47	5	1
August 2032	37	1	0	0	0	269	269	36	3	1
August 2033	32	0	0	0	0	281	251	28	2	0
August 2034	26	0	0	0	0	294	206	20	2	0
August 2035	20	0	0	0	0	307	164	15	1	0
August 2036	14	0	0	0	0	321	124	10	1	0
August 2037	7	0	0	0	0	336	88	6	0	0
August 2038	0	0	0	0	0	352	54	4	0	0
August 2039	0	0	0	0	0	186	22	1	0	0
August 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.7	9.4	5.3	3.8	3.2	29.1	25.8	18.9	13.6	11.2

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class DA					Classes DB, DC and DI					Class UA				
	0%	253%	350%	400%	700%	0%	253%	350%	400%	700%	0%	253%	350%	400%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	98	80	80	80	69	98	83	78	75	57	100	100	66	49	0
August 2012	96	63	63	63	39	97	69	60	56	32	100	100	46	20	0
August 2013	93	49	49	49	22	95	58	47	42	18	100	100	35	5	0
August 2014	91	37	37	37	13	93	48	36	31	10	100	100	30	0	0
August 2015	88	28	28	28	7	90	40	28	23	6	100	98	29	0	0
August 2016	86	20	20	20	4	88	33	21	17	3	100	93	26	0	0
August 2017	83	15	15	15	2	86	27	16	13	2	100	85	23	0	0
August 2018	80	11	11	11	1	83	22	13	9	1	100	76	20	0	0
August 2019	76	8	8	8	1	80	18	10	7	1	100	67	17	0	0
August 2020	73	6	6	6	0	77	15	7	5	0	100	58	14	0	0
August 2021	69	4	4	4	0	74	12	6	4	0	100	50	11	0	0
August 2022	65	3	3	3	0	71	10	4	3	0	100	42	9	0	0
August 2023	61	2	2	2	0	68	8	3	2	0	100	35	7	0	0
August 2024	56	2	2	2	0	64	6	2	1	0	100	29	6	0	0
August 2025	52	1	1	1	0	60	5	2	1	0	100	24	5	0	0
August 2026	47	1	1	1	0	56	4	1	1	0	100	19	4	0	0
August 2027	41	1	1	1	0	51	3	1	0	0	100	16	3	0	0
August 2028	36	0	0	0	0	47	2	1	0	0	100	12	2	0	0
August 2029	30	0	0	0	0	42	2	0	0	0	100	9	1	0	0
August 2030	23	0	0	0	0	36	1	0	0	0	100	7	1	0	0
August 2031	16	0	0	0	0	31	1	0	0	0	100	5	1	0	0
August 2032	9	0	0	0	0	25	1	0	0	0	100	4	0	0	0
August 2033	1	0	0	0	0	18	0	0	0	0	100	2	0	0	0
August 2034	0	0	0	0	0	11	0	0	0	0	67	1	0	0	0
August 2035	0	0	0	0	0	6	0	0	0	0	34	1	0	0	0
August 2036	0	0	0	0	0	1	0	0	0	0	4	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.2	3.8	3.8	3.8	2.1	16.0	5.2	3.9	3.4	1.8	24.6	11.9	4.0	1.2	0.3

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, and, in the case of the Group 4 Securities, the investor's own projection of principal payment rates on the Underlying Certificate 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 the Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially the Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

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

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

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

*Payment Delay: Effect on Yields of the Fixed Rate Classes and Delay Classes*

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

**Yield Tables**

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

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

The yields were calculated by

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

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and consequently do not purport to reflect the return on any investment in any Class when those reinvestment rates are considered.

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

**SECURITY GROUP 1**

**Sensitivity of Class NI to Prepayments  
Assumed Price 14.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>109%</b>	<b>200%</b>	<b>250%</b>	<b>400%</b>	<b>485%</b>
16.0%	16.0%	16.0%	7.0%	0.0%

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

**Sensitivity of Class NO to Prepayments  
Assumed Price 50.0%**

<b>PSA Prepayment Assumption Rates</b>			
<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.2%	4.2%	4.2%	6.0%

**Sensitivity of Class NV to Prepayments  
Assumed Price 30.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
9.000% and below . . . . .	13.5%	13.5%	13.5%	10.7%
9.125% . . . . .	2.9%	2.9%	2.9%	(1.6)%
9.250% and above . . . . .	**	**	**	**

**Sensitivity of Class NW to Prepayments  
Assumed Price 25.0%**

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
9.000% and below . . . . .	**	**	**	**
9.125% . . . . .	5.3%	5.3%	5.3%	1.2%
9.250% and above . . . . .	17.2%	17.2%	17.2%	14.8%

**SECURITY GROUP 2**

**Sensitivity of Class PI to Prepayments  
Assumed Price 14.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>443%</u>
15.3%	15.3%	15.3%	4.3%	0.1%

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

<b>PSA Prepayment Assumption Rates</b>			
<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.0%	4.0%	4.0%	5.7%

\* 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 PV to Prepayments  
Assumed Price 30.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
9.000% and below . . . . .	13.8%	13.8%	13.8%	11.1%
9.125% . . . . .	3.3%	3.3%	3.3%	(1.0)%
9.250% and above . . . . .	**	**	**	**

**Sensitivity of Class PW to Prepayments  
Assumed Price 25.0%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>109%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
9.000% and below . . . . .	**	**	**	**
9.125% . . . . .	5.6%	5.6%	5.6%	1.7%
9.250% and above . . . . .	17.4%	17.4%	17.4%	15.2%

**SECURITY GROUP 3**

**Sensitivity of Class MI to Prepayments  
Assumed Price 14.0%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>250%</u>	<u>400%</u>	<u>500%</u>	<u>501%</u>
25.6%	16.6%	6.9%	0.1%	0.0%

**SECURITY GROUP 4**

**Sensitivity of Class DI to Prepayments  
Assumed Price 14.0%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>253%</u>	<u>350%</u>	<u>400%</u>	<u>511%</u>	<u>700%</u>
20.7%	13.2%	9.2%	0.0%	(16.7)%

\* 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.

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

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

<u>Group</u>	<u>PSA</u>
1	200%
2	200%
3	250%
4	350%

No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See *“Certain Federal Income Tax Consequences” in the Base Offering Circular.*

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

### Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for

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

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

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

## **MX Securities**

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

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

## **ERISA MATTERS**

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

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

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

*See “ERISA Considerations” in the Base Offering Circular.*

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

### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from August 1, 2010. 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.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
NO	\$ 22,472,000	NC	\$ 22,472,000	PAC	4.50%	FIX	38377DXV3	August 2040
NV	22,472,000							
NW	22,472,000							
Combination 2(5)								
NA	\$146,451,000	ND	\$146,451,000	PAC	3.50%	FIX	38377DXW1	July 2038
		NE	146,451,000	PAC	3.25	FIX	38377DXX9	July 2038
		NG	146,451,000	PAC	3.00	FIX	38377DXY7	July 2038
		NH	146,451,000	PAC	3.75	FIX	38377DXX4	July 2038
		NI	48,817,000	NTL (PAC)	4.50	FIX/IO	38377DYA8	July 2038
		NJ	146,451,000	PAC	4.00	FIX	38377DYB6	July 2038
		NK	146,451,000	PAC	4.25	FIX	38377DYC4	July 2038
<b>Security Group 2</b>								
Combination 3								
PO	\$ 16,943,000	PC	\$ 16,943,000	PAC	4.50%	FIX	38377DYD2	August 2040
PV	16,943,000							
PW	16,943,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4(5)								
PA	\$157,783,000	PD	\$157,783,000	PAC	3.00%	FIX	38377DYE0	February 2039
		PE	157,783,000	PAC	3.25	FIX	38377DYF7	February 2039
		PH	157,783,000	PAC	3.50	FIX	38377DYG5	February 2039
		PI	52,594,333	NTL (PAC)	4.50	FIX/IO	38377DYH3	February 2039
		PJ	157,783,000	PAC	3.75	FIX	38377DYJ9	February 2039
		PK	157,783,000	PAC	4.00	FIX	38377DYK6	February 2039
		PL	157,783,000	PAC	4.25	FIX	38377DYL4	February 2039
<b>Security Group 4</b>								
Combination 5								
DA	\$ 25,954,000	DB	\$ 31,291,650	SC/PT	4.00%	FIX	38377DYM2	March 2039
UA	5,337,650							
Combination 6								
DA	\$ 25,954,000	DC	\$ 31,291,650	SC/PT	5.25%	FIX	38377DYN0	March 2039
DI	7,111,738							
UA	5,337,650							

