



\$1,439,338,424

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-112

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
JA(1)	\$108,992,000	4.50%	PAC I	FIX	38377KZH6	April 2038
JB(1)	16,628,000	4.50	PAC I	FIX	38377KZJ2	September 2039
JC(1)	12,709,000	4.50	PAC I	FIX	38377KZK9	September 2040
LA(1)	65,818,000	4.50	TAC/AD	FIX	38377KZL7	September 2040
LZ	2,000	4.50	TAC/AD	FIX/Z	38377KZM5	September 2040
PA(1)	257,485,000	4.50	PAC I	FIX	38377KZN3	September 2033
PB(1)	36,070,000	4.50	PAC I	FIX	38377KZP8	October 2034
PC(1)	119,591,000	4.50	PAC I	FIX	38377KZQ6	October 2037
PD(1)	55,289,000	4.50	PAC I	FIX	38377KZR4	January 2039
PV(1)	18,964,000	4.50	PAC I/AD	FIX	38377KZS2	June 2027
PZ(1)	40,140,000	4.50	PAC I	FIX/Z	38377KZT0	September 2040
VP(1)	25,776,000	4.50	AD/PAC I	FIX	38377KZU7	October 2021
YA(1)	39,520,000	4.50	PAC II	FIX	38377KZV5	September 2040
YB	575,000	4.50	PAC II	FIX	38377KZW3	September 2040
ZA	96,294,000	4.50	TAC/AD	FIX/Z	38377KZX1	September 2040
ZB	6,147,000	4.50	SUP	FIX/Z	38377KZY9	September 2040
<b>Security Group 2</b>						
BA(1)	16,237,000	4.50	SEQ	FIX	38377KZZ6	May 2037
BG	100,000,000	2.00	SEQ	FIX	38377KA26	March 2035
BI	55,555,555	4.50	NTL (SEQ)	FIX/IO	38377KA34	March 2035
VA(1)	8,842,000	4.50	SEQ/AD	FIX	38377KA42	October 2021
VB(1)	6,477,000	4.50	SEQ/AD	FIX	38377KA59	June 2027
Z(1)	13,740,040	4.50	SEQ	FIX/Z	38377KA67	September 2040
<b>Security Group 3</b>						
IO	17,961,080	5.00	NTL (PT)	FIX/IO	38377KA75	September 2040
MC	1,493,000	4.50	PAC/AD	FIX	38377KA83	September 2040
ME	12,250,000	2.00	PAC/AD	FIX	38377KA91	July 2039
MI(1)	6,125,000	5.00	NTL (PAC/AD)	FIX/IO	38377KB25	July 2039
N(1)	50,000,000	4.50	PAC/AD	FIX	38377KB33	September 2040
NE	20,000,000	2.00	PAC/AD	FIX	38377KB41	September 2040
NG	6,750,000	2.25	PAC/AD	FIX	38377KB58	September 2040
NH	7,500,000	2.50	PAC/AD	FIX	38377KB66	September 2040
NI(1)	40,187,500	5.00	NTL (PAC/AD)	FIX/IO	38377KB74	September 2040
QA	35,000,000	2.25	PAC/AD	FIX	38377KB82	September 2040
QC	21,000,000	2.50	PAC/AD	FIX	38377KB90	September 2040
QZ	25,617,803	4.50	SUP	FIX/Z	38377KC24	September 2040
<b>Security Group 4</b>						
AC	10,000,000	(5)	PT	ARB	38377KC32	September 2025
AI	10,000,000	2.00	NTL (PT)	FIX/IO	38377KC40	September 2013
<b>Security Group 5</b>						
A	16,553,347	5.00	SC/PT	FIX	38377KC57	November 2037
<b>Security Group 6</b>						
TV	16,723,000	4.50	SC/AD/PAC	FIX	38377KC65	October 2021
TW	12,303,000	4.50	SC/PAC/AD	FIX	38377KC73	June 2027
TX	3,000	4.50	SC/SUP	FIX	38377KC81	August 2040
TZ	26,042,000	4.50	SC/PAC	FIX/Z	38377KC99	August 2040
<b>Security Group 7</b>						
HA(1)	13,772,000	5.00	SC/PAC	FIX	38377KD23	June 2039
HB	314,000	5.00	SC/PAC	FIX	38377KD31	June 2039
HZ	1,671,609	5.00	SC/SUP	FIX/Z	38377KD49	June 2039
<b>Security Group 8</b>						
CM	9,374,625	4.00	SC/SUP	FIX	38377KD56	January 2039
IB(1)	77,989,500	4.00	NTL (SC/PAC)	FIX/IO	38377KD64	September 2011
Q(1)	103,986,000	(5)	SC/PAC	ARB	38377KD72	January 2039
QJ	3,689,000	4.00	SC/PAC	FIX	38377KD80	January 2039
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38377KD98	September 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 IO 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.

## 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 5, 6, 7 and 8 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

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

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

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## TERMS SHEET

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

**Sponsor:** Nomura Securities International, Inc.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** September 30, 2010

**Distribution Dates:** For the Group 2, 3, 4 and 8 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in October 2010. For the Group 1, 5, 6 and 7 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2010.

### Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae I	4.5%	30
3	Ginnie Mae I	5.0%	30
4	Ginnie Mae I	4.0%	15
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificate	(1)	(1)
8	Underlying Certificates	(1)	(1)

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 4 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>			
\$900,000,000	357	3	4.85%
<b>Group 2 Trust Assets</b>			
\$145,296,040	359	1	5.00%
<b>Group 3 Trust Assets</b>			
\$179,610,803	341	16	5.50%
<b>Group 4 Trust Assets</b>			
\$ 10,000,000	177	3	4.50%

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

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

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

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

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes an Interest Only 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.

Classes AC, Q, QD, QE, QG and QH are Ascending Rate Classes that will bear interest at the initial Interest Rates shown below for the indicated number of Accrual Periods and then at the Interest Rates shown below thereafter.

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Accrual Periods</u>	<u>Interest Rate Thereafter</u>
AC	2.00%	36	4%
Q	1.00%	12	4%
QD	1.25%	12	4%
QE	1.50%	12	4%
QG	1.75%	12	4%
QH	2.00%	12	4%

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

#### **SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the LZ, PZ, ZA and ZB Accrual Amounts will be allocated as follows:

- The LZ Accrual Amount sequentially, to LA and LZ, in that order, until retired
- The PZ Accrual Amount sequentially, to VP, PV and PZ, in that order, until retired
- The ZA and ZB Accrual Amounts in the following order of priority:
  1. Sequentially, to LA and LZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To ZA, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. To ZB, until retired
  4. To ZA, without regard to its Scheduled Principal Balance, until retired
- The Group 1 Principal Distribution Amount in the following order of priority:
  1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
    - a. 79.9999710834% sequentially, to PA, PB, PC, PD, VP, PV and PZ, in that order, until retired
    - b. 20.0000289166% sequentially, to JA, JB and JC, in that order, until retired
  2. Sequentially, to YA and YB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. Sequentially, to LA and LZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  4. To ZA, until reduced to its Scheduled Principal Balance for that Distribution Date
  5. To ZB, until retired
  6. To ZA, without regard to its Scheduled Principal Balance, until retired
  7. Sequentially, to LA and LZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  8. Sequentially, to YA and YB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

#### **SECURITY GROUP 2**

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

- The Z Accrual Amount sequentially, to VA, VB and Z, in that order, until retired
- The Group 2 Adjusted Principal Distribution Amount sequentially, to BG, BA, VA, VB and Z, in that order, until retired

#### **SECURITY GROUP 3**

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

1. To the Group 3 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

- a. Concurrently, until N, NE, NG, NH, QA and QC have been retired, as follows:
  - i. 91.2242764281% concurrently, to N, NE, NG, NH, QA and QC, pro rata, until retired
  - ii. 8.7757235719% sequentially, to ME and MC, in that order, until retired
- b. To MC, until retired

2. To QZ, until retired

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

#### **SECURITY GROUP 4**

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

#### **SECURITY GROUP 5**

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

#### **SECURITY GROUP 6**

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

- The TZ Accrual Amount, sequentially, to TV, TW and TZ, in that order, until retired
- The Group 6 Principal Distribution Amount in the following order of priority:
  1. Sequentially, to TV, TW and TZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To TX, until retired
  3. Sequentially, to TV, TW and TZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 7**

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

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

**SECURITY GROUP 8**

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

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

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>PAC Classes</b>	
HA and HB (in the aggregate) . . . . .	165% PSA through 225% PSA
MC, ME, N, NE, NG, NH, QA and QC (in the aggregate) . . . . .	200% PSA through 300% PSA
Q and QJ (in the aggregate) . . . . .	250% PSA through 310% PSA
TV, TW and TZ (in the aggregate)* . . . . .	100% PSA through 250% PSA
<b>PAC I Classes</b>	
JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Classes</b>	
YA and YB (in the aggregate) . . . . .	140% PSA through 240% PSA
<b>TAC Classes</b>	
LA and LZ (in the aggregate) . . . . .	150% PSA
<u>ZA</u> . . . . .	353% PSA

\* No initial Effective Range.

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

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

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

Class	Original Class Notional Balance	Represents Approximately
AI . . . . .	\$ 10,000,000	100% of AC (PT Class) *
BI . . . . .	55,555,555	55.5555555556% of BG (SEQ Class)
GI . . . . .	9,779,000	33.3333333333% of JB and JC (in the aggregate) (PAC I Classes)
HI . . . . .	6,886,000	50% of HA (SC/PAC Class)
IB . . . . .	77,989,500	75% of Q (SC/PAC Class) **
IC . . . . .	\$ 6,125,000	50% of ME (PAC/AD Class)
	10,000,000	50% of NE (PAC/AD Class)
	18,787,500	45% of NG and QA (in the aggregate) (PAC/AD Classes)
	<u>11,400,000</u>	40% of NH and QC (in the aggregate) (PAC/AD Classes)
	<u>\$ 46,312,500</u>	
ID . . . . .	\$ 25,000,000	50% of N (PAC/AD Class)
IH . . . . .	\$ 25,000,000	50% of N (PAC/AD Class)
	10,000,000	50% of NE (PAC/AD Class)
	18,787,500	45% of NG and QA (in the aggregate) (PAC/AD Classes)
	<u>11,400,000</u>	40% of NH and QC (in the aggregate) (PAC/AD Classes)
	<u>\$ 65,187,500</u>	
IO . . . . .	\$ 17,961,080	10% of the Group 3 Trust Assets
IQ . . . . .	69,788,888	55.5555555556% of JA and JB (in the aggregate) (PAC I Classes)
IV . . . . .	6,321,333	33.3333333333% of PV (PAC I/AD Class)
IW . . . . .	53,151,555	44.4444444444% of PC (PAC I Class)
IY . . . . .	2,947,333	33.3333333333% of VA (SEQ/AD Class)
JI . . . . .	60,551,111	55.5555555556% of JA (PAC I Class)
LI . . . . .	36,565,555	55.5555555556% of LA (TAC/AD Class)
MI . . . . .	6,125,000	50% of ME (PAC/AD Class)
NI . . . . .	\$ 10,000,000	50% of NE (PAC/AD Class)
	18,787,500	45% of NG and QA (in the aggregate) (PAC/AD Classes)
	<u>11,400,000</u>	40% of NH and QC (in the aggregate) (PAC/AD Classes)
	<u>\$ 40,187,500</u>	
PI . . . . .	\$171,656,666	66.6666666667% of PA (PAC I Class)
TI . . . . .	18,429,666	33.3333333333% of PD (PAC I Class)
VI . . . . .	8,592,000	33.3333333333% of VP (PAC I/AD Class)
WI . . . . .	20,038,888	55.5555555556% of PB (PAC I Class)
YI . . . . .	21,955,555	55.5555555556% of YA (PAC II Class)

\* For the first 36 Accrual Periods and 0% thereafter

\*\* For the first 12 Accrual Periods and 0% thereafter

**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 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.

***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. 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 or reduction in the notional balance of the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 5, 6, 7 and 8 securities.*** The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure documents, the underlying certificates included in trust asset group 6 are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates. In addition, one of the underlying certificates included in trust asset group 8 is a class that provides support to another class, and it is entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series. Accordingly, this underlying certificate may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlements of and the reduction in notional balance of certain underlying certificates on any payment date are calculated, directly or indirectly, on the basis of schedules; no assurance can be given that these underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificates have adhered to any applicable principal balance schedules or, in the case of the underlying certificate with a class notional balance, the schedule of the related class with which the notional underlying

certificate reduces, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

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

Subject to special pooling parameters set forth in the Ginnie Mae Mortgage-Backed Securities Guide, qualifying federally-insured or guaranteed mortgage loans that exceed certain balance thresholds established by Ginnie Mae (“higher balance mortgage loans” or “high balance 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 5, 6, 7 and 8 securities and, in particular, the support, interest only, ascending rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

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

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

## THE TRUST ASSETS

### General

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

### The Trust MBS (Groups 1, 2, 3 and 4)

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

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

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

The Group 1 Trust Assets are either:

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

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

### **The Underlying Certificates (Groups 5, 6, 7 and 8)**

The Group 5, 6, 7 and 8 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See “*Underlying Certificates*” in the *Base Offering Circular*.

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

### **The Mortgage Loans**

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

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the Weighted Average Lives and yields of the Securities. See “*Risk Factors*” and “*Yield, Maturity and Prepayment Considerations*” in this Supplement.

## **The Trustee Fee**

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

### **Distributions**

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

### *Ascending Rate Classes*

The Ascending Rate Classes will bear interest at per annum Interest Rates set forth for each Accrual Period under “Terms Sheet — Interest Rates” in this Supplement.

### *Accrual Classes*

Each of Classes HZ, LZ, PZ, QZ, TZ, Z, ZA and ZB 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 each Accrual Amount will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. *See “— Class Factors” below.*

### *Categories of Classes*

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used 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 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 1, 2, 3, 4, 5, 6, 8, 9, 10, 11, 12, 15, 17, 18 and 19, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 3, 4, 5, 6, 8, 9, 10, 11, 12, 15, 17 and 19, 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 2010-112. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

A fee will be payable to the Trustee in connection with each exchange equal to  $\frac{1}{32}$  of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. 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 5, 6, 7 and 8 Securities are urged to review the discussion under “Risk Factors — *The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 5, 6, 7 and 8 securities*” in this Supplement.

### Accretion Directed Classes

Classes LA, LZ, MC, ME, N, NE, NG, NH, PV, QA, QC, TV, TW, VA, VB, VP and ZA are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Each of Classes MI and NI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the related Accretion Directed Class or Classes shown under “Terms Sheet — Notional Classes” in this Supplement.

Each of the Accretion Directed Classes (other than Classes TV and VP) 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 LA, LZ, PV, TV, TW, VA, VB and VP will have principal payment stability only through the prepayment rate shown in the table below and within their Effective Ranges, if applicable. The remaining Accretion Directed Classes are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their Effective Ranges.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. With respect to 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 constant prepayment scenario, even a scenario where there are no prepayments.

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, the Class Principal Balances of Classes PV, TV, TW, VA, VB and VP will be reduced to zero on, but not before, their Final Distribution Dates, the Class Principal Balances of Classes LA and LZ would be reduced to zero 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 LA, LZ, PV, TV, TW, VA, VB and VP 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>
LA .....	6.0	September 2040	132% PSA
LZ .....	11.1	September 2040	132% PSA
PV .....	14.0	June 2027	58% PSA
TV .....	6.0	October 2021	283% PSA
TW .....	14.0	June 2027	31% PSA
VA .....	6.0	October 2021	216% PSA
VB .....	14.0	June 2027	117% PSA
VP .....	6.0	October 2021	287% 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. That Weighted Average Life could extend, perhaps significantly, under certain non-constant prepayment scenarios or if the actual Mortgage Loan characteristics differ from the Modeling Assumptions.

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for Classes LA, LZ, PV, TV, TW, VA, VB or VP, 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 (other than Classes TV, TW and TZ) 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 Rate for the PAC and TAC Classes are as follows:

<b>PAC Classes</b>	<u>Initial Effective Ranges or Rate</u>
HA and HB (in the aggregate) . . . . .	165% PSA through 225% PSA
MC, ME, N, NE, NG, NH, QA and QC (in the aggregate) . . . . .	200% PSA through 300% PSA
Q and QJ (in the aggregate) . . . . .	250% PSA through 310% PSA
TV, TW and TZ (in the aggregate) . . . . .	*
<b>PAC I Classes</b>	
JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Classes</b>	
YA and YB (in the aggregate) . . . . .	140% PSA through 240% PSA
<b>TAC Classes</b>	
LA and LZ (in the aggregate) . . . . .	150% PSA
ZA . . . . .	353% PSA through 365% PSA

\* No initial Effective Range.

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

**If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range 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 Rate. If the initial Effective Ranges or Rate were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rate 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), if any, for that Class. Further, the Effective Range for any PAC or TAC 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 Class or 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 Certificates, the characteristics of the Mortgage Loans underlying the Underlying Certificates based on information as of the first Business Day of September 2010, the priorities of distributions on the Underlying Certificates and the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Group 1, 2, 3 and 4 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 4 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2 or 3 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months, each Mortgage Loan underlying a Group 4 Trust Asset is assumed to have an original and a remaining term to maturity of 180 months, and each Mortgage Loan underlying a Group 1 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

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

4. A termination of the Trust or the Underlying Trusts does not occur.
5. The Closing Date for the Securities is September 30, 2010.
6. No expenses or fees are paid by the Trust other than the Trustee Fee.
7. Distributions on the Underlying Certificates are made as described in the related Underlying Certificate Disclosure Documents.
8. Each Class is held from the Closing Date and is not exchanged in whole or in part.

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

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

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

## Decrement Tables

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

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

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

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

- (a) multiplying the net reduction, if any, of the Class Principal Balance (or the net reduction of the Class Notional Balance, in the case of a Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and

- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional amount, as applicable, referred to in clause (a).

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

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

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

### Security Group 1 PSA Prepayment Assumption Rates

Distribution Date	Classes GA, GB, GC, GD, GE, GH, GI and GJ					Classes IQ, JT, QK, QL, QM, QN, QP, QT, QU, QW, QX and QY					Classes IV, PV, VQ, VT and VU					Classes IW, PC, TC, TD, WM, WN, WP, WQ, WT and WU					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	100	100	100	100	100	98	95	95	95	95	100	100	100	100	100	100	100	100	100	100	100
September 2012	100	100	100	100	100	96	85	85	85	85	100	100	100	100	100	100	100	100	100	100	100
September 2013	100	100	100	100	100	94	74	74	74	69	100	100	100	100	100	100	100	100	100	100	100
September 2014	100	100	100	100	100	92	64	64	64	49	100	100	100	100	100	100	100	100	100	100	100
September 2015	100	100	100	100	100	90	54	54	54	34	100	100	100	100	100	100	100	100	100	100	68
September 2016	100	100	100	100	100	88	45	45	45	23	100	100	100	100	100	100	100	100	100	100	21
September 2017	100	100	100	100	100	85	37	37	37	14	100	100	100	100	100	100	100	80	80	80	0
September 2018	100	100	100	100	77	82	29	29	29	8	100	100	100	100	100	100	48	48	48	48	0
September 2019	100	100	100	100	57	80	22	22	22	3	100	100	100	100	37	100	19	19	19	19	0
September 2020	100	100	100	100	42	77	17	17	17	0	100	100	100	100	0	100	0	0	0	0	0
September 2021	100	95	95	95	31	73	12	12	12	0	100	100	100	100	0	100	0	0	0	0	0
September 2022	100	78	78	78	23	70	8	8	8	0	85	85	85	85	0	100	0	0	0	0	0
September 2023	100	64	64	64	17	66	5	5	5	0	68	14	14	14	0	100	0	0	0	0	0
September 2024	100	52	52	52	12	63	2	2	2	0	51	0	0	0	0	100	0	0	0	0	0
September 2025	100	42	42	42	9	59	0	0	0	0	32	0	0	0	0	100	0	0	0	0	0
September 2026	100	34	34	34	6	54	0	0	0	0	13	0	0	0	0	100	0	0	0	0	0
September 2027	100	28	28	28	5	50	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0
September 2028	100	22	22	22	3	45	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0
September 2029	100	18	18	18	2	40	0	0	0	0	0	0	0	0	0	92	0	0	0	0	0
September 2030	100	14	14	14	2	34	0	0	0	0	0	0	0	0	0	69	0	0	0	0	0
September 2031	100	11	11	11	1	28	0	0	0	0	0	0	0	0	0	44	0	0	0	0	0
September 2032	100	8	8	8	1	22	0	0	0	0	0	0	0	0	0	18	0	0	0	0	0
September 2033	100	6	6	6	1	16	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2034	80	5	5	5	0	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2035	48	3	3	3	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2036	15	2	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2037	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2038	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.0	15.4	15.4	15.4	10.4	15.6	6.0	6.0	6.0	4.3	14.0	12.5	12.5	12.5	8.9	20.7	8.0	8.0	8.0	8.0	5.4

### PSA Prepayment Assumption Rates

Distribution Date	Classes JA, JD, JE, JG, JH, JI, JK, JL, JM, JN, JP and JQ					Class JB					Class JC					Classes IA, IB, IC, ID, IE, IG, IH, II, IJ, IK, IM and IN					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	98	94	94	94	94	100	100	100	100	100	100	100	100	100	100	100	93	93	90	90	90
September 2012	96	83	83	83	83	100	100	100	100	100	100	100	100	100	100	100	85	85	77	77	56
September 2013	94	70	70	70	65	100	100	100	100	100	100	100	100	100	100	100	78	78	63	63	0
September 2014	91	58	58	58	41	100	100	100	100	100	100	100	100	100	100	100	69	69	50	50	0
September 2015	89	47	47	47	24	100	100	100	100	100	100	100	100	100	100	100	61	61	38	29	0
September 2016	86	37	37	37	11	100	100	100	100	100	100	100	100	100	100	100	52	52	26	11	0
September 2017	83	27	27	27	1	100	100	100	100	100	100	100	100	100	100	100	42	42	16	1	0
September 2018	80	18	18	18	0	100	100	100	100	60	100	100	100	100	100	100	33	33	8	0	0
September 2019	77	11	11	11	0	100	100	100	100	24	100	100	100	100	100	100	22	22	1	0	0
September 2020	73	4	4	4	0	100	100	100	100	0	100	100	100	100	97	12	12	0	0	0	0
September 2021	69	0	0	0	0	100	90	90	90	0	100	100	100	100	72	1	1	0	0	0	0
September 2022	65	0	0	0	0	100	61	61	61	0	100	100	100	100	53	0	0	0	0	0	0
September 2023	61	0	0	0	0	100	36	36	36	0	100	100	100	100	39	0	0	0	0	0	0
September 2024	57	0	0	0	0	100	15	15	15	0	100	100	100	100	28	0	0	0	0	0	0
September 2025	52	0	0	0	0	100	0	0	0	0	100	97	97	97	20	0	0	0	0	0	0
September 2026	47	0	0	0	0	100	0	0	0	0	100	79	79	79	15	0	0	0	0	0	0
September 2027	42	0	0	0	0	100	0	0	0	0	100	64	64	64	11	0	0	0	0	0	0
September 2028	36	0	0	0	0	100	0	0	0	0	100	51	51	51	8	0	0	0	0	0	0
September 2029	30	0	0	0	0	100	0	0	0	0	100	40	40	40	5	0	0	0	0	0	0
September 2030	24	0	0	0	0	100	0	0	0	0	100	32	32	32	4	0	0	0	0	0	0
September 2031	17	0	0	0	0	100	0	0	0	0	100	25	25	25	3	0	0	0	0	0	0
September 2032	10	0	0	0	0	100	0	0	0	0	100	19	19	19	2	0	0	0	0	0	0
September 2033	3	0	0	0	0	100	0	0	0	0	100	15	15	15	1	0	0	0	0	0	0
September 2034	0	0	0	0	0	65	0	0	0	0	100	11	11	11	1	0	0	0	0	0	0
September 2035	0	0	0	0	0	9	0	0	0	0	100	8	8	8	1	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	34	5	5	5	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.3	5.0	5.0	5.0	3.7	24.3	12.5	12.5	12.5	8.4	25.9	19.0	19.0	19.0	13.1	6.0	6.0	4.2	3.7	1.9	

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class LZ					Classes PA, PG, PH, PI, PJ, PK, PL, PM, PN, PQ, PT, PW, PX and PY					Classes PB, WA, WB, WC, WD, WE, WG, WH, WI, WJ, WK and WL					Classes PD, TI, TJ, TK, TL, TM, TN and TP				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	105	105	105	105	105	97	89	89	89	89	100	100	100	100	100	100	100	100	100	100
September 2012	109	109	109	109	109	93	71	71	71	71	100	100	100	100	100	100	100	100	100	100
September 2013	114	114	114	114	0	89	49	49	49	40	100	100	100	100	100	100	100	100	100	100
September 2014	120	120	120	120	0	85	29	29	29	1	100	100	100	100	100	100	100	100	100	100
September 2015	125	125	125	125	0	81	10	10	10	0	100	100	100	100	0	100	100	100	100	100
September 2016	131	131	131	131	0	76	0	0	0	0	100	47	47	47	0	100	100	100	100	100
September 2017	137	137	137	137	0	71	0	0	0	0	100	0	0	0	0	100	100	100	100	68
September 2018	143	143	143	0	0	66	0	0	0	0	100	0	0	0	0	100	100	100	100	11
September 2019	150	150	150	0	0	60	0	0	0	0	100	0	0	0	0	100	100	100	100	0
September 2020	157	157	0	0	0	54	0	0	0	0	100	0	0	0	0	100	90	90	90	0
September 2021	164	164	0	0	0	48	0	0	0	0	100	0	0	0	0	100	47	47	47	0
September 2022	0	0	0	0	0	42	0	0	0	0	100	0	0	0	0	100	11	11	11	0
September 2023	0	0	0	0	0	34	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2024	0	0	0	0	0	27	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2025	0	0	0	0	0	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2026	0	0	0	0	0	11	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2027	0	0	0	0	0	2	0	0	0	0	100	0	0	0	0	100	0	0	0	0
September 2028	0	0	0	0	0	0	0	0	0	0	44	0	0	0	0	100	0	0	0	0
September 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
September 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
September 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
September 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	79	0	0	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	16	0	0	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.1	11.1	9.1	7.3	2.4	10.1	3.0	3.0	3.0	2.6	17.9	6.0	6.0	6.0	4.3	23.5	11.0	11.0	11.0	7.3

**PSA Prepayment Assumption Rates**

Distribution Date	Class PE					Class PZ					Classes VI, VK, VL, VM and VP					Classes YA, YC, YD, YE, YG, YH, YI, YJ, YK, YL, YM and YN				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	100	100	100	100	100	105	105	105	105	105	93	93	93	93	93	100	100	91	91	91
September 2012	100	100	100	100	100	109	109	109	109	109	85	85	85	85	85	100	100	74	74	74
September 2013	100	100	100	100	100	114	114	114	114	114	78	78	78	78	78	100	100	52	52	0
September 2014	100	100	100	100	100	120	120	120	120	120	69	69	69	69	69	100	100	35	35	0
September 2015	100	100	100	100	100	125	125	125	125	125	61	61	61	61	61	100	100	22	22	0
September 2016	100	100	100	100	100	131	131	131	131	131	52	52	52	52	52	100	100	12	12	0
September 2017	100	100	100	100	100	137	137	137	137	137	42	42	42	42	42	100	100	5	5	0
September 2018	100	100	100	100	100	143	143	143	143	143	33	33	33	33	33	100	100	0	0	0
September 2019	100	100	100	100	79	150	150	150	150	150	22	22	22	22	0	100	96	0	0	0
September 2020	100	100	100	100	58	157	157	157	157	123	12	12	12	12	0	100	84	0	0	0
September 2021	100	100	100	100	43	164	164	164	164	91	0	0	0	0	0	100	64	0	0	0
September 2022	100	100	100	100	32	171	171	171	171	67	0	0	0	0	0	100	40	0	0	0
September 2023	100	88	88	88	23	179	179	179	179	49	0	0	0	0	0	100	12	0	0	0
September 2024	100	72	72	72	17	188	152	152	152	36	0	0	0	0	0	100	0	0	0	0
September 2025	100	58	58	58	12	196	123	123	123	26	0	0	0	0	0	100	0	0	0	0
September 2026	100	47	47	47	9	205	100	100	100	19	0	0	0	0	0	100	0	0	0	0
September 2027	100	38	38	38	6	211	80	80	80	14	0	0	0	0	0	100	0	0	0	0
September 2028	100	30	30	30	5	211	64	64	64	10	0	0	0	0	0	100	0	0	0	0
September 2029	100	24	24	24	3	211	51	51	51	7	0	0	0	0	0	100	0	0	0	0
September 2030	100	19	19	19	2	211	40	40	40	5	0	0	0	0	0	100	0	0	0	0
September 2031	100	15	15	15	2	211	31	31	31	3	0	0	0	0	0	100	0	0	0	0
September 2032	100	11	11	11	1	211	24	24	24	2	0	0	0	0	0	100	0	0	0	0
September 2033	100	9	9	9	1	211	18	18	18	2	0	0	0	0	0	100	0	0	0	0
September 2034	100	6	6	6	0	211	14	14	14	1	0	0	0	0	0	100	0	0	0	0
September 2035	67	5	5	5	0	141	10	10	10	1	0	0	0	0	0	100	0	0	0	0
September 2036	20	3	3	3	0	43	7	7	7	0	0	0	0	0	0	100	0	0	0	0
September 2037	2	2	2	2	0	4	4	4	4	0	0	0	0	0	0	16	0	0	0	0
September 2038	1	1	1	1	0	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.4	16.8	16.8	16.8	11.5	25.4	17.5	17.5	17.5	12.5	6.0	6.0	6.0	6.0	5.6	26.8	11.5	3.4	3.4	2.2

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class YB					Class ZA					Class ZB				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	100	100	100	100	100	105	105	96	87	67	105	105	105	105	0
September 2012	100	100	100	100	100	109	109	83	56	0	109	109	109	109	0
September 2013	100	100	100	100	0	114	114	67	22	0	114	114	114	114	0
September 2014	100	100	100	100	0	120	120	57	0	0	120	120	120	105	0
September 2015	100	100	100	100	0	125	125	52	0	0	125	125	125	0	0
September 2016	100	100	100	100	0	131	131	51	0	0	131	131	131	0	0
September 2017	100	100	100	100	0	137	137	52	0	0	137	137	137	0	0
September 2018	100	100	94	9	0	143	143	55	0	0	143	143	143	0	0
September 2019	100	100	0	0	0	150	150	57	0	0	150	150	150	0	0
September 2020	100	100	0	0	0	157	157	54	0	0	157	157	157	0	0
September 2021	100	100	0	0	0	164	164	49	0	0	164	164	164	0	0
September 2022	100	100	0	0	0	164	164	44	0	0	171	171	171	0	0
September 2023	100	100	0	0	0	163	163	38	0	0	179	179	179	0	0
September 2024	100	0	0	0	0	163	156	33	0	0	188	188	188	0	0
September 2025	100	0	0	0	0	162	143	28	0	0	196	196	196	0	0
September 2026	100	0	0	0	0	162	129	22	0	0	205	205	205	0	0
September 2027	100	0	0	0	0	161	115	17	0	0	215	215	215	0	0
September 2028	100	0	0	0	0	160	101	13	0	0	224	224	224	0	0
September 2029	100	0	0	0	0	160	88	8	0	0	235	235	235	0	0
September 2030	100	0	0	0	0	159	75	4	0	0	246	246	246	0	0
September 2031	100	0	0	0	0	158	62	0	0	0	257	257	257	0	0
September 2032	100	0	0	0	0	158	50	0	0	0	269	269	212	0	0
September 2033	100	0	0	0	0	157	38	0	0	0	281	281	171	0	0
September 2034	100	0	0	0	0	156	27	0	0	0	294	294	135	0	0
September 2035	100	0	0	0	0	155	17	0	0	0	307	307	104	0	0
September 2036	100	0	0	0	0	154	7	0	0	0	321	321	76	0	0
September 2037	100	0	0	0	0	153	0	0	0	0	336	307	51	0	0
September 2038	0	0	0	0	0	103	0	0	0	0	352	188	30	0	0
September 2039	0	0	0	0	0	41	0	0	0	0	368	77	12	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.1	13.5	8.4	7.9	2.6	27.9	19.6	9.2	2.2	1.2	29.8	28.2	24.6	4.2	0.5