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

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
Initial Balance . . . . .	\$29,690,000.00	\$182,210,000.00	\$34,876,000.00	\$184,124,000.00
September 2010 . . . . .	29,507,168.81	181,560,548.33	34,642,277.29	183,004,823.72
October 2010 . . . . .	29,317,325.70	180,865,655.85	34,402,096.33	181,842,043.31
November 2010 . . . . .	29,120,529.62	180,125,604.61	34,155,596.20	180,636,199.53
December 2010 . . . . .	28,916,847.42	179,340,702.23	33,902,923.14	179,387,857.03
January 2011 . . . . .	28,706,353.78	178,511,281.76	33,644,230.37	178,097,603.89
February 2011 . . . . .	28,489,131.12	177,637,701.42	33,379,677.92	176,766,051.20
March 2011 . . . . .	28,265,269.50	176,720,344.40	33,109,432.38	175,393,832.57
April 2011 . . . . .	28,034,866.56	175,759,618.58	32,833,666.72	173,981,603.63
May 2011 . . . . .	27,798,027.36	174,755,956.26	32,552,560.01	172,530,041.52
June 2011 . . . . .	27,554,864.28	173,709,813.84	32,266,297.24	171,039,844.36
July 2011 . . . . .	27,305,496.85	172,621,671.50	31,975,069.02	169,511,730.68
August 2011 . . . . .	27,050,051.66	171,492,032.84	31,679,071.33	167,946,438.85
September 2011 . . . . .	26,788,662.13	170,321,424.52	31,378,505.29	166,344,726.47
October 2011 . . . . .	26,521,468.39	169,110,395.84	31,073,576.85	164,707,369.77
November 2011 . . . . .	26,248,617.07	167,859,518.33	30,771,053.27	163,079,714.83
December 2011 . . . . .	25,970,261.12	166,569,385.31	30,470,904.93	161,461,706.37
January 2012 . . . . .	25,686,559.61	165,240,611.43	30,173,102.42	159,853,289.42
February 2012 . . . . .	25,397,677.50	163,873,832.19	29,877,616.55	158,254,409.32
March 2012 . . . . .	25,103,785.43	162,469,703.42	29,584,418.35	156,665,011.73
April 2012 . . . . .	24,805,059.51	161,028,900.79	29,293,479.07	155,085,042.61
May 2012 . . . . .	24,501,681.03	159,552,119.23	29,004,770.19	153,514,448.22
June 2012 . . . . .	24,193,836.26	158,040,072.40	28,718,263.39	151,953,175.12
July 2012 . . . . .	23,884,633.53	156,513,748.55	28,433,930.58	150,401,170.19
August 2012 . . . . .	23,574,158.53	154,973,502.93	28,151,743.86	148,858,380.59
September 2012 . . . . .	23,262,499.44	153,419,700.31	27,871,675.57	147,324,753.78
October 2012 . . . . .	22,952,959.50	151,875,123.16	27,593,698.24	145,800,237.53
November 2012 . . . . .	22,645,510.47	150,339,718.85	27,317,784.61	144,284,779.90
December 2012 . . . . .	22,340,124.30	148,813,435.07	27,043,907.62	142,778,329.23
January 2013 . . . . .	22,036,773.16	147,296,219.79	26,772,040.43	141,280,834.17
February 2013 . . . . .	21,735,429.42	145,788,021.28	26,502,156.40	139,792,243.64
March 2013 . . . . .	21,436,065.67	144,288,788.10	26,234,229.06	138,312,506.87
April 2013 . . . . .	21,138,654.68	142,798,469.10	25,968,232.19	136,841,573.36
May 2013 . . . . .	20,843,169.43	141,317,013.42	25,704,139.73	135,379,392.90
June 2013 . . . . .	20,549,583.12	139,844,370.49	25,441,925.82	133,925,915.57
July 2013 . . . . .	20,257,869.13	138,380,490.01	25,181,564.82	132,481,091.72
August 2013 . . . . .	19,968,001.03	136,925,321.98	24,923,031.25	131,044,871.98

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
September 2013 . . . . .	\$19,679,952.61	\$135,478,816.68	\$24,666,299.84	\$129,617,207.27
October 2013 . . . . .	19,393,697.84	134,040,924.66	24,411,345.52	128,198,048.78
November 2013 . . . . .	19,109,210.86	132,611,596.77	24,158,143.37	126,787,347.98
December 2013 . . . . .	18,826,466.05	131,190,784.11	23,906,668.68	125,385,056.61
January 2014 . . . . .	18,545,437.93	129,778,438.08	23,656,896.94	123,991,126.68
February 2014 . . . . .	18,266,101.24	128,374,510.34	23,408,803.81	122,605,510.47
March 2014 . . . . .	17,988,430.90	126,978,952.83	23,162,365.13	121,228,160.54
April 2014 . . . . .	17,712,401.99	125,591,717.76	22,917,556.90	119,859,029.71
May 2014 . . . . .	17,437,989.79	124,212,757.61	22,674,355.35	118,498,071.06
June 2014 . . . . .	17,165,169.79	122,842,025.12	22,432,736.84	117,145,237.95
July 2014 . . . . .	16,893,917.61	121,479,473.31	22,192,677.93	115,800,483.99
August 2014 . . . . .	16,624,209.09	120,125,055.45	21,954,155.35	114,463,763.06
September 2014 . . . . .	16,356,020.21	118,778,725.09	21,717,146.00	113,135,029.29
October 2014 . . . . .	16,089,327.15	117,440,436.04	21,481,626.96	111,814,237.08
November 2014 . . . . .	15,824,106.26	116,110,142.36	21,247,575.47	110,501,341.08
December 2014 . . . . .	15,560,334.06	114,787,798.37	21,014,968.95	109,196,296.20
January 2015 . . . . .	15,297,987.23	113,473,358.66	20,783,784.97	107,899,057.61
February 2015 . . . . .	15,037,042.64	112,166,778.07	20,554,001.29	106,609,580.72
March 2015 . . . . .	14,777,477.33	110,868,011.69	20,325,595.81	105,327,821.20
April 2015 . . . . .	14,519,268.48	109,577,014.87	20,098,546.62	104,053,734.97
May 2015 . . . . .	14,262,393.45	108,293,743.21	19,872,831.95	102,787,278.20
June 2015 . . . . .	14,006,829.78	107,018,152.56	19,648,430.20	101,528,407.30
July 2015 . . . . .	13,752,555.14	105,750,199.02	19,425,319.93	100,277,078.93
August 2015 . . . . .	13,499,547.41	104,489,838.93	19,203,479.85	99,033,250.00
September 2015 . . . . .	13,247,784.56	103,237,028.90	18,982,888.85	97,796,877.66
October 2015 . . . . .	12,997,244.79	101,991,725.76	18,763,525.94	96,567,919.29
November 2015 . . . . .	12,747,906.41	100,753,886.59	18,545,370.32	95,346,332.53
December 2015 . . . . .	12,499,747.91	99,523,468.72	18,328,401.32	94,132,075.25
January 2016 . . . . .	12,252,747.92	98,300,429.72	18,112,598.43	92,925,105.55
February 2016 . . . . .	12,006,885.23	97,084,727.39	17,897,941.28	91,725,381.79
March 2016 . . . . .	11,762,138.79	95,876,319.77	17,684,409.66	90,532,862.54
April 2016 . . . . .	11,518,487.68	94,675,165.15	17,471,983.51	89,347,506.61
May 2016 . . . . .	11,275,911.16	93,481,222.04	17,260,642.92	88,169,273.05
June 2016 . . . . .	11,034,388.60	92,294,449.20	17,050,368.10	86,998,121.14
July 2016 . . . . .	10,793,899.54	91,114,805.61	16,841,139.43	85,834,010.39
August 2016 . . . . .	10,554,423.68	89,942,250.48	16,632,937.42	84,676,900.53
September 2016 . . . . .	10,315,940.82	88,776,743.27	16,425,742.74	83,526,751.52
October 2016 . . . . .	10,078,430.96	87,618,243.64	16,219,536.18	82,383,523.56
November 2016 . . . . .	9,841,874.20	86,466,711.50	16,014,298.66	81,247,177.06
December 2016 . . . . .	9,606,250.79	85,322,106.98	15,810,011.28	80,117,672.65
January 2017 . . . . .	9,371,541.13	84,184,390.43	15,606,655.23	78,994,971.20