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class BA					Class BC					Class BD					Classes BG and BI						
	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
September 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	98	94	90	87	83
September 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	96	81	70	59	46
September 2013	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	93	64	45	28	8
September 2014	100	100	100	100	7	100	100	100	100	100	100	100	100	100	67	91	49	25	5	0	0	
September 2015	100	100	100	33	0	100	100	100	100	59	100	100	100	76	38	88	36	9	0	0	0	
September 2016	100	100	79	0	0	100	100	100	81	34	100	100	92	52	22	85	25	0	0	0	0	
September 2017	100	100	20	0	0	100	100	100	56	19	100	100	71	36	12	82	15	0	0	0	0	
September 2018	100	100	0	0	0	100	100	86	38	11	100	100	55	24	7	79	7	0	0	0	0	
September 2019	100	95	0	0	0	100	100	66	26	6	100	98	42	17	4	76	0	0	0	0	0	
September 2020	100	56	0	0	0	100	100	51	18	3	100	84	33	11	2	73	0	0	0	0	0	
September 2021	100	21	0	0	0	100	100	39	12	2	100	72	25	8	1	69	0	0	0	0	0	
September 2022	100	0	0	0	0	100	95	30	8	1	100	61	19	5	1	66	0	0	0	0	0	
September 2023	100	0	0	0	0	100	81	23	5	1	100	52	15	4	0	62	0	0	0	0	0	
September 2024	100	0	0	0	0	100	68	17	4	0	100	44	11	2	0	58	0	0	0	0	0	
September 2025	100	0	0	0	0	100	58	13	2	0	100	37	8	2	0	53	0	0	0	0	0	
September 2026	100	0	0	0	0	100	48	10	2	0	100	31	6	1	0	49	0	0	0	0	0	
September 2027	100	0	0	0	0	100	40	7	1	0	100	26	5	1	0	44	0	0	0	0	0	
September 2028	100	0	0	0	0	100	34	5	1	0	100	22	4	0	0	39	0	0	0	0	0	
September 2029	100	0	0	0	0	100	28	4	0	0	100	18	3	0	0	34	0	0	0	0	0	
September 2030	100	0	0	0	0	100	23	3	0	0	100	15	2	0	0	28	0	0	0	0	0	
September 2031	100	0	0	0	0	100	18	2	0	0	100	12	1	0	0	22	0	0	0	0	0	
September 2032	100	0	0	0	0	100	15	2	0	0	100	9	1	0	0	16	0	0	0	0	0	
September 2033	100	0	0	0	0	100	12	1	0	0	100	7	1	0	0	10	0	0	0	0	0	
September 2034	100	0	0	0	0	100	9	1	0	0	100	6	0	0	0	3	0	0	0	0	0	
September 2035	76	0	0	0	0	100	7	1	0	0	91	4	0	0	0	0	0	0	0	0	0	
September 2036	30	0	0	0	0	100	5	0	0	0	75	3	0	0	0	0	0	0	0	0	0	
September 2037	0	0	0	0	0	90	3	0	0	0	57	2	0	0	0	0	0	0	0	0	0	
September 2038	0	0	0	0	0	61	2	0	0	0	39	1	0	0	0	0	0	0	0	0	0	
September 2039	0	0	0	0	0	31	1	0	0	0	20	1	0	0	0	0	0	0	0	0	0	
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)	25.6	10.2	6.5	4.8	3.6	28.4	17.0	11.1	8.1	5.8	27.4	14.5	9.5	6.9	5.1	14.7	4.2	2.9	2.3	1.9	1.9	

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Classes IY, VA, VC, VD and VE					Class VB					Class Z				
	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	93	93	93	93	93	100	100	100	100	100	105	105	105	105	105
September 2012	85	85	85	85	85	100	100	100	100	100	109	109	109	109	109
September 2013	78	78	78	78	78	100	100	100	100	100	114	114	114	114	114
September 2014	69	69	69	69	69	100	100	100	100	100	120	120	120	120	120
September 2015	61	61	61	61	0	100	100	100	100	0	125	125	125	125	125
September 2016	52	52	52	0	0	100	100	100	86	0	131	131	131	131	71
September 2017	43	43	43	0	0	100	100	100	0	0	137	137	137	117	40
September 2018	33	33	0	0	0	100	100	81	0	0	143	143	143	80	23
September 2019	23	23	0	0	0	100	100	0	0	0	150	150	140	55	13
September 2020	12	12	0	0	0	100	100	0	0	0	157	157	107	37	7
September 2021	1	1	0	0	0	100	100	0	0	0	164	164	82	25	4
September 2022	0	0	0	0	0	85	64	0	0	0	171	171	63	17	2
September 2023	0	0	0	0	0	68	0	0	0	0	179	171	48	12	1
September 2024	0	0	0	0	0	51	0	0	0	0	188	145	36	8	1
September 2025	0	0	0	0	0	33	0	0	0	0	196	122	28	5	0
September 2026	0	0	0	0	0	13	0	0	0	0	205	102	21	3	0
September 2027	0	0	0	0	0	0	0	0	0	0	211	85	16	2	0
September 2028	0	0	0	0	0	0	0	0	0	0	211	71	12	2	0
September 2029	0	0	0	0	0	0	0	0	0	0	211	59	9	1	0
September 2030	0	0	0	0	0	0	0	0	0	0	211	48	6	1	0
September 2031	0	0	0	0	0	0	0	0	0	0	211	39	5	0	0
September 2032	0	0	0	0	0	0	0	0	0	0	211	31	3	0	0
September 2033	0	0	0	0	0	0	0	0	0	0	211	24	2	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	211	19	2	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	211	14	1	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	211	10	1	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	189	7	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	129	4	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	66	2	0	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.0	6.0	5.3	4.5	3.6	14.0	12.1	8.3	6.3	4.7	28.4	17.9	12.4	9.2	6.8

Security Group 3 PSA Prepayment Assumption Rates															
Distribution Date	Class IC					Classes ID, IH, N, NE, NG, NH, NI, NK, NL, NM, NP, NQ, NT, NU, NW, NX, NY, QA and QC					Class IO				
	0%	200%	250%	300%	500%	0%	200%	250%	300%	500%	0%	200%	250%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	98	88	88	88	88	98	88	88	88	88	99	90	87	85	76
September 2012	95	73	73	73	61	95	74	74	74	61	97	78	73	69	53
September 2013	93	61	61	61	41	93	62	62	62	42	96	67	61	55	36
September 2014	90	50	50	50	28	90	51	51	51	29	94	58	51	45	25
September 2015	87	41	41	41	19	87	42	42	42	20	92	50	42	36	17
September 2016	84	33	33	33	12	84	33	33	33	13	91	43	35	29	12
September 2017	81	26	26	26	8	81	27	27	27	9	89	37	29	23	8
September 2018	77	20	20	20	5	77	21	21	21	6	87	32	24	18	5
September 2019	74	16	16	16	4	74	17	17	17	4	85	27	20	15	4
September 2020	70	12	12	12	2	70	13	13	13	3	83	23	17	12	3
September 2021	66	9	9	9	2	66	11	11	11	2	80	20	14	9	2
September 2022	62	7	7	7	1	62	8	8	8	1	78	17	11	7	1
September 2023	57	6	6	6	1	58	7	7	7	1	75	14	9	6	1
September 2024	53	4	4	4	0	53	5	5	5	0	72	12	7	5	1
September 2025	48	3	3	3	0	48	4	4	4	0	69	10	6	4	0
September 2026	42	3	3	3	0	43	3	3	3	0	66	8	5	3	0
September 2027	37	2	2	2	0	38	2	2	2	0	63	7	4	2	0
September 2028	31	2	2	2	0	32	2	2	2	0	60	6	3	2	0
September 2029	25	1	1	1	0	26	1	1	1	0	56	5	2	1	0
September 2030	19	1	1	1	0	20	1	1	1	0	52	4	2	1	0
September 2031	12	1	1	1	0	13	1	1	1	0	48	3	1	1	0
September 2032	6	0	0	0	0	6	0	0	0	0	44	2	1	1	0
September 2033	0	0	0	0	0	0	0	0	0	0	40	2	1	0	0
September 2034	0	0	0	0	0	0	0	0	0	0	35	1	1	0	0
September 2035	0	0	0	0	0	0	0	0	0	0	30	1	0	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	24	1	0	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	19	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	13	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0
September 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.5	5.1	5.1	5.1	3.2	13.7	5.2	5.2	5.2	3.3	18.9	6.7	5.6	4.8	2.9

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class MC					Classes ME and MI					Class QZ				
	0%	200%	250%	300%	500%	0%	200%	250%	300%	500%	0%	200%	250%	300%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011 . . . . .	100	100	100	100	100	97	87	87	87	87	105	100	85	69	7
September 2012 . . . . .	100	100	100	100	100	95	71	71	71	57	109	100	69	38	0
September 2013 . . . . .	100	100	100	100	100	92	58	58	58	36	114	100	58	18	0
September 2014 . . . . .	100	100	100	100	100	89	46	46	46	22	120	100	51	7	0
September 2015 . . . . .	100	100	100	100	100	86	36	36	36	12	125	100	47	1	0
September 2016 . . . . .	100	100	100	100	100	82	27	27	27	5	131	100	46	0	0
September 2017 . . . . .	100	100	100	100	100	79	19	19	19	0	137	98	44	0	0
September 2018 . . . . .	100	100	100	100	73	75	13	13	13	0	143	94	41	0	0
September 2019 . . . . .	100	100	100	100	54	71	9	9	9	0	150	88	38	0	0
September 2020 . . . . .	100	100	100	100	42	67	5	5	5	0	157	81	34	0	0
September 2021 . . . . .	100	100	100	100	33	63	2	2	2	0	164	74	31	0	0
September 2022 . . . . .	100	93	93	93	28	58	0	0	0	0	171	66	27	0	0
September 2023 . . . . .	100	76	76	76	24	53	0	0	0	0	179	59	23	0	0
September 2024 . . . . .	100	63	63	63	21	48	0	0	0	0	188	52	20	0	0
September 2025 . . . . .	100	53	53	53	19	43	0	0	0	0	196	45	17	0	0
September 2026 . . . . .	100	44	44	44	18	37	0	0	0	0	205	39	15	0	0
September 2027 . . . . .	100	38	38	38	17	32	0	0	0	0	215	34	12	0	0
September 2028 . . . . .	100	33	33	33	12	25	0	0	0	0	224	29	10	0	0
September 2029 . . . . .	100	28	28	28	8	19	0	0	0	0	235	24	8	0	0
September 2030 . . . . .	100	25	25	25	5	12	0	0	0	0	246	20	7	0	0
September 2031 . . . . .	100	23	23	23	3	5	0	0	0	0	257	16	5	0	0
September 2032 . . . . .	76	21	21	21	2	0	0	0	0	0	269	13	4	0	0
September 2033 . . . . .	19	19	19	19	1	0	0	0	0	0	275	10	3	0	0
September 2034 . . . . .	18	18	18	18	1	0	0	0	0	0	242	7	2	0	0
September 2035 . . . . .	17	17	17	17	0	0	0	0	0	0	207	5	2	0	0
September 2036 . . . . .	11	11	11	11	0	0	0	0	0	0	171	3	1	0	0
September 2037 . . . . .	6	6	6	6	0	0	0	0	0	0	132	2	1	0	0
September 2038 . . . . .	1	1	1	1	0	0	0	0	0	0	90	0	0	0	0
September 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	46	0	0	0	0
September 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	23.0	17.2	17.2	17.2	11.1	12.8	4.2	4.2	4.2	2.7	26.7	15.1	7.5	1.8	0.6

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class AC					Class AI				
	0%	100%	222%	350%	500%	0%	100%	222%	350%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
September 2011 . . . . .	95	93	91	89	86	95	93	91	89	86
September 2012 . . . . .	90	84	78	71	64	90	84	78	71	64
September 2013 . . . . .	85	75	64	53	42	0	0	0	0	0
September 2014 . . . . .	80	66	52	39	28	0	0	0	0	0
September 2015 . . . . .	74	57	41	29	18	0	0	0	0	0
September 2016 . . . . .	68	49	33	21	11	0	0	0	0	0
September 2017 . . . . .	62	42	26	15	7	0	0	0	0	0
September 2018 . . . . .	55	35	20	10	5	0	0	0	0	0
September 2019 . . . . .	48	29	15	7	3	0	0	0	0	0
September 2020 . . . . .	41	23	11	5	2	0	0	0	0	0
September 2021 . . . . .	34	17	8	3	1	0	0	0	0	0
September 2022 . . . . .	26	12	5	2	0	0	0	0	0	0
September 2023 . . . . .	18	7	3	1	0	0	0	0	0	0
September 2024 . . . . .	9	3	1	0	0	0	0	0	0	0
September 2025 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.4	5.0	3.9	3.2	2.7	2.6	2.5	2.4	2.2

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Class A				
	0%	100%	200%	300%	400%
Initial Percent . . . . .	100	100	100	100	100
September 2011 . . . . .	98	93	93	93	93
September 2012 . . . . .	95	83	81	81	81
September 2013 . . . . .	92	72	67	67	58
September 2014 . . . . .	89	61	55	53	35
September 2015 . . . . .	86	51	44	37	19
September 2016 . . . . .	83	42	34	24	6
September 2017 . . . . .	80	33	24	13	0
September 2018 . . . . .	76	24	15	5	0
September 2019 . . . . .	73	17	7	0	0
September 2020 . . . . .	69	9	1	0	0
September 2021 . . . . .	65	3	0	0	0
September 2022 . . . . .	60	0	0	0	0
September 2023 . . . . .	56	0	0	0	0
September 2024 . . . . .	51	0	0	0	0
September 2025 . . . . .	46	0	0	0	0
September 2026 . . . . .	41	0	0	0	0
September 2027 . . . . .	35	0	0	0	0
September 2028 . . . . .	29	0	0	0	0
September 2029 . . . . .	23	0	0	0	0
September 2030 . . . . .	16	0	0	0	0
September 2031 . . . . .	9	0	0	0	0
September 2032 . . . . .	2	0	0	0	0
September 2033 . . . . .	0	0	0	0	0
September 2034 . . . . .	0	0	0	0	0
September 2035 . . . . .	0	0	0	0	0
September 2036 . . . . .	0	0	0	0	0
September 2037 . . . . .	0	0	0	0	0
September 2038 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	13.2	5.4	4.7	4.2	3.4

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class TV					Class TW					Class TX					Class TZ				
	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%	0%	100%	200%	250%	400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011 . . . . .	93	93	93	93	93	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2012 . . . . .	85	85	85	85	85	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2013 . . . . .	78	78	78	78	78	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2014 . . . . .	69	69	69	69	69	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2015 . . . . .	61	61	61	61	61	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2016 . . . . .	52	52	52	52	52	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2017 . . . . .	42	42	42	42	42	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2018 . . . . .	33	33	33	33	33	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2019 . . . . .	22	22	22	22	0	100	100	100	100	54	100	100	100	100	0	150	150	150	150	150
September 2020 . . . . .	12	12	12	12	0	100	100	100	100	0	100	100	100	100	0	157	157	157	157	129
September 2021 . . . . .	0	0	0	0	0	100	100	100	100	0	100	100	100	100	0	164	164	164	164	95
September 2022 . . . . .	0	0	0	0	0	85	85	85	85	0	100	100	100	100	0	171	171	171	171	70
September 2023 . . . . .	0	0	0	0	0	68	34	34	34	0	100	100	100	0	0	179	179	179	179	51
September 2024 . . . . .	0	0	0	0	0	51	0	0	0	0	100	100	100	0	0	188	161	161	160	37
September 2025 . . . . .	0	0	0	0	0	32	0	0	0	0	100	100	100	0	0	196	131	131	130	27
September 2026 . . . . .	0	0	0	0	0	13	0	0	0	0	100	100	100	0	0	205	106	106	105	20
September 2027 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	211	85	85	85	14
September 2028 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	211	68	68	68	10
September 2029 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	211	54	54	54	7
September 2030 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	193	43	43	42	5
September 2031 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	81	33	33	33	4
September 2032 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	26	26	26	25	2
September 2033 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	19	19	19	19	2
September 2034 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	14	14	14	14	1
September 2035 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	10	10	10	10	1
September 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	7	7	7	7	0
September 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	4	4	4	4	0
September 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	2	2	2	2	0
September 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	100	100	100	0	0	1	1	1	1	0
September 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	6.0	6.0	6.0	6.0	5.6	14.0	12.6	12.6	12.6	9.0	29.7	29.7	29.7	12.2	8.1	21.2	17.7	17.7	17.7	12.6

**Security Group 7  
PSA Prepayment Assumption Rates**

Distribution Date	Classes HA, HC, HD, HE, HG, HI, HJ, HK, HL, HM, HN, HP, HQ and HT					Class HB					Class HZ				
	0%	165%	195%	225%	400%	0%	165%	195%	225%	400%	0%	165%	195%	225%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	98	88	88	88	85	100	100	100	100	100	105	100	85	69	0
September 2012	96	76	76	76	63	100	100	100	100	100	110	100	72	43	0
September 2013	93	66	66	66	47	100	100	100	100	100	116	100	62	25	0
September 2014	91	57	57	57	34	100	100	100	100	100	122	100	55	13	0
September 2015	88	49	49	49	25	100	100	100	100	100	128	100	51	5	0
September 2016	85	41	41	41	18	100	100	100	100	100	135	100	48	1	0
September 2017	82	35	35	35	12	100	100	100	100	100	142	100	47	0	0
September 2018	79	29	29	29	9	100	100	100	100	100	149	99	46	0	0
September 2019	75	24	24	24	6	100	100	100	100	100	157	96	44	0	0
September 2020	72	20	20	20	3	100	100	100	100	100	165	92	42	0	0
September 2021	68	16	16	16	2	100	100	100	100	100	173	87	39	0	0
September 2022	64	13	13	13	1	100	100	100	100	100	182	81	36	0	0
September 2023	59	10	10	10	0	100	100	100	100	87	191	75	33	0	0
September 2024	54	8	8	8	0	100	100	100	100	57	201	68	30	0	0
September 2025	49	6	6	6	0	100	100	100	100	36	211	62	27	0	0
September 2026	44	5	5	5	0	100	100	100	100	20	222	55	24	0	0
September 2027	39	3	3	3	0	100	100	100	100	8	234	49	21	0	0
September 2028	33	2	2	2	0	100	100	100	100	0	246	43	18	0	0
September 2029	26	1	1	1	0	100	100	100	100	0	258	37	15	0	0
September 2030	19	0	0	0	0	100	100	100	100	0	271	32	13	0	0
September 2031	12	0	0	0	0	100	83	83	83	0	285	27	11	0	0
September 2032	5	0	0	0	0	100	59	59	59	0	300	22	9	0	0
September 2033	0	0	0	0	0	38	38	38	38	0	298	17	7	0	0
September 2034	0	0	0	0	0	21	21	21	21	0	246	13	5	0	0
September 2035	0	0	0	0	0	7	7	7	7	0	190	9	4	0	0
September 2036	0	0	0	0	0	0	0	0	0	0	129	5	1	0	0
September 2037	0	0	0	0	0	0	0	0	0	0	62	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.8	6.0	6.0	6.0	3.5	23.3	22.6	22.6	22.6	14.6	25.5	17.2	8.9	2.1	0.4

**Security Group 8  
PSA Prepayment Assumption Rates**

Distribution Date	Class CM				Class IB					Classes KM, Q, QD, QE, QG and QH					Class QJ					
	0%	250%	280%	320%	600%	0%	250%	280%	320%	600%	0%	250%	280%	320%	600%	0%	250%	280%	320%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2011	100	100	80	53	0	0	0	0	0	0	98	83	83	83	71	100	100	100	100	100
September 2012	100	100	64	18	0	0	0	0	0	0	96	67	67	67	43	100	100	100	100	100
September 2013	100	100	55	0	0	0	0	0	0	0	94	54	54	53	25	100	100	100	100	100
September 2014	100	100	50	0	0	0	0	0	0	0	92	42	42	41	13	100	100	100	100	100
September 2015	100	100	48	0	0	0	0	0	0	0	90	33	33	31	6	100	100	100	100	100
September 2016	100	98	46	0	0	0	0	0	0	0	88	25	25	24	2	100	100	100	100	100
September 2017	100	93	44	0	0	0	0	0	0	0	85	18	18	17	0	100	100	100	100	67
September 2018	100	87	40	0	0	0	0	0	0	0	83	13	13	12	0	100	100	100	100	14
September 2019	100	79	36	0	0	0	0	0	0	0	80	9	9	8	0	100	100	100	100	0
September 2020	100	71	32	0	0	0	0	0	0	0	77	6	6	5	0	100	100	100	100	0
September 2021	100	63	28	0	0	0	0	0	0	0	74	3	3	2	0	100	100	100	100	0
September 2022	100	56	25	0	0	0	0	0	0	0	71	1	1	0	0	100	100	100	100	0
September 2023	100	48	21	0	0	0	0	0	0	0	67	0	0	0	0	100	75	75	60	0
September 2024	100	41	18	0	0	0	0	0	0	0	63	0	0	0	0	100	34	34	21	0
September 2025	100	35	15	0	0	0	0	0	0	0	59	0	0	0	0	100	0	0	0	0
September 2026	100	19	1	0	0	0	0	0	0	0	55	0	0	0	0	100	0	0	0	0
September 2027	100	4	0	0	0	0	0	0	0	0	51	0	0	0	0	100	0	0	0	0
September 2028	100	0	0	0	0	0	0	0	0	0	46	0	0	0	0	100	0	0	0	0
September 2029	100	0	0	0	0	0	0	0	0	0	41	0	0	0	0	100	0	0	0	0
September 2030	100	0	0	0	0	0	0	0	0	0	35	0	0	0	0	100	0	0	0	0
September 2031	100	0	0	0	0	0	0	0	0	0	30	0	0	0	0	100	0	0	0	0
September 2032	100	0	0	0	0	0	0	0	0	0	24	0	0	0	0	100	0	0	0	0
September 2033	100	0	0	0	0	0	0	0	0	0	17	0	0	0	0	100	0	0	0	0
September 2034	100	0	0	0	0	0	0	0	0	0	10	0	0	0	0	100	0	0	0	0
September 2035	100	0	0	0	0	0	0	0	0	0	3	0	0	0	0	100	0	0	0	0
September 2036	88	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2037	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.4	12.4	6.5	1.2	0.2	1.0	0.9	0.9	0.9	0.8	15.8	4.0	4.0	3.9	2.1	25.6	13.6	13.6	13.3	7.3

## 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 5, 6, 7 and 8 Securities, the investor's own projection of principal payment rates and rates of reduction in notional balance on the Underlying Certificates under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates and rates of reduction in notional balance 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, 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.

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

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

## Yield Tables

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

The Mortgage Loans will not prepay at any constant rate until maturity. 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, 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 assumption that the purchase price of each Class (expressed as a percentage of its original Class Notional Balance) plus accrued interest 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 GI to Prepayments  
Assumed Price 35.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>540%</u>
9.9%	9.9%	9.9%	5.4%	0.0%

**Sensitivity of Class IQ to Prepayments  
Assumed Price 17.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>450%</u>
11.8%	11.8%	11.8%	3.4%	0.0%

**Sensitivity of Class IV to Prepayments  
Assumed Price 31.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>537%</u>
10.8%	10.8%	10.8%	5.9%	0.0%

**Sensitivity of Class IW to Prepayments  
Assumed Price 22.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>445%</u>
13.3%	13.3%	13.3%	3.4%	0.0%

**Sensitivity of Class JI to Prepayments  
Assumed Price 15.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>453%</u>
13.4%	13.4%	13.4%	4.1%	0.0%

**Sensitivity of Class LI to Prepayments  
Assumed Price 6.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>586%</u>
72.4%	65.1%	64.1%	33.9%	0.1%

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

**Sensitivity of Class PI to Prepayments  
Assumed Price 9.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>543%</u>
19.4%	19.4%	19.4%	11.7%	0.0%

**Sensitivity of Class TI to Prepayments  
Assumed Price 29.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>456%</u>
10.7%	10.7%	10.7%	3.3%	0.1%

**Sensitivity of Class VI to Prepayments  
Assumed Price 20.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>607%</u>
8.1%	8.1%	8.1%	6.7%	0.0%

**Sensitivity of Class WI to Prepayments  
Assumed Price 18.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>424%</u>
14.3%	14.3%	14.3%	2.2%	0.1%

**Sensitivity of Class YI to Prepayments  
Assumed Price 8.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>460%</u>
57.1%	31.8%	31.8%	9.0%	0.0%

**SECURITY GROUP 2**

**Sensitivity of Class BI to Prepayments  
Assumed Price 13.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>331%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>
14.1%	0.1%	(1.9)%	(17.0)%	(34.4)%

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

**Sensitivity of Class IY to Prepayments  
Assumed Price 18.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>350%</u>	<u>500%</u>	<u>560%</u>	<u>700%</u>
10.6%	8.3%	2.7%	0.0%	(6.8)%

**SECURITY GROUP 3**

**Sensitivity of Class IC to Prepayments  
Assumed Price 18.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>433%</u>	<u>500%</u>
8.6%	8.6%	8.6%	0.0%	(5.0)%

**Sensitivity of Class ID to Prepayments  
Assumed Price 18.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>438%</u>	<u>500%</u>
8.7%	8.7%	8.7%	0.0%	(4.5)%

**Sensitivity of Class IH to Prepayments  
Assumed Price 18.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>438%</u>	<u>500%</u>
8.7%	8.7%	8.7%	0.0%	(4.5)%

**Sensitivity of Class IO to Prepayments  
Assumed Price 19.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>378%</u>	<u>500%</u>
12.3%	8.9%	5.5%	0.1%	(8.8)%

**Sensitivity of Class MI to Prepayments  
Assumed Price 16.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>401%</u>	<u>500%</u>
8.5%	8.5%	8.5%	0.1%	(10.2)%

\* 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 NI to Prepayments  
Assumed Price 18.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>200%</u>	<u>250%</u>	<u>300%</u>	<u>438%</u>	<u>500%</u>
8.7%	8.7%	8.7%	0.0%	(4.5)%

**SECURITY GROUP 4  
Sensitivity of Class AI Prepayments  
Assumed Price 3.50%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>222%</u>	<u>350%</u>	<u>500%</u>	<u>953%</u>
30.4%	26.4%	22.1%	16.9%	0.0%

**SECURITY GROUP 7  
Sensitivity of Class HI to Prepayments  
Assumed Price 11.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>165%</u>	<u>195%</u>	<u>225%</u>	<u>400%</u>	<u>703%</u>
42.2%	42.2%	42.2%	30.4%	0.0%

**SECURITY GROUP 8  
Sensitivity of Class IB to Prepayments  
Assumed Price 3.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>250%</u>	<u>280%</u>	<u>320%</u>	<u>575%</u>	<u>600%</u>
6.8%	6.8%	6.8%	0.0%	(1.5)%

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

**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 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, 5 and 6	200%
2	350%
3	250%
4	222%
7	195%
8	280%

No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur. 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 Certificates will be computed using the same prepayment assumption as set forth under “Certain Federal Income Tax Consequences — Regular Securities” in this Supplement.

### **MX Securities**

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

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

### **ERISA MATTERS**

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

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

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

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

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

## LEGAL INVESTMENT CONSIDERATIONS

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

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

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

## PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer the Regular and MX Classes 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 from September 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 Seward & Kissel LLP.

Schedule I

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	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(6)								
PA	\$257,485,000	PG	\$257,485,000	PAC I	2.00%	FIX	38377KE22	September 2033
		PH	257,485,000	PAC I	2.25	FIX	38377KE30	September 2033
		PI	171,656,666	NTL (PAC I)	4.50	FIX/IO	38377KE48	September 2033
		PJ	257,485,000	PAC I	2.50	FIX	38377KE55	September 2033
		PK	257,485,000	PAC I	2.75	FIX	38377KE63	September 2033
		PL	257,485,000	PAC I	3.00	FIX	38377KE71	September 2033
		PM	257,485,000	PAC I	3.25	FIX	38377KE89	September 2033
		PN	257,485,000	PAC I	3.50	FIX	38377KE97	September 2033
		PQ	257,485,000	PAC I	3.75	FIX	38377KF21	September 2033
		PT	257,485,000	PAC I	4.00	FIX	38377KF39	September 2033
		PW	257,485,000	PAC I	4.25	FIX	38377KF47	September 2033
		PX	257,485,000	PAC I	1.50	FIX	38377KF54	September 2033
		PY	257,485,000	PAC I	1.75	FIX	38377KF62	September 2033

REMIC Securities		MX Securities								
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)		
Combination 2(6) PB	\$ 36,070,000	WA	\$ 36,070,000	PAC I	2.00%	FIX	38377KF70	October 2034		
		WB	36,070,000	PAC I	2.25	FIX	38377KF88	October 2034		
		WC	36,070,000	PAC I	2.50	FIX	38377KF96	October 2034		
		WD	36,070,000	PAC I	2.75	FIX	38377KG20	October 2034		
		WE	36,070,000	PAC I	3.00	FIX	38377KG38	October 2034		
		WG	36,070,000	PAC I	3.25	FIX	38377KG46	October 2034		
		WH	36,070,000	PAC I	3.50	FIX	38377KG53	October 2034		
		WI	20,038,888	NTL (PAC I)	4.50	FIX/IO	38377KG61	October 2034		
		WJ	36,070,000	PAC I	3.75	FIX	38377KG79	October 2034		
		WK	36,070,000	PAC I	4.00	FIX	38377KG87	October 2034		
		WL	36,070,000	PAC I	4.25	FIX	38377KG95	October 2034		
		Combination 3(6) PC	\$119,591,000	IW	\$ 53,151,555	NTL (PAC I)	4.50%	FIX/IO	38377KH29	October 2037
				TC	119,591,000	PAC I	2.50	FIX	38377KH37	October 2037
TD	119,591,000			PAC I	2.75	FIX	38377KH45	October 2037		
WM	119,591,000			PAC I	3.00	FIX	38377KH52	October 2037		
WN	119,591,000			PAC I	3.25	FIX	38377KH60	October 2037		
WP	119,591,000			PAC I	3.50	FIX	38377KH78	October 2037		
WQ	119,591,000			PAC I	3.75	FIX	38377KH86	October 2037		
WT	119,591,000			PAC I	4.00	FIX	38377KH94	October 2037		
WU	119,591,000			PAC I	4.25	FIX	38377KJ27	October 2037		

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(6)								
PD	\$ 55,289,000	TI	\$ 18,429,666	NTL (PAC I)	4.50%	FIX/IO	38377KJ35	January 2039
		TJ	55,289,000	PAC I	3.50	FIX	38377KJ43	January 2039
		TK	55,289,000	PAC I	3.75	FIX	38377KJ50	January 2039
		TL	55,289,000	PAC I	4.00	FIX	38377KJ68	January 2039
		TM	55,289,000	PAC I	4.25	FIX	38377KJ76	January 2039
		TN	55,289,000	PAC I	3.00	FIX	38377KJ84	January 2039
		TP	55,289,000	PAC I	3.25	FIX	38377KJ92	January 2039
Combination 5(6)								
VP	\$ 25,776,000	VI	\$ 8,592,000	NTL (PAC I/AD)	4.50%	FIX/IO	38377KK25	October 2021
		VK	25,776,000	PAC I/AD	3.00	FIX	38377KK33	October 2021
		VL	25,776,000	PAC I/AD	3.50	FIX	38377KK41	October 2021
		VM	25,776,000	PAC I/AD	4.00	FIX	38377KK58	October 2021
Combination 6(6)								
PV	\$ 18,964,000	IV	\$ 6,321,333	NTL (PAC I/AD)	4.50%	FIX/IO	38377KK66	June 2027
		VQ	18,964,000	PAC I/AD	3.00	FIX	38377KK74	June 2027
		VT	18,964,000	PAC I/AD	3.50	FIX	38377KK82	June 2027
		VU	18,964,000	PAC I/AD	4.00	FIX	38377KK90	June 2027
Combination 7								
PV	\$ 18,964,000	PE	\$ 84,880,000	PAC I	4.50%	FIX	38377KL24	September 2040
PZ	40,140,000							
VP	25,776,000							

REMIC Securities

MX Securities

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Combination 8(6)									
JA	\$108,992,000	JD	\$108,992,000	PAC I	2.00%	FIX	38377KL32	April 2038	
		JE	108,992,000	PAC I	2.25	FIX	38377KL40	April 2038	
		JG	108,992,000	PAC I	2.50	FIX	38377KL57	April 2038	
		JH	108,992,000	PAC I	2.75	FIX	38377KL65	April 2038	
		JI	60,551,111	NTL (PAC I)	4.50	FIX/IO	38377KL73	April 2038	
		JK	108,992,000	PAC I	3.00	FIX	38377KL81	April 2038	
		JL	108,992,000	PAC I	3.25	FIX	38377KL99	April 2038	
		JM	108,992,000	PAC I	3.50	FIX	38377KM23	April 2038	
		JN	108,992,000	PAC I	3.75	FIX	38377KM31	April 2038	
		JP	108,992,000	PAC I	4.00	FIX	38377KM49	April 2038	
		JQ	108,992,000	PAC I	4.25	FIX	38377KM56	April 2038	
Combination 9(6)									
JA	\$108,992,000	IQ	\$ 69,788,888	NTL (PAC I)	4.50%	FIX/IO	38377KM64	September 2039	
JB	16,628,000	JT	125,620,000	PAC I	4.50	FIX	38377KM72	September 2039	
		QK	125,620,000	PAC I	2.00	FIX	38377KM80	September 2039	
		QL	125,620,000	PAC I	2.25	FIX	38377KM98	September 2039	
		QM	125,620,000	PAC I	2.50	FIX	38377KN22	September 2039	
		QN	125,620,000	PAC I	2.75	FIX	38377KN30	September 2039	
		QP	125,620,000	PAC I	3.00	FIX	38377KN48	September 2039	
		QT	125,620,000	PAC I	3.25	FIX	38377KN55	September 2039	
		QU	125,620,000	PAC I	3.50	FIX	38377KN63	September 2039	
		QW	125,620,000	PAC I	3.75	FIX	38377KN71	September 2039	
		QX	125,620,000	PAC I	4.00	FIX	38377KN89	September 2039	
		QY	125,620,000	PAC I	4.25	FIX	38377KN97	September 2039	