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
February 2017 . . . . .	\$ 9,137,725.75	\$ 83,053,522.43	\$15,404,211.88	\$ 77,879,033.78
March 2017 . . . . .	8,904,785.32	81,929,463.78	15,202,662.69	76,769,821.70
April 2017 . . . . .	8,672,700.64	80,812,175.51	15,001,989.28	75,667,296.48
May 2017 . . . . .	8,441,452.64	79,701,618.86	14,802,173.41	74,571,419.85
June 2017 . . . . .	8,211,022.41	78,597,755.29	14,603,196.95	73,482,153.77
July 2017 . . . . .	7,981,391.16	77,500,546.47	14,405,041.90	72,399,460.40
August 2017 . . . . .	7,752,540.22	76,409,954.31	14,207,690.41	71,323,302.13
September 2017 . . . . .	7,524,451.06	75,325,940.91	14,011,124.74	70,253,641.55
October 2017 . . . . .	7,297,105.27	74,248,468.60	13,815,327.29	69,190,441.46
November 2017 . . . . .	7,070,484.58	73,177,499.92	13,620,280.57	68,133,664.88
December 2017 . . . . .	6,844,570.83	72,112,997.62	13,425,967.23	67,083,275.03
January 2018 . . . . .	6,619,346.01	71,054,924.66	13,232,370.02	66,039,235.35
February 2018 . . . . .	6,394,792.23	70,003,244.20	13,039,471.85	65,001,509.47
March 2018 . . . . .	6,170,891.70	68,957,919.63	12,847,255.73	63,970,061.23
April 2018 . . . . .	5,947,626.78	67,918,914.53	12,649,958.59	62,950,600.87
May 2018 . . . . .	5,724,979.92	66,886,192.69	12,444,430.18	61,946,226.14
June 2018 . . . . .	5,502,933.73	65,859,718.10	12,230,834.11	60,956,721.27
July 2018 . . . . .	5,281,470.92	64,839,454.96	12,009,331.26	59,981,873.50
August 2018 . . . . .	5,060,574.31	63,825,367.67	11,780,079.87	59,021,473.05
September 2018 . . . . .	4,840,226.84	62,817,420.84	11,543,235.54	58,075,313.09
October 2018 . . . . .	4,620,313.22	61,815,677.62	11,298,951.28	57,143,189.68
November 2018 . . . . .	4,392,189.63	60,828,730.00	11,047,377.58	56,224,901.74
December 2018 . . . . .	4,156,016.05	59,856,366.51	10,788,662.36	55,320,251.02
January 2019 . . . . .	3,911,949.75	58,898,378.65	10,522,951.14	54,429,042.03
February 2019 . . . . .	3,660,145.45	57,954,560.83	10,250,386.93	53,551,082.04
March 2019 . . . . .	3,400,755.24	57,024,710.36	9,971,110.38	52,686,181.03
April 2019 . . . . .	3,133,928.70	56,108,627.37	9,685,259.75	51,834,151.62
May 2019 . . . . .	2,859,812.91	55,206,114.80	9,392,970.99	50,994,809.09
June 2019 . . . . .	2,578,552.49	54,316,978.35	9,094,377.72	50,167,971.29
July 2019 . . . . .	2,290,289.62	53,441,026.45	8,789,611.33	49,353,458.64
August 2019 . . . . .	1,995,164.09	52,578,070.22	8,478,800.95	48,551,094.08
September 2019 . . . . .	1,693,313.34	51,727,923.41	8,162,073.53	47,760,703.04
October 2019 . . . . .	1,384,872.49	50,890,402.41	7,839,553.85	46,982,113.39
November 2019 . . . . .	1,069,974.36	50,065,326.16	7,511,364.55	46,215,155.44
December 2019 . . . . .	748,749.53	49,252,516.16	7,177,626.18	45,459,661.86
January 2020 . . . . .	421,326.36	48,451,796.41	6,838,457.19	44,715,467.70
February 2020 . . . . .	87,831.01	47,662,993.37	6,493,974.03	43,982,410.31
March 2020 . . . . .	0.00	46,885,935.96	6,144,291.12	43,260,329.33
April 2020 . . . . .	0.00	46,120,455.48	5,789,520.89	42,549,066.67
May 2020 . . . . .	0.00	45,366,385.62	5,429,773.83	41,848,466.44
June 2020 . . . . .	0.00	44,623,562.39	5,065,158.52	41,158,374.97

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
July 2020 . . . . .	\$ 0.00	\$ 43,891,824.12	\$ 4,695,781.61	\$ 40,478,640.73
August 2020 . . . . .	0.00	43,171,011.39	4,321,747.92	39,809,114.35
September 2020 . . . . .	0.00	42,460,967.05	3,943,160.43	39,149,648.53
October 2020 . . . . .	0.00	41,761,536.14	3,560,120.28	38,500,098.08
November 2020 . . . . .	0.00	41,072,565.89	3,172,726.86	37,860,319.83
December 2020 . . . . .	0.00	40,393,905.67	2,781,077.80	37,230,172.63
January 2021 . . . . .	0.00	39,725,406.98	2,385,268.97	36,609,517.33
February 2021 . . . . .	0.00	39,066,923.40	1,985,394.56	35,998,216.74
March 2021 . . . . .	0.00	38,418,310.58	1,581,547.08	35,396,135.60
April 2021 . . . . .	0.00	37,779,426.19	1,173,817.37	34,803,140.56
May 2021 . . . . .	0.00	37,150,129.92	762,294.67	34,219,100.15
June 2021 . . . . .	0.00	36,530,283.43	347,066.58	33,643,884.76
July 2021 . . . . .	0.00	35,919,750.32	0.00	33,077,366.60
August 2021 . . . . .	0.00	35,318,396.13	0.00	32,519,419.69
September 2021 . . . . .	0.00	34,726,088.28	0.00	31,969,919.82
October 2021 . . . . .	0.00	34,142,696.07	0.00	31,428,744.55
November 2021 . . . . .	0.00	33,568,090.64	0.00	30,895,773.17
December 2021 . . . . .	0.00	33,002,144.94	0.00	30,370,886.65
January 2022 . . . . .	0.00	32,444,733.72	0.00	29,853,967.67
February 2022 . . . . .	0.00	31,895,733.49	0.00	29,344,900.56
March 2022 . . . . .	0.00	31,355,022.52	0.00	28,843,571.28
April 2022 . . . . .	0.00	30,822,480.78	0.00	28,349,867.41
May 2022 . . . . .	0.00	30,297,989.94	0.00	27,863,678.11
June 2022 . . . . .	0.00	29,781,433.35	0.00	27,384,894.12
July 2022 . . . . .	0.00	29,272,695.99	0.00	26,913,407.72
August 2022 . . . . .	0.00	28,771,664.49	0.00	26,449,112.71
September 2022 . . . . .	0.00	28,278,227.06	0.00	25,991,904.41
October 2022 . . . . .	0.00	27,792,273.50	0.00	25,541,679.61
November 2022 . . . . .	0.00	27,313,695.16	0.00	25,098,336.56
December 2022 . . . . .	0.00	26,842,384.94	0.00	24,661,774.96
January 2023 . . . . .	0.00	26,378,237.25	0.00	24,231,895.93
February 2023 . . . . .	0.00	25,921,147.99	0.00	23,808,601.99
March 2023 . . . . .	0.00	25,471,014.54	0.00	23,391,797.05
April 2023 . . . . .	0.00	25,027,735.73	0.00	22,981,386.36
May 2023 . . . . .	0.00	24,591,211.81	0.00	22,577,276.54
June 2023 . . . . .	0.00	24,161,344.46	0.00	22,179,375.53
July 2023 . . . . .	0.00	23,738,036.75	0.00	21,787,592.56
August 2023 . . . . .	0.00	23,321,193.12	0.00	21,401,838.17
September 2023 . . . . .	0.00	22,910,719.36	0.00	21,022,024.15
October 2023 . . . . .	0.00	22,506,522.61	0.00	20,648,063.57
November 2023 . . . . .	0.00	22,108,511.31	0.00	20,279,870.71