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance(2)					
Combination 10(6)										
JB	\$ 16,628,000		GA	\$ 29,337,000		PAC I	3.00%	FIX	38377KP20	September 2040
JC	12,709,000		GB	29,337,000		PAC I	3.25	FIX	38377KP38	September 2040
			GC	29,337,000		PAC I	3.50	FIX	38377KP46	September 2040
			GD	29,337,000		PAC I	3.75	FIX	38377KP53	September 2040
			GE	29,337,000		PAC I	4.00	FIX	38377KP61	September 2040
			GH	29,337,000		PAC I	4.25	FIX	38377KP79	September 2040
			GI	9,779,000		NTL (PAC I)	4.50	FIX/IO	38377KP95	September 2040
			GJ	29,337,000		PAC I	4.50	FIX	38377KP87	September 2040
Combination 11(6)										
YA	\$ 39,520,000		YC	\$ 39,520,000		PAC II	2.00%	FIX	38377KQ29	September 2040
			YD	39,520,000		PAC II	2.25	FIX	38377KQ37	September 2040
			YE	39,520,000		PAC II	2.50	FIX	38377KQ45	September 2040
			YG	39,520,000		PAC II	2.75	FIX	38377KQ52	September 2040
			YH	39,520,000		PAC II	3.00	FIX	38377KQ60	September 2040
			YI	21,955,555		NTL (PAC II)	4.50	FIX/IO	38377KQ78	September 2040
			YJ	39,520,000		PAC II	3.25	FIX	38377KQ86	September 2040
			YK	39,520,000		PAC II	3.50	FIX	38377KQ94	September 2040
			YL	39,520,000		PAC II	3.75	FIX	38377KR28	September 2040
			YM	39,520,000		PAC II	4.00	FIX	38377KR36	September 2040
			YN	39,520,000		PAC II	4.25	FIX	38377KR44	September 2040

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance or Class Notional Balance	Notional Balance		Principal Balance or Class Notional Balance(2)	Balance(2)					
Combination 12(6)										
LA	\$ 65,818,000		LB	\$ 65,818,000		TAC/AD	2.00%	FIX	38377KR51	September 2040
			IC	65,818,000		TAC/AD	2.25	FIX	38377KR69	September 2040
			LD	65,818,000		TAC/AD	2.50	FIX	38377KR77	September 2040
			LE	65,818,000		TAC/AD	2.75	FIX	38377KR85	September 2040
			LG	65,818,000		TAC/AD	3.00	FIX	38377KX47	September 2040
			LH	65,818,000		TAC/AD	3.25	FIX	38377KR93	September 2040
			LI	36,565,555		NTL (TAC/AD)	4.50	FIX/IO	38377KS27	September 2040
			IJ	65,818,000		TAC/AD	3.50	FIX	38377KS35	September 2040
			LK	65,818,000		TAC/AD	3.75	FIX	38377KS43	September 2040
			LM	65,818,000		TAC/AD	4.00	FIX	38377KS50	September 2040
			LN	65,818,000		TAC/AD	4.25	FIX	38377KS68	September 2040

Security Group 2

Combination 13

VA	\$ 8,842,000
VB	6,477,000
Z	13,740,040

Combination 14

BA	\$ 16,237,000	BD	\$ 45,296,040	SEQ	4.50%	FIX	38377KS84	September 2040
VA	8,842,000							
VB	6,477,000							
Z	13,740,040							

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 15(6)								
VA	\$ 8,842,000	IY	\$ 2,947,333	NTL (SEQ/AD)	4.50%	FIX/IO	38377KT42	October 2021
		VC	8,842,000	SEQ/AD	3.00	FIX	38377KS92	October 2021
		VD	8,842,000	SEQ/AD	3.50	FIX	38377KT26	October 2021
		VE	8,842,000	SEQ/AD	4.00	FIX	38377KT34	October 2021
<b>Security Group 3</b>								
Combination 16								
MI	\$ 6,125,000	IC	\$ 46,312,500	NTL (PAC/AD)	5.00%	FIX/IO	38377KT59	September 2040
NI	40,187,500							
Combination 17(6)								
N	\$ 50,000,000	ID	\$ 25,000,000	NTL (PAC/AD)	5.00%	FIX/IO	38377KT67	September 2040
		NK	50,000,000	PAC/AD	2.00	FIX	38377KT75	September 2040
		NL	50,000,000	PAC/AD	2.25	FIX	38377KT83	September 2040
		NM	50,000,000	PAC/AD	2.50	FIX	38377KT91	September 2040
		NP	50,000,000	PAC/AD	2.75	FIX	38377KU24	September 2040
		NQ	50,000,000	PAC/AD	3.00	FIX	38377KU32	September 2040
		NT	50,000,000	PAC/AD	3.25	FIX	38377KU40	September 2040
		NU	50,000,000	PAC/AD	3.50	FIX	38377KU57	September 2040
		NW	50,000,000	PAC/AD	3.75	FIX	38377KU65	September 2040
		NX	50,000,000	PAC/AD	4.00	FIX	38377KU73	September 2040
		NY	50,000,000	PAC/AD	4.25	FIX	38377KU81	September 2040
Combination 18								
ID(7)	\$ 25,000,000	IH	\$ 65,187,500	NTL (PAC/AD)	5.00%	FIX/IO	38377KU99	September 2040
NI	40,187,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>								
Combination 19(6)								
HA	\$ 13,772,000	HC	\$ 13,772,000	SC/PAC	2.00%	FIX	38377KV23	June 2039
		HD	13,772,000	SC/PAC	2.25	FIX	38377KV31	June 2039
		HE	13,772,000	SC/PAC	2.50	FIX	38377KV49	June 2039
		HG	13,772,000	SC/PAC	2.75	FIX	38377KV56	June 2039
		HI	6,886,000	NTL (SC/PAC)	6.00	FIX/IO	38377KW63	June 2039
		HJ	13,772,000	SC/PAC	3.00	FIX	38377KV64	June 2039
		HK	13,772,000	SC/PAC	3.25	FIX	38377KV72	June 2039
		HL	13,772,000	SC/PAC	3.50	FIX	38377KV80	June 2039
		HM	13,772,000	SC/PAC	3.75	FIX	38377KV98	June 2039
		HN	13,772,000	SC/PAC	4.00	FIX	38377KW22	June 2039
		HP	13,772,000	SC/PAC	4.25	FIX	38377KW30	June 2039
		HQ	13,772,000	SC/PAC	4.50	FIX	38377KW48	June 2039
		HT	13,772,000	SC/PAC	4.75	FIX	38377KW55	June 2039
<b>Security Group 8</b>								
Combination 20								
IB	\$ 6,499,125	QD	\$103,986,000	SC/PAC	(5)	ARB	38377KW71	January 2039
Q	103,986,000							
Combination 21								
IB	\$ 12,998,250	QE	\$103,986,000	SC/PAC	(5)	ARB	38377KW89	January 2039
Q	103,986,000							

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 22								
IB	\$ 19,497,375	QG	\$103,986,000	SC/PAC	(5)	ARB	38377KW97	January 2039
Q	103,986,000							
Combination 23								
IB	\$ 25,996,500	QH	\$103,986,000	SC/PAC	(5)	ARB	38377KX21	January 2039
Q	103,986,000							
Combination 24								
IB	\$ 77,989,500	KM	\$103,986,000	SC/PAC	4.00%	FIX	38377KX39	January 2039
Q	103,986,000							

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

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

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

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

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

(6) In the case of Combinations 1, 2, 3, 4, 5, 6, 8, 9, 10, 11, 12, 15, 17 and 19, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) MX Class.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
Initial Balance . . . . .	\$691,644,000.00	\$65,820,000.00	\$40,095,000.00	\$96,294,000.00
October 2010 . . . . .	689,792,256.87	65,375,277.18	39,973,996.50	95,438,780.35
November 2010 . . . . .	687,757,153.17	64,914,086.78	39,822,984.45	94,276,606.02
December 2010 . . . . .	685,539,474.64	64,436,503.10	39,642,118.86	92,809,406.40
January 2011 . . . . .	683,140,120.61	63,942,622.87	39,431,594.99	91,039,905.91
February 2011 . . . . .	680,560,103.56	63,432,565.15	39,191,648.23	88,971,624.59
March 2011 . . . . .	677,800,548.62	62,906,471.27	38,922,553.85	86,608,876.04
April 2011 . . . . .	674,862,692.81	62,364,504.65	38,624,626.85	83,956,762.71
May 2011 . . . . .	671,747,884.30	61,806,850.65	38,298,221.58	81,021,168.44
June 2011 . . . . .	668,457,581.50	61,233,716.34	37,943,731.36	77,808,748.31
July 2011 . . . . .	664,993,352.01	60,645,330.23	37,561,588.01	74,326,915.86
August 2011 . . . . .	661,356,871.47	60,041,941.94	37,152,261.43	70,583,827.43
September 2011 . . . . .	657,549,922.35	59,423,821.93	36,716,258.86	66,588,363.94
October 2011 . . . . .	653,574,392.53	58,791,261.01	36,254,124.36	62,350,110.04
November 2011 . . . . .	649,432,273.87	58,144,569.98	35,766,438.01	57,879,330.57
December 2011 . . . . .	645,125,660.57	57,484,079.14	35,253,815.19	53,186,944.50
January 2012 . . . . .	640,656,747.48	56,810,137.81	34,716,905.72	48,284,496.44
February 2012 . . . . .	636,027,828.33	56,123,113.74	34,156,392.93	43,184,125.71
March 2012 . . . . .	631,241,293.76	55,423,392.55	33,572,992.76	37,898,533.15
April 2012 . . . . .	626,299,629.37	54,711,377.14	32,967,452.66	32,440,945.68
May 2012 . . . . .	621,205,413.53	53,987,487.03	32,340,550.59	26,825,078.81
June 2012 . . . . .	615,961,315.23	53,252,157.64	31,693,093.85	21,065,097.25
July 2012 . . . . .	610,570,091.73	52,505,839.58	31,025,917.92	15,175,573.65
August 2012 . . . . .	605,034,586.19	51,748,997.98	30,339,885.16	9,171,445.68
September 2012 . . . . .	599,357,725.14	50,982,111.61	29,635,883.64	3,067,971.62
October 2012 . . . . .	593,542,515.93	50,205,672.14	28,914,825.71	0.00
November 2012 . . . . .	587,592,044.03	49,420,183.29	28,177,646.70	0.00
December 2012 . . . . .	581,509,470.33	48,626,159.96	27,425,303.47	0.00
January 2013 . . . . .	575,467,156.28	47,837,743.14	26,686,168.64	0.00
February 2013 . . . . .	569,464,846.46	47,054,837.28	25,960,096.09	0.00
March 2013 . . . . .	563,502,287.09	46,277,347.73	25,246,941.03	0.00
April 2013 . . . . .	557,579,225.95	45,505,180.80	24,546,560.03	0.00
May 2013 . . . . .	551,695,412.41	44,738,243.66	23,858,811.02	0.00
June 2013 . . . . .	545,850,597.40	43,976,444.39	23,183,553.25	0.00
July 2013 . . . . .	540,044,533.40	43,219,691.95	22,520,647.31	0.00
August 2013 . . . . .	534,276,974.47	42,467,896.18	21,869,955.06	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
September 2013 . . . . .	\$528,547,676.18	\$41,720,967.76	\$21,231,339.69	\$ 0.00
October 2013 . . . . .	522,856,395.63	40,978,818.27	20,604,665.68	0.00
November 2013 . . . . .	517,202,891.46	40,241,360.11	19,989,798.76	0.00
December 2013 . . . . .	511,586,923.79	39,508,506.52	19,386,605.96	0.00
January 2014 . . . . .	506,008,254.28	38,780,171.59	18,794,955.50	0.00
February 2014 . . . . .	500,466,646.04	38,056,270.22	18,214,716.93	0.00
March 2014 . . . . .	494,961,863.69	37,336,718.12	17,645,760.96	0.00
April 2014 . . . . .	489,493,673.32	36,621,431.82	17,087,959.55	0.00
May 2014 . . . . .	484,061,842.46	35,910,328.65	16,541,185.88	0.00
June 2014 . . . . .	478,666,140.13	35,203,326.72	16,005,314.31	0.00
July 2014 . . . . .	473,306,336.77	34,500,344.92	15,480,220.40	0.00
August 2014 . . . . .	467,982,204.27	33,801,302.93	14,965,780.89	0.00
September 2014 . . . . .	462,693,515.94	33,106,121.17	14,461,873.69	0.00
October 2014 . . . . .	457,440,046.50	32,414,720.87	13,968,377.86	0.00
November 2014 . . . . .	452,221,572.11	31,727,023.95	13,485,173.62	0.00
December 2014 . . . . .	447,037,870.30	31,042,953.11	13,012,142.32	0.00
January 2015 . . . . .	441,888,720.00	30,362,431.79	12,549,166.46	0.00
February 2015 . . . . .	436,773,901.54	29,685,384.13	12,096,129.62	0.00
March 2015 . . . . .	431,693,196.60	29,011,735.02	11,652,916.54	0.00
April 2015 . . . . .	426,646,388.26	28,341,410.05	11,219,413.00	0.00
May 2015 . . . . .	421,633,260.91	27,674,335.52	10,795,505.93	0.00
June 2015 . . . . .	416,653,600.34	27,010,438.41	10,381,083.31	0.00
July 2015 . . . . .	411,707,193.65	26,349,646.43	9,976,034.18	0.00
August 2015 . . . . .	406,793,829.28	25,691,887.96	9,580,248.67	0.00
September 2015 . . . . .	401,913,297.00	25,037,092.04	9,193,617.94	0.00
October 2015 . . . . .	397,065,387.89	24,385,188.39	8,816,034.22	0.00
November 2015 . . . . .	392,249,894.33	23,736,107.40	8,447,390.76	0.00
December 2015 . . . . .	387,466,610.02	23,089,780.13	8,087,581.82	0.00
January 2016 . . . . .	382,715,329.95	22,446,138.25	7,736,502.69	0.00
February 2016 . . . . .	377,995,850.37	21,805,114.12	7,394,049.68	0.00
March 2016 . . . . .	373,307,968.83	21,166,640.71	7,060,120.08	0.00
April 2016 . . . . .	368,651,484.13	20,530,651.61	6,734,612.19	0.00
May 2016 . . . . .	364,026,196.35	19,897,081.07	6,417,425.26	0.00
June 2016 . . . . .	359,431,906.81	19,265,863.94	6,108,459.53	0.00
July 2016 . . . . .	354,868,418.08	18,636,935.66	5,807,616.22	0.00
August 2016 . . . . .	350,335,533.94	18,010,232.30	5,514,797.50	0.00
September 2016 . . . . .	345,833,059.45	17,385,690.52	5,229,906.45	0.00
October 2016 . . . . .	341,360,800.84	16,763,247.58	4,952,847.14	0.00
November 2016 . . . . .	336,918,565.59	16,142,841.31	4,683,524.54	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
December 2016 . . . . .	\$332,506,162.36	\$15,524,410.12	\$ 4,421,844.57	\$ 0.00
January 2017 . . . . .	328,123,401.03	14,907,893.03	4,167,714.02	0.00
February 2017 . . . . .	323,770,092.67	14,293,229.57	3,921,040.62	0.00
March 2017 . . . . .	319,446,049.50	13,680,359.87	3,681,733.01	0.00
April 2017 . . . . .	315,151,084.96	13,069,224.61	3,449,700.68	0.00
May 2017 . . . . .	310,885,013.64	12,459,765.00	3,224,854.04	0.00
June 2017 . . . . .	306,647,651.28	11,851,922.83	3,007,104.36	0.00
July 2017 . . . . .	302,438,814.81	11,245,640.40	2,796,363.76	0.00
August 2017 . . . . .	298,258,322.26	10,640,860.54	2,592,545.26	0.00
September 2017 . . . . .	294,105,992.83	10,037,526.63	2,395,562.70	0.00
October 2017 . . . . .	289,981,646.85	9,435,582.55	2,205,330.78	0.00
November 2017 . . . . .	285,885,105.78	8,834,972.71	2,021,765.01	0.00
December 2017 . . . . .	281,816,192.18	8,235,642.02	1,844,781.78	0.00
January 2018 . . . . .	277,774,729.75	7,637,535.89	1,674,298.25	0.00
February 2018 . . . . .	273,760,543.26	7,040,600.25	1,510,232.44	0.00
March 2018 . . . . .	269,773,458.60	6,444,781.50	1,352,503.15	0.00
April 2018 . . . . .	265,813,302.76	5,850,026.55	1,201,029.97	0.00
May 2018 . . . . .	261,879,903.80	5,256,282.77	1,055,733.32	0.00
June 2018 . . . . .	257,973,090.86	4,663,498.03	916,534.38	0.00
July 2018 . . . . .	254,092,694.14	4,071,620.67	783,355.13	0.00
August 2018 . . . . .	250,238,544.93	3,480,599.48	656,118.29	0.00
September 2018 . . . . .	246,410,475.57	2,882,210.43	542,920.67	0.00
October 2018 . . . . .	242,608,319.42	2,260,580.46	459,509.33	0.00
November 2018 . . . . .	238,831,910.94	1,616,180.32	405,288.69	0.00
December 2018 . . . . .	235,102,291.26	949,472.80	358,466.69	0.00
January 2019 . . . . .	231,427,734.05	260,912.85	310,028.77	0.00
February 2019 . . . . .	227,807,452.32	0.00	260,030.97	0.00
March 2019 . . . . .	224,240,670.09	0.00	208,528.10	0.00
April 2019 . . . . .	220,726,622.27	0.00	155,573.75	0.00
May 2019 . . . . .	217,264,554.48	0.00	101,220.32	0.00
June 2019 . . . . .	213,853,722.92	0.00	45,519.05	0.00
July 2019 . . . . .	210,493,394.20	0.00	0.00	0.00
August 2019 . . . . .	207,182,845.23	0.00	0.00	0.00
September 2019 . . . . .	203,921,363.07	0.00	0.00	0.00
October 2019 . . . . .	200,708,244.75	0.00	0.00	0.00
November 2019 . . . . .	197,542,797.20	0.00	0.00	0.00
December 2019 . . . . .	194,424,337.05	0.00	0.00	0.00
January 2020 . . . . .	191,352,190.51	0.00	0.00	0.00
February 2020 . . . . .	188,325,693.29	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
March 2020 . . . . .	\$185,344,190.39	\$ 0.00	\$ 0.00	\$ 0.00
April 2020 . . . . .	182,407,036.02	0.00	0.00	0.00
May 2020 . . . . .	179,513,593.47	0.00	0.00	0.00
June 2020 . . . . .	176,663,234.96	0.00	0.00	0.00
July 2020 . . . . .	173,855,341.53	0.00	0.00	0.00
August 2020 . . . . .	171,089,302.94	0.00	0.00	0.00
September 2020 . . . . .	168,364,517.51	0.00	0.00	0.00
October 2020 . . . . .	165,680,392.02	0.00	0.00	0.00
November 2020 . . . . .	163,036,341.61	0.00	0.00	0.00
December 2020 . . . . .	160,431,789.61	0.00	0.00	0.00
January 2021 . . . . .	157,866,167.51	0.00	0.00	0.00
February 2021 . . . . .	155,338,914.76	0.00	0.00	0.00
March 2021 . . . . .	152,849,478.73	0.00	0.00	0.00
April 2021 . . . . .	150,397,314.53	0.00	0.00	0.00
May 2021 . . . . .	147,981,884.99	0.00	0.00	0.00
June 2021 . . . . .	145,602,660.47	0.00	0.00	0.00
July 2021 . . . . .	143,259,118.80	0.00	0.00	0.00
August 2021 . . . . .	140,950,745.18	0.00	0.00	0.00
September 2021 . . . . .	138,677,032.04	0.00	0.00	0.00
October 2021 . . . . .	136,437,478.98	0.00	0.00	0.00
November 2021 . . . . .	134,231,592.66	0.00	0.00	0.00
December 2021 . . . . .	132,058,886.68	0.00	0.00	0.00
January 2022 . . . . .	129,918,881.51	0.00	0.00	0.00
February 2022 . . . . .	127,811,104.38	0.00	0.00	0.00
March 2022 . . . . .	125,735,089.20	0.00	0.00	0.00
April 2022 . . . . .	123,690,376.45	0.00	0.00	0.00
May 2022 . . . . .	121,676,513.10	0.00	0.00	0.00
June 2022 . . . . .	119,693,052.52	0.00	0.00	0.00
July 2022 . . . . .	117,739,554.37	0.00	0.00	0.00
August 2022 . . . . .	115,815,584.55	0.00	0.00	0.00
September 2022 . . . . .	113,920,715.09	0.00	0.00	0.00
October 2022 . . . . .	112,054,524.07	0.00	0.00	0.00
November 2022 . . . . .	110,216,595.51	0.00	0.00	0.00
December 2022 . . . . .	108,406,519.34	0.00	0.00	0.00
January 2023 . . . . .	106,623,891.29	0.00	0.00	0.00
February 2023 . . . . .	104,868,312.78	0.00	0.00	0.00
March 2023 . . . . .	103,139,390.90	0.00	0.00	0.00
April 2023 . . . . .	101,436,738.28	0.00	0.00	0.00
May 2023 . . . . .	99,759,973.04	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
June 2023 . . . . .	\$ 98,108,718.72	\$ 0.00	\$ 0.00	\$ 0.00
July 2023 . . . . .	96,482,604.16	0.00	0.00	0.00
August 2023 . . . . .	94,881,263.49	0.00	0.00	0.00
September 2023 . . . . .	93,304,336.01	0.00	0.00	0.00
October 2023 . . . . .	91,751,466.13	0.00	0.00	0.00
November 2023 . . . . .	90,222,303.30	0.00	0.00	0.00
December 2023 . . . . .	88,716,501.94	0.00	0.00	0.00
January 2024 . . . . .	87,233,721.39	0.00	0.00	0.00
February 2024 . . . . .	85,773,625.79	0.00	0.00	0.00
March 2024 . . . . .	84,335,884.07	0.00	0.00	0.00
April 2024 . . . . .	82,920,169.85	0.00	0.00	0.00
May 2024 . . . . .	81,526,161.39	0.00	0.00	0.00
June 2024 . . . . .	80,153,541.50	0.00	0.00	0.00
July 2024 . . . . .	78,801,997.53	0.00	0.00	0.00
August 2024 . . . . .	77,471,221.24	0.00	0.00	0.00
September 2024 . . . . .	76,160,908.77	0.00	0.00	0.00
October 2024 . . . . .	74,870,760.61	0.00	0.00	0.00
November 2024 . . . . .	73,600,481.48	0.00	0.00	0.00
December 2024 . . . . .	72,349,780.31	0.00	0.00	0.00
January 2025 . . . . .	71,118,370.17	0.00	0.00	0.00
February 2025 . . . . .	69,905,968.20	0.00	0.00	0.00
March 2025 . . . . .	68,712,295.60	0.00	0.00	0.00
April 2025 . . . . .	67,537,077.50	0.00	0.00	0.00
May 2025 . . . . .	66,380,042.96	0.00	0.00	0.00
June 2025 . . . . .	65,240,924.92	0.00	0.00	0.00
July 2025 . . . . .	64,119,460.09	0.00	0.00	0.00
August 2025 . . . . .	63,015,388.95	0.00	0.00	0.00
September 2025 . . . . .	61,928,455.69	0.00	0.00	0.00
October 2025 . . . . .	60,858,408.12	0.00	0.00	0.00
November 2025 . . . . .	59,804,997.67	0.00	0.00	0.00
December 2025 . . . . .	58,767,979.31	0.00	0.00	0.00
January 2026 . . . . .	57,747,111.52	0.00	0.00	0.00
February 2026 . . . . .	56,742,156.19	0.00	0.00	0.00
March 2026 . . . . .	55,752,878.66	0.00	0.00	0.00
April 2026 . . . . .	54,779,047.58	0.00	0.00	0.00
May 2026 . . . . .	53,820,434.93	0.00	0.00	0.00
June 2026 . . . . .	52,876,815.94	0.00	0.00	0.00
July 2026 . . . . .	51,947,969.05	0.00	0.00	0.00
August 2026 . . . . .	51,033,675.88	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
September 2026 . . . . .	\$ 50,133,721.17	\$ 0.00	\$ 0.00	\$ 0.00
October 2026 . . . . .	49,247,892.73	0.00	0.00	0.00
November 2026 . . . . .	48,375,981.42	0.00	0.00	0.00
December 2026 . . . . .	47,517,781.08	0.00	0.00	0.00
January 2027 . . . . .	46,673,088.53	0.00	0.00	0.00
February 2027 . . . . .	45,841,703.46	0.00	0.00	0.00
March 2027 . . . . .	45,023,428.46	0.00	0.00	0.00
April 2027 . . . . .	44,218,068.94	0.00	0.00	0.00
May 2027 . . . . .	43,425,433.11	0.00	0.00	0.00
June 2027 . . . . .	42,645,331.92	0.00	0.00	0.00
July 2027 . . . . .	41,877,579.04	0.00	0.00	0.00
August 2027 . . . . .	41,121,990.79	0.00	0.00	0.00
September 2027 . . . . .	40,378,386.17	0.00	0.00	0.00
October 2027 . . . . .	39,646,586.74	0.00	0.00	0.00
November 2027 . . . . .	38,926,416.65	0.00	0.00	0.00
December 2027 . . . . .	38,217,702.57	0.00	0.00	0.00
January 2028 . . . . .	37,520,273.64	0.00	0.00	0.00
February 2028 . . . . .	36,833,961.49	0.00	0.00	0.00
March 2028 . . . . .	36,158,600.15	0.00	0.00	0.00
April 2028 . . . . .	35,494,026.04	0.00	0.00	0.00
May 2028 . . . . .	34,840,077.95	0.00	0.00	0.00
June 2028 . . . . .	34,196,596.98	0.00	0.00	0.00
July 2028 . . . . .	33,563,426.50	0.00	0.00	0.00
August 2028 . . . . .	32,940,412.18	0.00	0.00	0.00
September 2028 . . . . .	32,327,401.88	0.00	0.00	0.00
October 2028 . . . . .	31,724,245.65	0.00	0.00	0.00
November 2028 . . . . .	31,130,795.74	0.00	0.00	0.00
December 2028 . . . . .	30,546,906.49	0.00	0.00	0.00
January 2029 . . . . .	29,972,434.36	0.00	0.00	0.00
February 2029 . . . . .	29,407,237.88	0.00	0.00	0.00
March 2029 . . . . .	28,851,177.63	0.00	0.00	0.00
April 2029 . . . . .	28,304,116.20	0.00	0.00	0.00
May 2029 . . . . .	27,765,918.16	0.00	0.00	0.00
June 2029 . . . . .	27,236,450.04	0.00	0.00	0.00
July 2029 . . . . .	26,715,580.30	0.00	0.00	0.00
August 2029 . . . . .	26,203,179.32	0.00	0.00	0.00
September 2029 . . . . .	25,699,119.33	0.00	0.00	0.00
October 2029 . . . . .	25,203,274.41	0.00	0.00	0.00
November 2029 . . . . .	24,715,520.50	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes IA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
December 2029 . . . . .	\$ 24,235,735.29	\$ 0.00	\$ 0.00	\$ 0.00
January 2030 . . . . .	23,763,798.27	0.00	0.00	0.00
February 2030 . . . . .	23,299,590.68	0.00	0.00	0.00
March 2030 . . . . .	22,842,995.47	0.00	0.00	0.00
April 2030 . . . . .	22,393,897.28	0.00	0.00	0.00
May 2030 . . . . .	21,952,182.45	0.00	0.00	0.00
June 2030 . . . . .	21,517,738.95	0.00	0.00	0.00
July 2030 . . . . .	21,090,456.39	0.00	0.00	0.00
August 2030 . . . . .	20,670,225.98	0.00	0.00	0.00
September 2030 . . . . .	20,256,940.50	0.00	0.00	0.00
October 2030 . . . . .	19,850,494.30	0.00	0.00	0.00
November 2030 . . . . .	19,450,783.27	0.00	0.00	0.00
December 2030 . . . . .	19,057,704.81	0.00	0.00	0.00
January 2031 . . . . .	18,671,157.82	0.00	0.00	0.00
February 2031 . . . . .	18,291,042.66	0.00	0.00	0.00
March 2031 . . . . .	17,917,261.14	0.00	0.00	0.00
April 2031 . . . . .	17,549,716.53	0.00	0.00	0.00
May 2031 . . . . .	17,188,313.47	0.00	0.00	0.00
June 2031 . . . . .	16,832,958.03	0.00	0.00	0.00
July 2031 . . . . .	16,483,557.62	0.00	0.00	0.00
August 2031 . . . . .	16,140,021.02	0.00	0.00	0.00
September 2031 . . . . .	15,802,258.33	0.00	0.00	0.00
October 2031 . . . . .	15,470,180.98	0.00	0.00	0.00
November 2031 . . . . .	15,143,701.68	0.00	0.00	0.00
December 2031 . . . . .	14,822,734.41	0.00	0.00	0.00
January 2032 . . . . .	14,507,194.44	0.00	0.00	0.00
February 2032 . . . . .	14,196,998.24	0.00	0.00	0.00
March 2032 . . . . .	13,892,063.54	0.00	0.00	0.00
April 2032 . . . . .	13,592,309.25	0.00	0.00	0.00
May 2032 . . . . .	13,297,655.48	0.00	0.00	0.00
June 2032 . . . . .	13,008,023.50	0.00	0.00	0.00
July 2032 . . . . .	12,723,335.74	0.00	0.00	0.00
August 2032 . . . . .	12,443,515.79	0.00	0.00	0.00
September 2032 . . . . .	12,168,488.32	0.00	0.00	0.00
October 2032 . . . . .	11,898,179.14	0.00	0.00	0.00
November 2032 . . . . .	11,632,515.14	0.00	0.00	0.00
December 2032 . . . . .	11,371,424.27	0.00	0.00	0.00
January 2033 . . . . .	11,114,835.58	0.00	0.00	0.00
February 2033 . . . . .	10,862,679.11	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
March 2033 . . . . .	\$ 10,614,885.97	\$ 0.00	\$ 0.00	\$ 0.00
April 2033 . . . . .	10,371,388.27	0.00	0.00	0.00
May 2033 . . . . .	10,132,119.12	0.00	0.00	0.00
June 2033 . . . . .	9,897,012.62	0.00	0.00	0.00
July 2033 . . . . .	9,666,003.83	0.00	0.00	0.00
August 2033 . . . . .	9,439,028.79	0.00	0.00	0.00
September 2033 . . . . .	9,216,024.47	0.00	0.00	0.00
October 2033 . . . . .	8,996,928.77	0.00	0.00	0.00
November 2033 . . . . .	8,781,680.51	0.00	0.00	0.00
December 2033 . . . . .	8,570,219.41	0.00	0.00	0.00
January 2034 . . . . .	8,362,486.09	0.00	0.00	0.00
February 2034 . . . . .	8,158,422.05	0.00	0.00	0.00
March 2034 . . . . .	7,957,969.65	0.00	0.00	0.00
April 2034 . . . . .	7,761,072.09	0.00	0.00	0.00
May 2034 . . . . .	7,567,673.45	0.00	0.00	0.00
June 2034 . . . . .	7,377,718.59	0.00	0.00	0.00
July 2034 . . . . .	7,191,153.23	0.00	0.00	0.00
August 2034 . . . . .	7,007,923.88	0.00	0.00	0.00
September 2034 . . . . .	6,827,977.83	0.00	0.00	0.00
October 2034 . . . . .	6,651,263.18	0.00	0.00	0.00
November 2034 . . . . .	6,477,728.78	0.00	0.00	0.00
December 2034 . . . . .	6,307,324.25	0.00	0.00	0.00
January 2035 . . . . .	6,139,999.96	0.00	0.00	0.00
February 2035 . . . . .	5,975,707.01	0.00	0.00	0.00
March 2035 . . . . .	5,814,397.25	0.00	0.00	0.00
April 2035 . . . . .	5,656,023.21	0.00	0.00	0.00
May 2035 . . . . .	5,500,538.18	0.00	0.00	0.00
June 2035 . . . . .	5,347,896.09	0.00	0.00	0.00
July 2035 . . . . .	5,198,051.60	0.00	0.00	0.00
August 2035 . . . . .	5,050,960.04	0.00	0.00	0.00
September 2035 . . . . .	4,906,577.38	0.00	0.00	0.00
October 2035 . . . . .	4,764,860.28	0.00	0.00	0.00
November 2035 . . . . .	4,625,766.04	0.00	0.00	0.00
December 2035 . . . . .	4,489,252.59	0.00	0.00	0.00
January 2036 . . . . .	4,355,278.50	0.00	0.00	0.00
February 2036 . . . . .	4,223,802.95	0.00	0.00	0.00
March 2036 . . . . .	4,094,785.75	0.00	0.00	0.00
April 2036 . . . . .	3,968,187.29	0.00	0.00	0.00
May 2036 . . . . .	3,843,968.58	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
June 2036 . . . . .	\$ 3,722,091.19	\$ 0.00	\$ 0.00	\$ 0.00
July 2036 . . . . .	3,602,517.30	0.00	0.00	0.00
August 2036 . . . . .	3,485,209.61	0.00	0.00	0.00
September 2036 . . . . .	3,370,131.43	0.00	0.00	0.00
October 2036 . . . . .	3,257,246.60	0.00	0.00	0.00
November 2036 . . . . .	3,146,519.51	0.00	0.00	0.00
December 2036 . . . . .	3,037,915.08	0.00	0.00	0.00
January 2037 . . . . .	2,931,398.76	0.00	0.00	0.00
February 2037 . . . . .	2,826,936.52	0.00	0.00	0.00
March 2037 . . . . .	2,724,494.87	0.00	0.00	0.00
April 2037 . . . . .	2,624,040.78	0.00	0.00	0.00
May 2037 . . . . .	2,525,541.76	0.00	0.00	0.00
June 2037 . . . . .	2,428,965.80	0.00	0.00	0.00
July 2037 . . . . .	2,334,281.36	0.00	0.00	0.00
August 2037 . . . . .	2,241,457.39	0.00	0.00	0.00
September 2037 . . . . .	2,150,463.31	0.00	0.00	0.00
October 2037 . . . . .	2,061,269.00	0.00	0.00	0.00
November 2037 . . . . .	1,973,844.81	0.00	0.00	0.00
December 2037 . . . . .	1,888,161.53	0.00	0.00	0.00
January 2038 . . . . .	1,804,190.39	0.00	0.00	0.00
February 2038 . . . . .	1,721,903.06	0.00	0.00	0.00
March 2038 . . . . .	1,641,271.65	0.00	0.00	0.00
April 2038 . . . . .	1,562,268.69	0.00	0.00	0.00
May 2038 . . . . .	1,484,867.11	0.00	0.00	0.00
June 2038 . . . . .	1,409,040.30	0.00	0.00	0.00
July 2038 . . . . .	1,334,762.00	0.00	0.00	0.00
August 2038 . . . . .	1,262,006.39	0.00	0.00	0.00
September 2038 . . . . .	1,190,748.03	0.00	0.00	0.00
October 2038 . . . . .	1,120,961.87	0.00	0.00	0.00
November 2038 . . . . .	1,052,623.24	0.00	0.00	0.00
December 2038 . . . . .	985,707.86	0.00	0.00	0.00
January 2039 . . . . .	920,191.82	0.00	0.00	0.00
February 2039 . . . . .	856,051.56	0.00	0.00	0.00
March 2039 . . . . .	793,263.90	0.00	0.00	0.00
April 2039 . . . . .	731,806.00	0.00	0.00	0.00
May 2039 . . . . .	671,655.39	0.00	0.00	0.00
June 2039 . . . . .	612,789.93	0.00	0.00	0.00
July 2039 . . . . .	555,187.84	0.00	0.00	0.00
August 2039 . . . . .	498,827.64	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes JA, JB, JC, PA, PB, PC, PD, PV, PZ and VP (in the aggregate)</u>	<u>Classes LA and LZ (in the aggregate)</u>	<u>Classes YA and YB (in the aggregate)</u>	<u>Class ZA</u>
September 2039 . . . . .	\$ 443,688.23	\$ 0.00	\$ 0.00	\$ 0.00
October 2039 . . . . .	389,748.78	0.00	0.00	0.00
November 2039 . . . . .	336,988.84	0.00	0.00	0.00
December 2039 . . . . .	285,388.23	0.00	0.00	0.00
January 2040 . . . . .	234,927.10	0.00	0.00	0.00
February 2040 . . . . .	185,585.91	0.00	0.00	0.00
March 2040 . . . . .	137,345.42	0.00	0.00	0.00
April 2040 . . . . .	90,186.69	0.00	0.00	0.00
May 2040 . . . . .	44,091.07	0.00	0.00	0.00
June 2040 and thereafter . . . .	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
Initial Balance . . . . .	\$14,086,000.00	\$153,993,000.00	\$107,675,000.00	\$55,068,000.00
October 2010 . . . . .	13,954,422.27	152,628,061.37	106,236,103.51	55,068,000.00
November 2010 . . . . .	13,826,027.60	151,303,435.48	104,775,011.94	55,068,000.00
December 2010 . . . . .	13,693,946.47	149,924,155.79	103,304,787.82	55,068,000.00
January 2011 . . . . .	13,558,273.49	148,491,375.90	101,829,086.25	55,068,000.00
February 2011 . . . . .	13,419,106.05	147,006,303.46	100,349,094.98	55,068,000.00
March 2011 . . . . .	13,278,241.96	145,470,198.55	98,865,469.34	55,068,000.00
April 2011 . . . . .	13,135,738.76	143,884,371.92	97,380,695.25	55,068,000.00
May 2011 . . . . .	12,992,557.80	142,250,183.13	95,895,203.32	55,068,000.00
June 2011 . . . . .	12,848,735.93	140,569,038.66	94,411,602.46	55,068,000.00
July 2011 . . . . .	12,706,211.98	138,842,389.85	92,930,826.66	55,068,000.00
August 2011 . . . . .	12,564,974.52	137,071,730.84	91,454,143.25	55,068,000.00
September 2011 . . . . .	12,425,012.27	135,258,596.38	89,982,217.41	55,068,000.00
October 2011 . . . . .	12,286,314.01	133,404,559.60	88,517,098.57	55,068,000.00
November 2011 . . . . .	12,148,868.63	131,511,229.68	87,062,496.76	55,068,000.00
December 2011 . . . . .	12,012,665.12	129,639,218.32	85,620,014.25	55,068,000.00
January 2012 . . . . .	11,877,692.57	127,788,292.01	84,192,970.27	55,068,000.00
February 2012 . . . . .	11,743,940.15	125,958,219.75	82,781,907.70	55,068,000.00
March 2012 . . . . .	11,611,397.14	124,148,773.04	81,390,716.15	55,068,000.00
April 2012 . . . . .	11,480,052.89	122,359,725.87	80,019,118.87	55,068,000.00
May 2012 . . . . .	11,349,896.88	120,590,854.62	78,666,842.88	55,068,000.00
June 2012 . . . . .	11,220,918.65	118,841,938.14	77,333,618.98	55,068,000.00
July 2012 . . . . .	11,093,107.83	117,112,757.62	76,019,181.64	55,068,000.00
August 2012 . . . . .	10,966,454.17	115,403,096.65	74,723,268.98	55,068,000.00
September 2012 . . . . .	10,840,947.49	113,712,741.14	73,445,622.70	55,068,000.00
October 2012 . . . . .	10,716,577.68	112,041,479.30	72,185,988.06	55,068,000.00
November 2012 . . . . .	10,593,334.75	110,389,101.66	70,944,113.81	55,068,000.00
December 2012 . . . . .	10,471,208.79	108,755,400.99	69,719,752.13	55,068,000.00
January 2013 . . . . .	10,350,189.97	107,140,172.31	68,512,658.62	55,068,000.00
February 2013 . . . . .	10,230,268.53	105,543,212.84	67,322,592.24	55,068,000.00
March 2013 . . . . .	10,111,434.82	103,964,322.00	66,149,315.24	55,068,000.00
April 2013 . . . . .	9,993,679.27	102,403,301.39	64,992,593.13	55,068,000.00
May 2013 . . . . .	9,876,992.39	100,859,954.74	63,852,194.66	55,068,000.00
June 2013 . . . . .	9,761,364.76	99,334,087.89	62,727,891.75	55,068,000.00
July 2013 . . . . .	9,646,787.06	97,825,508.82	61,619,459.43	55,068,000.00
August 2013 . . . . .	9,533,250.05	96,334,027.53	60,526,675.84	55,068,000.00
September 2013 . . . . .	9,420,744.55	94,859,456.13	59,449,322.15	55,068,000.00
October 2013 . . . . .	9,309,261.48	93,401,608.72	58,387,182.57	55,068,000.00
November 2013 . . . . .	9,198,791.84	91,960,301.44	57,340,044.23	55,068,000.00
December 2013 . . . . .	9,089,326.70	90,535,352.39	56,307,697.21	55,068,000.00
January 2014 . . . . .	8,980,857.21	89,126,581.66	55,289,934.46	55,068,000.00
February 2014 . . . . .	8,873,374.60	87,733,811.28	54,286,551.79	55,068,000.00
March 2014 . . . . .	8,766,870.16	86,356,865.20	53,297,347.81	55,068,000.00