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
December 2023 . . . . .	\$ 0.00	\$ 21,716,595.21	\$ 0.00	\$ 19,917,361.08
January 2024 . . . . .	0.00	21,330,685.33	0.00	19,560,451.38
February 2024 . . . . .	0.00	20,950,693.96	0.00	19,209,059.52
March 2024 . . . . .	0.00	20,576,534.64	0.00	18,863,104.55
April 2024 . . . . .	0.00	20,208,122.12	0.00	18,522,506.69
May 2024 . . . . .	0.00	19,845,372.38	0.00	18,187,187.29
June 2024 . . . . .	0.00	19,488,202.59	0.00	17,857,068.81
July 2024 . . . . .	0.00	19,136,531.09	0.00	17,532,074.83
August 2024 . . . . .	0.00	18,790,277.38	0.00	17,212,130.01
September 2024 . . . . .	0.00	18,449,362.11	0.00	16,897,160.08
October 2024 . . . . .	0.00	18,113,707.06	0.00	16,587,091.84
November 2024 . . . . .	0.00	17,783,235.11	0.00	16,281,853.13
December 2024 . . . . .	0.00	17,457,870.25	0.00	15,981,372.81
January 2025 . . . . .	0.00	17,137,537.55	0.00	15,685,580.76
February 2025 . . . . .	0.00	16,822,163.14	0.00	15,394,407.86
March 2025 . . . . .	0.00	16,511,674.21	0.00	15,107,785.98
April 2025 . . . . .	0.00	16,205,998.99	0.00	14,825,647.96
May 2025 . . . . .	0.00	15,905,066.71	0.00	14,547,927.60
June 2025 . . . . .	0.00	15,608,807.64	0.00	14,274,559.65
July 2025 . . . . .	0.00	15,317,153.02	0.00	14,005,479.78
August 2025 . . . . .	0.00	15,030,035.08	0.00	13,740,624.59
September 2025 . . . . .	0.00	14,747,387.01	0.00	13,479,931.58
October 2025 . . . . .	0.00	14,469,142.97	0.00	13,223,339.15
November 2025 . . . . .	0.00	14,195,238.04	0.00	12,970,786.57
December 2025 . . . . .	0.00	13,925,608.24	0.00	12,722,214.00
January 2026 . . . . .	0.00	13,660,190.49	0.00	12,477,562.43
February 2026 . . . . .	0.00	13,398,922.63	0.00	12,236,773.72
March 2026 . . . . .	0.00	13,141,743.37	0.00	11,999,790.55
April 2026 . . . . .	0.00	12,888,592.30	0.00	11,766,556.42
May 2026 . . . . .	0.00	12,639,409.89	0.00	11,537,015.64
June 2026 . . . . .	0.00	12,394,137.44	0.00	11,311,113.32
July 2026 . . . . .	0.00	12,152,717.09	0.00	11,088,795.36
August 2026 . . . . .	0.00	11,915,091.83	0.00	10,870,008.44
September 2026 . . . . .	0.00	11,681,205.44	0.00	10,654,699.99
October 2026 . . . . .	0.00	11,451,002.52	0.00	10,442,818.21
November 2026 . . . . .	0.00	11,224,428.46	0.00	10,234,312.04
December 2026 . . . . .	0.00	11,001,429.43	0.00	10,029,131.14
January 2027 . . . . .	0.00	10,781,952.38	0.00	9,827,225.91
February 2027 . . . . .	0.00	10,565,945.01	0.00	9,628,547.46
March 2027 . . . . .	0.00	10,353,355.77	0.00	9,433,047.59
April 2027 . . . . .	0.00	10,144,133.86	0.00	9,240,678.81

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
May 2027 . . . . .	\$ 0.00	\$ 9,938,229.19	\$ 0.00	\$ 9,051,394.31
June 2027 . . . . .	0.00	9,735,592.41	0.00	8,865,147.94
July 2027 . . . . .	0.00	9,536,174.87	0.00	8,681,894.23
August 2027 . . . . .	0.00	9,339,928.61	0.00	8,501,588.36
September 2027 . . . . .	0.00	9,146,806.37	0.00	8,324,186.15
October 2027 . . . . .	0.00	8,956,761.57	0.00	8,149,644.07
November 2027 . . . . .	0.00	8,769,748.29	0.00	7,977,919.20
December 2027 . . . . .	0.00	8,585,721.28	0.00	7,808,969.25
January 2028 . . . . .	0.00	8,404,635.93	0.00	7,642,752.54
February 2028 . . . . .	0.00	8,226,448.28	0.00	7,479,227.99
March 2028 . . . . .	0.00	8,051,115.01	0.00	7,318,355.11
April 2028 . . . . .	0.00	7,878,593.40	0.00	7,160,094.00
May 2028 . . . . .	0.00	7,708,841.37	0.00	7,004,405.33
June 2028 . . . . .	0.00	7,541,817.43	0.00	6,851,250.34
July 2028 . . . . .	0.00	7,377,480.70	0.00	6,700,590.83
August 2028 . . . . .	0.00	7,215,790.88	0.00	6,552,389.16
September 2028 . . . . .	0.00	7,056,708.25	0.00	6,406,608.23
October 2028 . . . . .	0.00	6,900,193.68	0.00	6,263,211.47
November 2028 . . . . .	0.00	6,746,208.58	0.00	6,122,162.85
December 2028 . . . . .	0.00	6,594,714.94	0.00	5,983,426.86
January 2029 . . . . .	0.00	6,445,675.28	0.00	5,846,968.49
February 2029 . . . . .	0.00	6,299,052.67	0.00	5,712,753.26
March 2029 . . . . .	0.00	6,154,810.72	0.00	5,580,747.17
April 2029 . . . . .	0.00	6,012,913.55	0.00	5,450,916.73
May 2029 . . . . .	0.00	5,873,325.82	0.00	5,323,228.92
June 2029 . . . . .	0.00	5,736,012.68	0.00	5,197,651.21
July 2029 . . . . .	0.00	5,600,939.80	0.00	5,074,151.54
August 2029 . . . . .	0.00	5,468,073.34	0.00	4,952,698.32
September 2029 . . . . .	0.00	5,337,379.95	0.00	4,833,260.41
October 2029 . . . . .	0.00	5,208,826.76	0.00	4,715,807.13
November 2029 . . . . .	0.00	5,082,381.39	0.00	4,600,308.23
December 2029 . . . . .	0.00	4,958,011.91	0.00	4,486,733.93
January 2030 . . . . .	0.00	4,835,686.87	0.00	4,375,054.86
February 2030 . . . . .	0.00	4,715,375.27	0.00	4,265,242.08
March 2030 . . . . .	0.00	4,597,046.56	0.00	4,157,267.08
April 2030 . . . . .	0.00	4,480,670.63	0.00	4,051,101.76
May 2030 . . . . .	0.00	4,366,217.81	0.00	3,946,718.43
June 2030 . . . . .	0.00	4,253,658.86	0.00	3,844,089.80
July 2030 . . . . .	0.00	4,142,964.97	0.00	3,743,188.99
August 2030 . . . . .	0.00	4,034,107.75	0.00	3,643,989.50
September 2030 . . . . .	0.00	3,927,059.21	0.00	3,546,465.22

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
October 2030 . . . . .	\$ 0.00	\$ 3,821,791.78	\$ 0.00	\$ 3,450,590.43
November 2030 . . . . .	0.00	3,718,278.29	0.00	3,356,339.78
December 2030 . . . . .	0.00	3,616,491.97	0.00	3,263,688.29
January 2031 . . . . .	0.00	3,516,406.42	0.00	3,172,611.34
February 2031 . . . . .	0.00	3,417,995.65	0.00	3,083,084.68
March 2031 . . . . .	0.00	3,321,234.03	0.00	2,995,084.40
April 2031 . . . . .	0.00	3,226,096.31	0.00	2,908,586.96
May 2031 . . . . .	0.00	3,132,557.61	0.00	2,823,569.16
June 2031 . . . . .	0.00	3,040,593.42	0.00	2,740,008.12
July 2031 . . . . .	0.00	2,950,179.57	0.00	2,657,881.33
August 2031 . . . . .	0.00	2,861,292.27	0.00	2,577,166.58
September 2031 . . . . .	0.00	2,773,908.05	0.00	2,497,842.00
October 2031 . . . . .	0.00	2,688,003.80	0.00	2,419,886.03
November 2031 . . . . .	0.00	2,603,556.74	0.00	2,343,277.45
December 2031 . . . . .	0.00	2,520,544.43	0.00	2,267,995.33
January 2032 . . . . .	0.00	2,438,944.75	0.00	2,194,019.05
February 2032 . . . . .	0.00	2,358,735.92	0.00	2,121,328.31
March 2032 . . . . .	0.00	2,279,896.46	0.00	2,049,903.09
April 2032 . . . . .	0.00	2,202,405.21	0.00	1,979,723.67
May 2032 . . . . .	0.00	2,126,241.34	0.00	1,910,770.62
June 2032 . . . . .	0.00	2,051,384.30	0.00	1,843,024.81
July 2032 . . . . .	0.00	1,977,813.85	0.00	1,776,467.37
August 2032 . . . . .	0.00	1,905,510.05	0.00	1,711,079.72
September 2032 . . . . .	0.00	1,834,453.25	0.00	1,646,843.56
October 2032 . . . . .	0.00	1,764,624.10	0.00	1,583,740.85
November 2032 . . . . .	0.00	1,696,003.52	0.00	1,521,753.82
December 2032 . . . . .	0.00	1,628,572.72	0.00	1,460,864.96
January 2033 . . . . .	0.00	1,562,313.17	0.00	1,401,057.03
February 2033 . . . . .	0.00	1,497,206.64	0.00	1,342,313.03
March 2033 . . . . .	0.00	1,433,235.15	0.00	1,284,616.22
April 2033 . . . . .	0.00	1,370,380.99	0.00	1,227,950.11
May 2033 . . . . .	0.00	1,308,626.71	0.00	1,172,298.45
June 2033 . . . . .	0.00	1,247,955.12	0.00	1,117,645.23
July 2033 . . . . .	0.00	1,188,349.28	0.00	1,063,974.68
August 2033 . . . . .	0.00	1,129,792.51	0.00	1,011,271.26
September 2033 . . . . .	0.00	1,072,268.36	0.00	959,519.66
October 2033 . . . . .	0.00	1,015,760.63	0.00	908,704.81
November 2033 . . . . .	0.00	960,253.37	0.00	858,811.85
December 2033 . . . . .	0.00	905,730.86	0.00	809,826.15
January 2034 . . . . .	0.00	852,177.60	0.00	761,733.30
February 2034 . . . . .	0.00	799,578.34	0.00	714,519.09

<u>Distribution Date</u>	<u>Class GV</u>	<u>Classes NA, NB and NO (in the aggregate)</u>	<u>Class JV</u>	<u>Classes PA, PB and PO (in the aggregate)</u>
March 2034 . . . . .	\$ 0.00	\$ 747,918.04	\$ 0.00	\$ 668,169.53
April 2034 . . . . .	0.00	697,181.89	0.00	622,670.85
May 2034 . . . . .	0.00	647,355.30	0.00	578,009.46
June 2034 . . . . .	0.00	598,423.90	0.00	534,172.00
July 2034 . . . . .	0.00	550,373.53	0.00	491,145.29
August 2034 . . . . .	0.00	503,190.23	0.00	448,916.35
September 2034 . . . . .	0.00	456,860.27	0.00	407,472.40
October 2034 . . . . .	0.00	411,370.10	0.00	366,800.85
November 2034 . . . . .	0.00	366,706.39	0.00	326,889.30
December 2034 . . . . .	0.00	322,856.00	0.00	287,725.53
January 2035 . . . . .	0.00	279,805.99	0.00	249,297.50
February 2035 . . . . .	0.00	237,543.61	0.00	211,593.37
March 2035 . . . . .	0.00	196,056.30	0.00	174,601.45
April 2035 . . . . .	0.00	155,331.68	0.00	138,310.25
May 2035 . . . . .	0.00	115,357.57	0.00	102,708.43
June 2035 . . . . .	0.00	76,121.97	0.00	67,784.84
July 2035 . . . . .	0.00	37,613.05	0.00	33,528.49
August 2035 and thereafter . . . . .	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class DA</u>
Initial Balance . . . . .	\$25,954,000.00
September 2010 . . . . .	25,485,316.87
October 2010 . . . . .	25,023,385.66
November 2010 . . . . .	24,568,111.20
December 2010 . . . . .	24,119,399.66
January 2011 . . . . .	23,677,158.51
February 2011 . . . . .	23,241,296.50
March 2011 . . . . .	22,811,723.66
April 2011 . . . . .	22,388,351.26
May 2011 . . . . .	21,971,091.82
June 2011 . . . . .	21,559,859.07
July 2011 . . . . .	21,154,567.93
August 2011 . . . . .	20,755,134.53
September 2011 . . . . .	20,361,476.15
October 2011 . . . . .	19,973,511.23
November 2011 . . . . .	19,591,159.34
December 2011 . . . . .	19,214,341.17
January 2012 . . . . .	18,842,978.52
February 2012 . . . . .	18,476,994.28
March 2012 . . . . .	18,116,312.41
April 2012 . . . . .	17,760,857.94
May 2012 . . . . .	17,410,556.93
June 2012 . . . . .	17,065,336.49
July 2012 . . . . .	16,725,124.72
August 2012 . . . . .	16,389,850.75
September 2012 . . . . .	16,059,444.68
October 2012 . . . . .	15,733,837.60
November 2012 . . . . .	15,412,961.55
December 2012 . . . . .	15,096,749.51
January 2013 . . . . .	14,785,135.42
February 2013 . . . . .	14,478,054.12
March 2013 . . . . .	14,175,441.37
April 2013 . . . . .	13,877,233.82
May 2013 . . . . .	13,583,369.02
June 2013 . . . . .	13,293,785.37
July 2013 . . . . .	13,008,422.15
August 2013 . . . . .	12,727,219.47
September 2013 . . . . .	12,450,118.29
October 2013 . . . . .	12,177,060.39
November 2013 . . . . .	11,907,988.37
December 2013 . . . . .	11,642,845.62