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
April 2014 . . . . .	\$ 8,661,335.28	\$ 84,995,569.29	\$ 52,322,123.88	\$55,068,000.00
May 2014 . . . . .	8,556,761.41	83,649,751.28	51,360,684.12	55,068,000.00
June 2014 . . . . .	8,453,140.09	82,319,240.79	50,412,835.31	55,068,000.00
July 2014 . . . . .	8,350,462.90	81,003,869.26	49,478,386.92	55,068,000.00
August 2014 . . . . .	8,248,721.54	79,703,469.97	48,557,151.01	55,068,000.00
September 2014 . . . . .	8,147,907.74	78,417,878.01	47,648,942.23	55,068,000.00
October 2014 . . . . .	8,048,013.33	77,146,930.24	46,753,577.79	55,068,000.00
November 2014 . . . . .	7,949,030.20	75,890,465.30	45,870,877.42	55,068,000.00
December 2014 . . . . .	7,850,950.31	74,648,323.56	45,000,663.29	55,068,000.00
January 2015 . . . . .	7,753,765.70	73,420,347.14	44,142,760.05	55,068,000.00
February 2015 . . . . .	7,657,468.45	72,206,379.85	43,296,994.77	55,068,000.00
March 2015 . . . . .	7,562,050.76	71,006,267.20	42,463,196.86	55,068,000.00
April 2015 . . . . .	7,467,504.84	69,819,856.39	41,641,198.10	55,068,000.00
May 2015 . . . . .	7,373,823.01	68,646,996.24	40,830,832.60	55,068,000.00
June 2015 . . . . .	7,280,997.65	67,487,537.25	40,031,936.72	55,068,000.00
July 2015 . . . . .	7,189,021.19	66,341,331.51	39,244,349.10	55,068,000.00
August 2015 . . . . .	7,097,886.14	65,208,232.71	38,467,910.57	55,068,000.00
September 2015 . . . . .	7,007,585.06	64,088,096.16	37,702,464.19	55,068,000.00
October 2015 . . . . .	6,918,110.60	62,980,778.70	36,948,648.60	55,068,000.00
November 2015 . . . . .	6,829,455.45	61,886,138.74	36,208,251.80	55,068,000.00
December 2015 . . . . .	6,741,612.38	60,804,036.23	35,481,034.86	55,068,000.00
January 2016 . . . . .	6,654,574.22	59,734,332.62	34,766,763.04	55,068,000.00
February 2016 . . . . .	6,568,333.85	58,676,890.89	34,065,205.69	55,068,000.00
March 2016 . . . . .	6,482,884.22	57,631,575.49	33,376,136.20	55,068,000.00
April 2016 . . . . .	6,398,218.35	56,598,252.32	32,699,331.93	55,068,000.00
May 2016 . . . . .	6,314,329.31	55,576,788.79	32,034,574.13	55,068,000.00
June 2016 . . . . .	6,231,210.24	54,567,053.68	31,381,647.85	55,068,000.00
July 2016 . . . . .	6,148,854.32	53,572,415.60	30,740,341.95	55,068,000.00
August 2016 . . . . .	6,067,254.82	52,595,276.25	30,110,448.94	55,068,000.00
September 2016 . . . . .	5,986,405.04	51,635,334.52	29,491,764.99	55,068,000.00
October 2016 . . . . .	5,906,298.35	50,692,294.41	28,884,089.82	55,068,000.00
November 2016 . . . . .	5,826,928.19	49,765,864.96	28,287,226.67	55,068,000.00
December 2016 . . . . .	5,748,288.03	48,855,760.12	27,700,982.21	55,068,000.00
January 2017 . . . . .	5,670,371.42	47,961,698.72	27,125,166.49	55,068,000.00
February 2017 . . . . .	5,593,171.97	47,083,404.32	26,559,592.92	55,068,000.00
March 2017 . . . . .	5,516,683.31	46,220,605.22	26,004,078.14	55,068,000.00
April 2017 . . . . .	5,440,899.17	45,373,034.30	25,458,442.03	55,068,000.00
May 2017 . . . . .	5,365,813.30	44,540,428.99	24,922,507.60	55,068,000.00
June 2017 . . . . .	5,291,419.54	43,722,531.17	24,396,100.98	55,068,000.00
July 2017 . . . . .	5,217,711.74	42,919,087.12	23,879,051.34	55,068,000.00
August 2017 . . . . .	5,144,683.83	42,129,847.40	23,371,190.85	55,068,000.00
September 2017 . . . . .	5,072,458.47	41,354,566.84	22,872,354.60	55,068,000.00
October 2017 . . . . .	5,001,164.98	40,593,004.42	22,382,380.61	55,068,000.00

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
November 2017 . . . . .	\$ 4,930,791.73	\$ 39,844,923.22	\$ 21,901,109.70	\$55,068,000.00
December 2017 . . . . .	4,861,327.25	39,110,090.34	21,428,385.51	55,068,000.00
January 2018 . . . . .	4,792,760.19	38,388,276.87	20,964,054.40	55,068,000.00
February 2018 . . . . .	4,725,079.35	37,679,257.74	20,507,965.44	55,068,000.00
March 2018 . . . . .	4,658,273.67	36,982,811.77	20,059,970.35	55,068,000.00
April 2018 . . . . .	4,592,332.22	36,298,721.48	19,619,923.43	55,068,000.00
May 2018 . . . . .	4,527,244.21	35,626,773.15	19,187,681.56	55,068,000.00
June 2018 . . . . .	4,462,998.98	34,966,756.65	18,763,104.13	55,068,000.00
July 2018 . . . . .	4,399,585.99	34,318,465.46	18,346,052.99	55,068,000.00
August 2018 . . . . .	4,336,994.84	33,681,696.55	17,936,392.40	55,068,000.00
September 2018 . . . . .	4,275,215.27	33,056,250.37	17,533,989.04	55,068,000.00
October 2018 . . . . .	4,214,237.12	32,441,930.75	17,138,711.90	55,068,000.00
November 2018 . . . . .	4,154,050.37	31,838,544.88	16,750,432.29	55,068,000.00
December 2018 . . . . .	4,094,645.12	31,245,903.22	16,369,023.76	55,068,000.00
January 2019 . . . . .	4,036,011.59	30,663,819.46	15,994,362.10	55,068,000.00
February 2019 . . . . .	3,978,140.13	30,092,110.48	15,626,325.28	55,068,000.00
March 2019 . . . . .	3,921,021.19	29,530,596.27	15,264,793.40	55,068,000.00
April 2019 . . . . .	3,864,645.35	28,979,099.90	14,909,648.68	55,068,000.00
May 2019 . . . . .	3,809,003.30	28,437,447.43	14,560,775.42	55,068,000.00
June 2019 . . . . .	3,754,085.86	27,905,467.93	14,218,059.93	55,068,000.00
July 2019 . . . . .	3,699,883.94	27,382,993.35	13,881,390.53	55,068,000.00
August 2019 . . . . .	3,646,388.57	26,869,858.53	13,550,657.51	55,068,000.00
September 2019 . . . . .	3,593,590.90	26,365,901.12	13,225,753.08	55,068,000.00
October 2019 . . . . .	3,541,482.17	25,870,961.53	12,906,571.34	55,068,000.00
November 2019 . . . . .	3,490,053.76	25,384,882.93	12,593,008.28	55,068,000.00
December 2019 . . . . .	3,439,297.11	24,907,511.13	12,284,961.70	55,068,000.00
January 2020 . . . . .	3,389,203.80	24,438,694.60	11,982,331.18	55,068,000.00
February 2020 . . . . .	3,339,765.51	23,978,284.38	11,685,018.12	55,068,000.00
March 2020 . . . . .	3,290,974.01	23,526,134.08	11,392,925.59	55,068,000.00
April 2020 . . . . .	3,242,821.18	23,082,099.78	11,105,958.43	55,068,000.00
May 2020 . . . . .	3,195,298.99	22,646,040.06	10,824,023.10	55,068,000.00
June 2020 . . . . .	3,148,399.53	22,217,815.88	10,547,027.75	55,068,000.00
July 2020 . . . . .	3,102,114.95	21,797,290.61	10,274,882.12	55,068,000.00
August 2020 . . . . .	3,056,437.54	21,384,329.93	10,007,497.56	55,068,000.00
September 2020 . . . . .	3,011,359.66	20,978,801.84	9,744,786.96	55,068,000.00
October 2020 . . . . .	2,966,873.76	20,580,576.59	9,486,664.76	55,068,000.00
November 2020 . . . . .	2,922,972.41	20,189,526.65	9,233,046.90	55,068,000.00
December 2020 . . . . .	2,879,648.23	19,805,526.68	8,983,850.81	55,068,000.00
January 2021 . . . . .	2,836,893.98	19,428,453.49	8,738,995.37	55,068,000.00
February 2021 . . . . .	2,794,702.46	19,058,185.98	8,498,400.88	55,068,000.00
March 2021 . . . . .	2,753,066.59	18,694,605.15	8,261,989.07	55,068,000.00
April 2021 . . . . .	2,711,979.37	18,337,594.02	8,029,683.03	55,068,000.00
May 2021 . . . . .	2,671,433.89	17,987,037.63	7,801,407.21	55,068,000.00