<u>Distribution Date</u>	<u>Class DA</u>
January 2014 . . . . .	\$11,381,576.33
February 2014 . . . . .	11,124,125.46
March 2014 . . . . .	10,870,438.75
April 2014 . . . . .	10,620,462.70
May 2014 . . . . .	10,374,144.55
June 2014 . . . . .	10,131,432.29
July 2014 . . . . .	9,892,274.62
August 2014 . . . . .	9,656,620.97
September 2014 . . . . .	9,424,421.47
October 2014 . . . . .	9,195,626.96
November 2014 . . . . .	8,970,480.46
December 2014 . . . . .	8,750,728.26
January 2015 . . . . .	8,536,243.04
February 2015 . . . . .	8,326,900.43
March 2015 . . . . .	8,122,578.98
April 2015 . . . . .	7,923,160.07
May 2015 . . . . .	7,728,527.86
June 2015 . . . . .	7,538,569.21
July 2015 . . . . .	7,353,173.62
August 2015 . . . . .	7,172,233.19
September 2015 . . . . .	6,995,642.54
October 2015 . . . . .	6,823,298.74
November 2015 . . . . .	6,655,101.28
December 2015 . . . . .	6,490,952.00
January 2016 . . . . .	6,330,755.03
February 2016 . . . . .	6,174,416.76
March 2016 . . . . .	6,021,845.76
April 2016 . . . . .	5,872,952.74
May 2016 . . . . .	5,727,650.51
June 2016 . . . . .	5,585,853.91
July 2016 . . . . .	5,447,479.79
August 2016 . . . . .	5,312,446.95
September 2016 . . . . .	5,180,676.07
October 2016 . . . . .	5,052,089.72
November 2016 . . . . .	4,926,612.26
December 2016 . . . . .	4,804,169.84
January 2017 . . . . .	4,684,690.34
February 2017 . . . . .	4,568,103.33
March 2017 . . . . .	4,454,340.04
April 2017 . . . . .	4,343,333.30
May 2017 . . . . .	4,235,017.53

<u>Distribution Date</u>	<u>Class DA</u>
June 2017 . . . . .	\$ 4,129,328.69
July 2017 . . . . .	4,026,204.24
August 2017 . . . . .	3,925,583.11
September 2017 . . . . .	3,827,405.66
October 2017 . . . . .	3,731,613.66
November 2017 . . . . .	3,638,150.25
December 2017 . . . . .	3,546,959.91
January 2018 . . . . .	3,457,988.41
February 2018 . . . . .	3,371,182.82
March 2018 . . . . .	3,286,491.43
April 2018 . . . . .	3,203,863.77
May 2018 . . . . .	3,123,250.54
June 2018 . . . . .	3,044,603.61
July 2018 . . . . .	2,967,875.99
August 2018 . . . . .	2,893,021.79
September 2018 . . . . .	2,819,996.20
October 2018 . . . . .	2,748,755.46
November 2018 . . . . .	2,679,256.86
December 2018 . . . . .	2,611,458.69
January 2019 . . . . .	2,545,320.22
February 2019 . . . . .	2,480,801.69
March 2019 . . . . .	2,417,864.26
April 2019 . . . . .	2,356,470.03
May 2019 . . . . .	2,296,581.98
June 2019 . . . . .	2,238,163.97
July 2019 . . . . .	2,181,180.71
August 2019 . . . . .	2,125,597.75
September 2019 . . . . .	2,071,381.45
October 2019 . . . . .	2,018,498.96
November 2019 . . . . .	1,966,918.22
December 2019 . . . . .	1,916,607.93
January 2020 . . . . .	1,867,537.52
February 2020 . . . . .	1,819,677.14
March 2020 . . . . .	1,772,997.66
April 2020 . . . . .	1,727,470.63
May 2020 . . . . .	1,683,068.29
June 2020 . . . . .	1,639,763.51
July 2020 . . . . .	1,597,529.83
August 2020 . . . . .	1,556,341.41
September 2020 . . . . .	1,516,173.01
October 2020 . . . . .	1,477,000.00

<u>Distribution Date</u>	<u>Class DA</u>
November 2020 . . . . .	\$ 1,438,798.34
December 2020 . . . . .	1,401,544.55
January 2021 . . . . .	1,365,215.72
February 2021 . . . . .	1,329,789.46
March 2021 . . . . .	1,295,243.94
April 2021 . . . . .	1,261,557.84
May 2021 . . . . .	1,228,710.33
June 2021 . . . . .	1,196,681.10
July 2021 . . . . .	1,165,450.31
August 2021 . . . . .	1,134,998.60
September 2021 . . . . .	1,105,307.06
October 2021 . . . . .	1,076,357.24
November 2021 . . . . .	1,048,131.12
December 2021 . . . . .	1,020,611.12
January 2022 . . . . .	993,780.07
February 2022 . . . . .	967,621.22
March 2022 . . . . .	942,118.21
April 2022 . . . . .	917,255.07
May 2022 . . . . .	893,016.22
June 2022 . . . . .	869,386.45
July 2022 . . . . .	846,350.90
August 2022 . . . . .	823,895.08
September 2022 . . . . .	802,004.84
October 2022 . . . . .	780,666.37
November 2022 . . . . .	759,866.19
December 2022 . . . . .	739,591.15
January 2023 . . . . .	719,828.40
February 2023 . . . . .	700,565.41
March 2023 . . . . .	681,789.94
April 2023 . . . . .	663,490.05
May 2023 . . . . .	645,654.08
June 2023 . . . . .	628,270.66
July 2023 . . . . .	611,328.69
August 2023 . . . . .	594,817.33
September 2023 . . . . .	578,726.00
October 2023 . . . . .	563,044.38
November 2023 . . . . .	547,762.40
December 2023 . . . . .	532,870.22
January 2024 . . . . .	518,358.25
February 2024 . . . . .	504,217.12
March 2024 . . . . .	490,437.70

<u>Distribution Date</u>	<u>Class DA</u>
April 2024 . . . . .	\$ 477,011.06
May 2024 . . . . .	463,928.50
June 2024. . . . .	451,181.52
July 2024 . . . . .	438,761.83
August 2024 . . . . .	426,661.34
September 2024 . . . . .	414,872.16
October 2024 . . . . .	403,386.58
November 2024 . . . . .	392,197.08
December 2024 . . . . .	381,296.32
January 2025 . . . . .	370,677.15
February 2025 . . . . .	360,332.58
March 2025 . . . . .	350,255.78
April 2025 . . . . .	340,440.11
May 2025 . . . . .	330,879.07
June 2025. . . . .	321,566.33
July 2025 . . . . .	312,495.70
August 2025 . . . . .	303,661.16
September 2025 . . . . .	295,056.82
October 2025 . . . . .	286,676.93
November 2025 . . . . .	278,515.89
December 2025 . . . . .	270,568.24
January 2026 . . . . .	262,828.64
February 2026 . . . . .	255,291.88
March 2026 . . . . .	247,952.89
April 2026 . . . . .	240,806.71
May 2026 . . . . .	233,848.51
June 2026. . . . .	227,073.57
July 2026 . . . . .	220,477.28
August 2026 . . . . .	214,055.16
September 2026 . . . . .	207,802.83
October 2026 . . . . .	201,716.02
November 2026 . . . . .	195,790.55
December 2026 . . . . .	190,022.36
January 2027 . . . . .	184,407.48
February 2027 . . . . .	178,942.04
March 2027 . . . . .	173,622.26
April 2027 . . . . .	168,444.46
May 2027 . . . . .	163,405.05
June 2027. . . . .	158,500.52
July 2027 . . . . .	153,727.45
August 2027 . . . . .	149,082.51

<u>Distribution Date</u>	<u>Class DA</u>
September 2027 . . . . .	\$ 144,562.44
October 2027 . . . . .	140,164.06
November 2027 . . . . .	135,884.29
December 2027 . . . . .	131,720.10
January 2028 . . . . .	127,668.54
February 2028 . . . . .	123,726.74
March 2028 . . . . .	119,891.90
April 2028 . . . . .	116,161.29
May 2028 . . . . .	112,532.24
June 2028 . . . . .	109,002.15
July 2028 . . . . .	105,568.48
August 2028 . . . . .	102,228.76
September 2028 . . . . .	98,980.57
October 2028 . . . . .	95,821.57
November 2028 . . . . .	92,749.46
December 2028 . . . . .	89,762.00
January 2029 . . . . .	86,857.01
February 2029 . . . . .	84,032.36
March 2029 . . . . .	81,285.97
April 2029 . . . . .	78,615.83
May 2029 . . . . .	76,019.95
June 2029 . . . . .	73,496.41
July 2029 . . . . .	71,043.34
August 2029 . . . . .	68,658.91
September 2029 . . . . .	66,341.33
October 2029 . . . . .	64,088.86
November 2029 . . . . .	61,899.80
December 2029 . . . . .	59,772.50
January 2030 . . . . .	57,705.35
February 2030 . . . . .	55,696.77
March 2030 . . . . .	53,745.23
April 2030 . . . . .	51,849.24
May 2030 . . . . .	50,007.33
June 2030 . . . . .	48,218.09
July 2030 . . . . .	46,480.13
August 2030 . . . . .	44,792.10
September 2030 . . . . .	43,152.68
October 2030 . . . . .	41,560.59
November 2030 . . . . .	40,014.58
December 2030 . . . . .	38,513.43
January 2031 . . . . .	37,055.95

<u>Distribution Date</u>	<u>Class DA</u>
February 2031 . . . . .	\$ 35,640.98
March 2031 . . . . .	34,267.38
April 2031 . . . . .	32,934.06
May 2031 . . . . .	31,639.95
June 2031 . . . . .	30,383.99
July 2031 . . . . .	29,165.17
August 2031 . . . . .	27,982.50
September 2031 . . . . .	26,835.00
October 2031 . . . . .	25,721.73
November 2031 . . . . .	24,641.77
December 2031 . . . . .	23,594.22
January 2032 . . . . .	22,578.21
February 2032 . . . . .	21,592.89
March 2032 . . . . .	20,637.43
April 2032 . . . . .	19,711.01
May 2032 . . . . .	18,812.85
June 2032 . . . . .	17,942.19
July 2032 . . . . .	17,098.27
August 2032 . . . . .	16,280.36
September 2032 . . . . .	15,487.75
October 2032 . . . . .	14,719.75
November 2032 . . . . .	13,975.69
December 2032 . . . . .	13,254.91
January 2033 . . . . .	12,556.77
February 2033 . . . . .	11,880.64
March 2033 . . . . .	11,225.92
April 2033 . . . . .	10,593.16
May 2033 . . . . .	9,980.59
June 2033 . . . . .	9,387.65
July 2033 . . . . .	8,813.80
August 2033 . . . . .	8,258.50
September 2033 . . . . .	7,721.23
October 2033 . . . . .	7,201.49
November 2033 . . . . .	6,698.79
December 2033 . . . . .	6,212.65
January 2034 . . . . .	5,742.61
February 2034 . . . . .	5,288.21
March 2034 . . . . .	4,849.00
April 2034 . . . . .	4,427.12
May 2034 . . . . .	4,019.48
June 2034 . . . . .	3,636.91

<u>Distribution Date</u>	<u>Class DA</u>
July 2034 . . . . .	\$ 3,267.33
August 2034 . . . . .	2,910.37
September 2034 . . . . .	2,565.67
October 2034 . . . . .	2,250.59
November 2034 . . . . .	1,971.23
December 2034 . . . . .	1,701.75
January 2035 . . . . .	1,441.52
February 2035 . . . . .	1,190.27
March 2035 . . . . .	947.75
April 2035 . . . . .	713.71
May 2035 . . . . .	487.90
June 2035 . . . . .	270.09
July 2035 . . . . .	70.42
August 2035 and thereafter . . . . .	0.00

Underlying Certificate

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Remaining Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2009-016	AB	March 30, 2009	38374XDL6	5.25%	FIX	March 2039	TAC/AD	\$50,000,000	0.625833	\$31,291,650	100%	6.067%	307	48	II

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

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

**Exhibit B**

**Cover Page and Terms Sheet from Underlying Certificate Disclosure Document**



\$364,017,318

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2009-016

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates, (2) certain previously issued certificates and (3) certain stripped mortgage-backed securities.

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
A	\$100,000,000	4.00%	SEQ/AD	FIX	38374XDG7	July 2033
FA	50,000,000	(5)	SEQ/AD	FLT	38374XDH5	July 2033
SA	50,000,000	(5)	NTL (SEQ/AD)	INV/IO	38374XDJ1	July 2033
Z	18,161,435	5.00	SEQ	FIX/Z	38374XDK8	March 2039
<b>Security Group 2</b>						
AB	50,000,000	5.25	TAC/AD	FIX	38374XDL6	March 2039
IO	2,390,909	5.50	NTL (PT)	FIX/IO	38374XDM4	March 2039
ZA	2,600,000	5.25	SUP	FIX/Z	38374XDN2	March 2039
<b>Security Group 3</b>						
LO(1)	22,686,723	0.00	SC/PT	PO	38374XDP7	August 2037
<b>Security Group 4</b>						
LI(1)	25,124,631	(5)	NTL (SC/PT)	WAC/IO/DLY	38374XDQ5	February 2038
<b>Security Group 5</b>						
FB	40,000,000	(5)	PAC/AD	FLT	38374XDR3	November 2037
JZ(1)	5,118,144	6.00	SUP	FIX/Z	38374XDS1	March 2039
PA	20,000,000	4.00	PAC/AD	FIX	38374XDT9	November 2037
PZ(1)	1,162,079	6.00	PAC/AD	FIX/Z	38374XDU6	March 2039
SB	40,000,000	(5)	NTL (PAC/AD)	INV/IO	38374XDV4	November 2037
<b>Security Group 6</b>						
AD	20,000,000	4.00	SEQ/AD	FIX	38374XDW2	July 2036
AI	6,666,666	6.00	NTL (SEQ/AD)	FIX/IO	38374XD0	July 2036
ZD	833,333	6.00	SEQ	FIX/Z	38374XDY8	March 2039
<b>Security Group 7</b>						
LM(1)	20,460,763	0.00	SC/PT	PO	38374XDZ5	September 2037
<b>Security Group 8</b>						
LN(1)	21,313,295	6.00	NTL (SC/PT)	FIX/IO	38374XEA9	June 2037
<b>Security Group 9</b>						
FN(1)	6,509,244	(5)	SC/PT	FLT	38374XEB7	October 2037
IS	6,509,244	(5)	NTL (SC/PT)	INV/IO	38374XEC5	October 2037
<b>Security Group 10</b>						
FH(1)	6,485,597	(5)	SC/PT	FLT	38374XED3	October 2037
<b>Security Group 11</b>						
SK	76,723,488	(5)	NTL (SC/PT)	INV/IO	38374XEE1	January 2037
<b>Security Group 12</b>						
MI	2,971,863	(5)	NTL (SC/PT)	INV/IO	38374XEF8	January 2037
MS(1)	29,718,635	(5)	NTL (SC/PT)	INV/IO	38374XEG6	January 2037
<b>Security Group 13</b>						
NI	2,971,863	(5)	NTL (SC/PT)	INV/IO	38374XE4	January 2037
NS(1)	29,718,635	(5)	NTL (SC/PT)	INV/IO	38374XEJ0	January 2037
<b>Security Group 14</b>						
LS(1)	85,630,332	(5)	NTL (SC/PT)	INV/IO	38374XEK7	November 2036
<b>Security Group 15</b>						
JL	3,080,407	(5)	NTL (SC/PT)	INV/IO	38374XEL5	May 2037
JS(1)	30,804,070	(5)	NTL (SC/PT)	INV/IO	38374XEM3	May 2037
<b>Security Group 16</b>						
GS(1)	40,076,416	(5)	NTL (SC/PT)	INV/IO	38374XEN1	May 2037
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38374XEP6	March 2039

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

Barclays Capital Inc.

Loop Capital Markets, LLC

The date of this Offering Circular Supplement is March 24, 2009.

## TERMS SHEET

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

**Sponsor:** Barclays Capital Inc.

**Co-Sponsor:** Loop Capital Markets, LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** March 30, 2009

**Distribution Dates:** For the Group 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in April 2009. For all other Security Groups, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in April 2009.

**Trust Assets:**

<u>Trust Asset Group or Subgroup<sup>(3)</sup></u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	5.5%	30
3	Underlying Certificates	(1)	(1)
4A	Underlying Certificates	(1)	(1)
4B	Underlying SMBS Securities	(2)	(2)
5	Ginnie Mae I	6.0%	30
6	Ginnie Mae II	6.0%	30
7	Underlying Certificates	(1)	(1)
8	Underlying Certificate	(1)	(1)
9	Underlying Certificate	(1)	(1)
10	Underlying Certificate	(1)	(1)
11	Underlying Certificates	(1)	(1)
12	Underlying Certificate	(1)	(1)
13	Underlying Certificate	(1)	(1)
14	Underlying Certificates	(1)	(1)
15	Underlying Certificate	(1)	(1)
16	Underlying Certificate	(1)	(1)

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

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

<sup>(3)</sup> The Group 4 Trust Assets consist of subgroups, Subgroup 4A and Subgroup 4B (each, a “Subgroup”).

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 3, 4, 7 through 10 and 12 through 16, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 5 and 6 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$168,161,435	356	3	5.570%
<b>Group 2 Trust Assets</b>			
\$ 38,000,000	330	27	6.110%
14,600,000	308	47	6.000%
\$ 52,600,000			
<b>Group 5 Trust Assets</b>			
\$ 66,280,223	346	11	6.500%
<b>Group 6 Trust Assets</b>			
\$ 20,833,333	356	3	6.524%

<sup>1</sup> As of March 1, 2009 .

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 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 Exhibits A and C to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only, Inverse Floating Rate or Weighted Average Coupon 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 + 1.00%	1.45500%	1.00%	7.00%	0	0.00%
FB	LIBOR + 0.60%	1.14625%	0.60%	7.00%	0	0.00%
FH	LIBOR + 0.45%	0.99500%	0.45%	7.00%	0	0.00%
FN	LIBOR + 0.45%	0.99500%	0.45%	7.00%	0	0.00%
GS	6.80% – LIBOR	6.25500%	0.00%	6.80%	0	6.80%
IS	6.55% – LIBOR	0.02000%	0.00%	0.02%	0	6.55%
JI	68.10% – (LIBOR × 10)	0.10000%	0.00%	0.10%	0	6.81%
JS	6.80% – LIBOR	6.25500%	0.00%	6.80%	0	6.80%
LS	7.34% – LIBOR	6.79500%	0.00%	7.34%	0	7.34%
MI	73.60% – (LIBOR × 10)	0.20000%	0.00%	0.20%	0	7.36%
MS	7.34% – LIBOR	6.79500%	0.00%	7.34%	0	7.34%
NF	LIBOR + 0.45%	0.99500%	0.45%	7.00%	0	0.00%
NI	73.50% – (LIBOR × 10)	0.10000%	0.00%	0.10%	0	7.35%
NS	7.34% – LIBOR	6.79500%	0.00%	7.34%	0	7.34%
SA	6.00% – LIBOR	5.54500%	0.00%	6.00%	0	6.00%
SB	6.40% – LIBOR	5.85375%	0.00%	6.40%	0	6.40%
SJ	6.80% – LIBOR	6.25500%	0.00%	6.80%	0	6.80%
SK	7.38% – LIBOR	6.83500%	0.00%	7.38%	0	7.38%
SL	7.34% – LIBOR	6.79500%	0.00%	7.34%	0	7.34%

- (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 LA, LB and LI are Weighted Average Coupon Classes. Each of Class LA and LB will accrue interest during each Accrual Period at a rate equal to the weighted average of the Interest Rates on its related REMIC Classes (or portions thereof) that were exchanged for such Class based on its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “Description of the Securities — Modification and Exchange” in this Supplement. Class LI will bear interest during each Accrual Period at a rate equal to the weighted average of the interest rates on the Subgroup 4A and Subgroup 4B Trust Assets, weighted based on the notional balance of each such Underlying Certificate or Underlying SMBS Security for such Accrual Period. The initial 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>Approximate Initial Interest Rate</u>
LA . . . . .	6.51365%
LB . . . . .	6.25000%
LI . . . . .	5.88161%

**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 Z Accrual Amount will be allocated in the following order of priority:

1. Concurrently, to A and FA, pro rata, until retired
2. To Z, until retired

### **SECURITY GROUP 2**

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

- The ZA Accrual Amount in the following order of priority:
  1. To AB, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To ZA, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
  1. To AB, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To ZA, until retired
  3. To AB, without regard to its Scheduled Principal Balance, until retired

### **SECURITY GROUP 3**

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

### **SECURITY GROUP 5**

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

- The JZ Accrual Amount in the following order of priority:
  1. Sequentially, to the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
    - i) Concurrently, to FB and PA, pro rata, until retired
    - ii) To PZ, until retired
  2. To JZ, until retired
- The PZ Accrual Amount in the following order of priority:
  1. Concurrently, to FB and PA, pro rata, until retired
  2. To PZ, until retired

- The Group 5 Principal Distribution Amount in the following order of priority:
  1. Sequentially, to the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
    - i) Concurrently, to FB and PA, pro rata, until retired
    - ii) To PZ, until retired
  2. To JZ, until retired
  3. To the PAC Classes, in the same order and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 6**

The Group 6 Principal Distribution Amount and the ZD Accrual Amount will be allocated sequentially, to AD and ZD, in that order, until retired

**SECURITY GROUP 7**

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

**SECURITY GROUP 9**

The Group 9 Principal Distribution Amount will be allocated to FN, until retired

**SECURITY GROUP 10**

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

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

<u>Class</u>	<u>Structuring Range or Rate</u>
<b>PAC Classes</b>	
FB, PA and PZ (in the aggregate) . . . . .	370% PSA through 450% PSA
<b>TAC Class</b>	
AB . . . . .	145% PSA

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

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

with, the Class Principal Balances or the outstanding Notional Balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$ 6,666,666	33.3333333333% of AD (SEQ/AD Class)
GS . . . . .	40,076,416	100% of Group 16 Trust Assets
IO . . . . .	\$ 2,272,727	4.5454545455% of AB (TAC/AD Class)
	<u>118,182</u>	4.5454545455% of ZA (SUP Class)
	<u>\$ 2,390,909</u>	
IS . . . . .	\$ 6,509,244	100% of FN (SC/PT Class)
JI . . . . .	3,080,407	10% of Group 15 Trust Assets
JS . . . . .	30,804,070	100% of Group 15 Trust Assets
LI . . . . .	25,124,631	100% of Group 4 Trust Assets
LN . . . . .	21,313,295	100% of Group 8 Trust Assets
LS . . . . .	85,630,332	100% of Group 14 Trust Assets
MI . . . . .	2,971,863	10% of Group 12 Trust Assets
MS . . . . .	29,718,635	100% of Group 12 Trust Assets
NI . . . . .	2,971,863	10% of Group 13 Trust Assets
NS . . . . .	29,718,635	100% of Group 13 Trust Assets
SA . . . . .	50,000,000	100% of FA (SEQ/AD Class)
SB . . . . .	40,000,000	100% of FB (PAC/AD Class)
SJ . . . . .	70,880,486	100% of Group 15 and 16 Trust Assets (in the aggregate)
SK . . . . .	76,723,488	100% of Group 11 Trust Assets
SL . . . . .	145,067,602	100% of Group 12, 13 and 14 Trust Assets (in the aggregate)

**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.



**\$554,663,943**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-104**

---

***OFFERING CIRCULAR SUPPLEMENT***  
**August 23, 2010**

---

**Citi  
Sandgrain Securities, Inc.**