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
June 2021 . . . . .	\$ 2,631,423.32	\$ 17,642,822.99	\$ 7,577,087.39	\$55,068,000.00
July 2021. . . . .	2,591,940.90	17,304,839.03	7,356,650.67	55,068,000.00
August 2021 . . . . .	2,552,979.99	16,972,976.61	7,140,025.42	55,068,000.00
September 2021 . . . . .	2,514,534.00	16,647,128.46	6,927,141.29	55,068,000.00
October 2021 . . . . .	2,476,596.43	16,327,189.12	6,717,929.16	55,068,000.00
November 2021 . . . . .	2,439,160.86	16,013,054.98	6,512,321.14	55,068,000.00
December 2021. . . . .	2,402,220.95	15,704,624.19	6,310,250.52	55,068,000.00
January 2022. . . . .	2,365,770.45	15,401,796.65	6,111,651.80	55,068,000.00
February 2022. . . . .	2,329,803.17	15,104,473.98	5,916,460.59	55,068,000.00
March 2022. . . . .	2,294,313.00	14,812,559.50	5,724,613.68	55,068,000.00
April 2022. . . . .	2,259,293.90	14,525,958.18	5,536,048.96	55,068,000.00
May 2022 . . . . .	2,224,739.93	14,244,576.62	5,350,705.41	55,068,000.00
June 2022 . . . . .	2,190,645.19	13,968,323.05	5,168,523.09	55,068,000.00
July 2022. . . . .	2,157,003.89	13,697,107.25	4,989,443.12	55,068,000.00
August 2022 . . . . .	2,123,810.26	13,430,840.58	4,813,407.68	55,068,000.00
September 2022 . . . . .	2,091,058.66	13,169,435.89	4,640,359.94	55,068,000.00
October 2022 . . . . .	2,058,743.47	12,912,807.57	4,470,244.09	55,068,000.00
November 2022 . . . . .	2,026,859.18	12,660,871.45	4,303,005.30	55,068,000.00
December 2022. . . . .	1,995,400.31	12,413,544.84	4,138,589.73	54,917,793.38
January 2023. . . . .	1,964,361.47	12,170,746.44	3,976,944.45	54,442,004.77
February 2023. . . . .	1,933,737.35	11,932,396.39	3,818,017.52	53,973,441.59
March 2023. . . . .	1,903,522.67	11,698,416.18	3,661,757.86	53,511,998.89
April 2023. . . . .	1,873,712.24	11,468,728.65	3,508,115.34	53,057,573.18
May 2023 . . . . .	1,844,300.92	11,243,258.00	3,357,040.70	52,610,062.46
June 2023 . . . . .	1,815,283.66	11,021,929.71	3,208,485.54	52,169,366.15
July 2023. . . . .	1,786,655.45	10,804,670.55	3,062,402.33	51,735,385.12
August 2023 . . . . .	1,758,411.33	10,591,408.56	2,918,744.38	51,308,021.63
September 2023 . . . . .	1,730,546.43	10,382,073.03	2,777,465.81	50,887,179.31
October 2023 . . . . .	1,703,055.93	10,176,594.45	2,638,521.58	50,472,763.19
November 2023 . . . . .	1,675,935.07	9,974,904.53	2,501,867.42	49,728,149.34
December 2023. . . . .	1,649,179.13	9,776,936.15	2,367,459.86	48,898,545.95
January 2024. . . . .	1,622,783.48	9,582,623.36	2,235,256.19	48,081,613.41
February 2024. . . . .	1,596,743.53	9,391,901.33	2,105,214.45	47,277,167.06
March 2024. . . . .	1,571,054.75	9,204,706.38	1,977,293.45	46,485,024.83
April 2024. . . . .	1,545,712.66	9,020,975.90	1,851,452.70	45,705,007.26
May 2024 . . . . .	1,520,712.84	8,840,648.39	1,727,652.43	44,936,937.44
June 2024 . . . . .	1,496,050.94	8,663,663.39	1,605,853.60	44,180,640.96
July 2024. . . . .	1,471,722.63	8,489,961.52	1,486,017.82	43,435,945.88
August 2024 . . . . .	1,447,723.67	8,319,484.39	1,368,107.42	42,702,682.71
September 2024 . . . . .	1,424,049.84	8,152,174.66	1,252,085.37	41,980,684.36
October 2024 . . . . .	1,400,697.01	7,987,975.94	1,137,915.30	41,269,786.12
November 2024 . . . . .	1,377,661.05	7,826,832.86	1,025,561.50	40,569,825.60
December 2024. . . . .	1,354,937.94	7,668,690.98	914,988.86	39,880,642.75

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
January 2025 . . . . .	\$ 1,332,523.67	\$ 7,513,496.82	\$ 806,162.94	\$39,202,079.76
February 2025 . . . . .	1,310,414.28	7,361,197.83	699,049.86	38,533,981.10
March 2025 . . . . .	1,288,605.89	7,211,742.35	593,616.37	37,876,193.41
April 2025 . . . . .	1,267,094.63	7,065,079.64	489,829.80	37,228,565.54
May 2025 . . . . .	1,245,876.70	6,921,159.83	387,658.05	36,590,948.50
June 2025 . . . . .	1,224,948.35	6,779,933.93	287,069.62	35,963,195.37
July 2025 . . . . .	1,204,305.86	6,641,353.78	188,033.52	35,345,161.39
August 2025 . . . . .	1,183,945.57	6,505,372.07	90,519.34	34,736,703.81
September 2025 . . . . .	1,163,863.87	6,371,942.30	0.00	34,137,681.92
October 2025 . . . . .	1,144,057.18	6,241,018.81	0.00	33,547,957.05
November 2025 . . . . .	1,124,521.97	6,112,556.70	0.00	32,967,392.45
December 2025 . . . . .	1,105,254.75	5,986,511.86	0.00	32,395,853.36
January 2026 . . . . .	1,086,252.09	5,862,840.97	0.00	31,833,206.95
February 2026 . . . . .	1,067,510.58	5,741,501.43	0.00	31,279,322.24
March 2026 . . . . .	1,049,026.87	5,622,451.40	0.00	30,734,070.15
April 2026 . . . . .	1,030,797.64	5,505,649.78	0.00	30,197,323.44
May 2026 . . . . .	1,012,819.62	5,391,056.16	0.00	29,668,956.68
June 2026 . . . . .	995,089.57	5,278,630.86	0.00	29,148,846.23
July 2026 . . . . .	977,604.31	5,168,334.88	0.00	28,636,870.23
August 2026 . . . . .	960,360.69	5,060,129.90	0.00	28,132,908.53
September 2026 . . . . .	943,355.58	4,953,978.27	0.00	27,636,842.73
October 2026 . . . . .	926,585.91	4,849,843.00	0.00	27,148,556.11
November 2026 . . . . .	910,048.65	4,747,687.74	0.00	26,667,933.61
December 2026 . . . . .	893,740.79	4,647,476.78	0.00	26,194,861.83
January 2027 . . . . .	877,659.39	4,549,175.04	0.00	25,729,228.98
February 2027 . . . . .	861,801.51	4,452,748.04	0.00	25,270,924.88
March 2027 . . . . .	846,164.26	4,358,161.91	0.00	24,819,840.93
April 2027 . . . . .	830,744.79	4,265,383.38	0.00	24,375,870.06
May 2027 . . . . .	815,540.30	4,174,379.75	0.00	23,938,906.77
June 2027 . . . . .	800,547.99	4,085,118.89	0.00	23,508,847.05
July 2027 . . . . .	785,765.12	3,997,569.26	0.00	23,085,588.38
August 2027 . . . . .	771,188.97	3,911,699.83	0.00	22,669,029.72
September 2027 . . . . .	756,816.88	3,827,480.16	0.00	22,259,071.46
October 2027 . . . . .	742,646.20	3,744,880.30	0.00	21,855,615.45
November 2027 . . . . .	728,674.31	3,663,870.85	0.00	21,458,564.92
December 2027 . . . . .	714,898.64	3,584,422.94	0.00	21,067,824.50
January 2028 . . . . .	701,316.64	3,506,508.17	0.00	20,683,300.20
February 2028 . . . . .	687,925.79	3,430,098.66	0.00	20,304,899.36
March 2028 . . . . .	674,723.61	3,355,167.03	0.00	19,932,530.67
April 2028 . . . . .	661,707.65	3,281,686.36	0.00	19,566,104.12
May 2028 . . . . .	648,875.50	3,209,630.20	0.00	19,205,530.99
June 2028 . . . . .	636,224.74	3,138,972.60	0.00	18,850,723.86
July 2028 . . . . .	623,753.04	3,069,688.03	0.00	18,501,596.53

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
August 2028 . . . . .	\$ 611,458.05	\$ 3,001,751.43	\$ 0.00	\$18,158,064.10
September 2028 . . . . .	599,337.47	2,935,138.17	0.00	17,820,042.80
October 2028 . . . . .	587,389.03	2,869,824.06	0.00	17,487,450.17
November 2028 . . . . .	575,610.48	2,805,785.33	0.00	17,160,204.86
December 2028 . . . . .	563,999.61	2,742,998.65	0.00	16,838,226.75
January 2029 . . . . .	552,554.23	2,681,441.06	0.00	16,521,436.81
February 2029 . . . . .	541,272.17	2,621,090.05	0.00	16,209,757.22
March 2029 . . . . .	530,151.31	2,561,923.49	0.00	15,903,111.23
April 2029 . . . . .	519,189.53	2,503,919.62	0.00	15,601,423.21
May 2029 . . . . .	508,384.75	2,447,057.10	0.00	15,304,618.65
June 2029 . . . . .	497,734.92	2,391,314.95	0.00	15,012,624.09
July 2029 . . . . .	487,238.01	2,336,672.55	0.00	14,725,367.12
August 2029 . . . . .	476,892.02	2,283,109.67	0.00	14,442,776.40
September 2029 . . . . .	466,694.95	2,230,606.41	0.00	14,164,781.62
October 2029 . . . . .	456,644.88	2,179,143.25	0.00	13,891,313.47
November 2029 . . . . .	446,739.85	2,128,700.99	0.00	13,622,303.66
December 2029 . . . . .	436,977.98	2,079,260.79	0.00	13,357,684.89
January 2030 . . . . .	427,357.37	2,030,804.13	0.00	13,097,390.81
February 2030 . . . . .	417,876.17	1,983,312.83	0.00	12,841,356.04
March 2030 . . . . .	408,532.55	1,936,769.04	0.00	12,589,516.18
April 2030 . . . . .	399,324.69	1,891,155.19	0.00	12,341,807.72
May 2030 . . . . .	390,250.81	1,846,454.06	0.00	12,098,168.09
June 2030 . . . . .	381,309.15	1,802,648.73	0.00	11,858,535.63
July 2030 . . . . .	372,497.95	1,759,722.55	0.00	11,622,849.56
August 2030 . . . . .	363,815.51	1,717,659.22	0.00	11,391,050.00
September 2030 . . . . .	355,260.11	1,676,442.67	0.00	11,163,077.92
October 2030 . . . . .	346,830.08	1,636,057.17	0.00	10,938,875.18
November 2030 . . . . .	338,523.76	1,596,487.22	0.00	10,718,384.45
December 2030 . . . . .	330,339.52	1,557,717.65	0.00	10,501,549.25
January 2031 . . . . .	322,275.75	1,519,733.51	0.00	10,288,313.92
February 2031 . . . . .	314,330.84	1,482,520.15	0.00	10,078,623.61
March 2031 . . . . .	306,503.23	1,446,063.17	0.00	9,872,424.27
April 2031 . . . . .	298,791.35	1,410,348.43	0.00	9,669,662.62
May 2031 . . . . .	291,193.67	1,375,362.03	0.00	9,470,286.18
June 2031 . . . . .	283,708.69	1,341,090.34	0.00	9,274,243.23
July 2031 . . . . .	276,334.89	1,307,519.95	0.00	9,081,482.79
August 2031 . . . . .	269,070.80	1,274,637.71	0.00	8,891,954.62
September 2031 . . . . .	261,914.97	1,242,430.69	0.00	8,705,609.25
October 2031 . . . . .	254,865.95	1,210,886.22	0.00	8,522,397.91
November 2031 . . . . .	247,922.32	1,179,991.81	0.00	8,342,272.51
December 2031 . . . . .	241,082.68	1,149,735.23	0.00	8,165,185.71
January 2032 . . . . .	234,345.64	1,120,104.46	0.00	7,991,090.84
February 2032 . . . . .	227,709.83	1,091,087.70	0.00	7,819,941.91

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
March 2032 . . . . .	\$ 221,173.89	\$ 1,062,673.35	\$ 0.00	\$ 7,651,693.62
April 2032 . . . . .	214,736.51	1,034,850.02	0.00	7,486,301.32
May 2032 . . . . .	208,396.35	1,007,606.54	0.00	7,323,721.01
June 2032 . . . . .	202,152.11	980,931.93	0.00	7,163,909.34
July 2032 . . . . .	196,002.52	954,815.40	0.00	7,006,823.59
August 2032 . . . . .	189,946.30	929,246.37	0.00	6,852,421.68
September 2032 . . . . .	183,982.21	904,214.45	0.00	6,700,662.12
October 2032 . . . . .	178,109.00	879,709.41	0.00	6,551,504.07
November 2032 . . . . .	172,325.46	855,721.24	0.00	6,404,907.26
December 2032 . . . . .	166,630.38	832,240.09	0.00	6,260,831.99
January 2033 . . . . .	161,022.57	809,256.30	0.00	6,119,239.21
February 2033 . . . . .	155,500.86	786,760.36	0.00	5,980,090.37
March 2033 . . . . .	150,064.09	764,742.98	0.00	5,843,347.54
April 2033 . . . . .	144,711.11	743,194.98	0.00	5,708,973.33
May 2033 . . . . .	139,440.80	722,107.38	0.00	5,576,930.88
June 2033 . . . . .	134,252.03	701,471.36	0.00	5,447,183.92
July 2033 . . . . .	129,143.72	681,278.26	0.00	5,319,696.66
August 2033 . . . . .	124,114.76	661,519.57	0.00	5,194,433.88
September 2033 . . . . .	119,164.09	642,186.93	0.00	5,071,360.84
October 2033 . . . . .	114,290.64	623,272.16	0.00	4,950,443.37
November 2033 . . . . .	109,493.38	604,767.18	0.00	4,831,647.74
December 2033 . . . . .	104,771.26	586,664.10	0.00	4,714,940.76
January 2034 . . . . .	100,123.27	568,955.16	0.00	4,600,289.72
February 2034 . . . . .	95,548.40	551,632.73	0.00	4,487,662.38
March 2034 . . . . .	91,045.66	534,689.34	0.00	4,377,026.99
April 2034 . . . . .	86,614.07	518,117.63	0.00	4,268,352.28
May 2034 . . . . .	82,252.65	501,910.40	0.00	4,161,607.42
June 2034 . . . . .	77,960.46	486,060.57	0.00	4,056,762.05
July 2034 . . . . .	73,736.54	470,561.18	0.00	3,953,786.26
August 2034 . . . . .	69,579.97	455,405.41	0.00	3,852,650.57
September 2034 . . . . .	65,489.83	440,586.57	0.00	3,753,325.95
October 2034 . . . . .	61,465.20	426,098.07	0.00	3,655,783.81
November 2034 . . . . .	57,505.20	411,933.45	0.00	3,559,995.96
December 2034 . . . . .	53,608.93	398,086.39	0.00	3,465,934.65
January 2035 . . . . .	49,775.53	384,550.66	0.00	3,373,572.52
February 2035 . . . . .	46,004.13	371,320.14	0.00	3,282,882.64
March 2035 . . . . .	42,293.87	358,388.85	0.00	3,193,838.48
April 2035 . . . . .	38,643.93	345,750.90	0.00	3,106,413.88
May 2035 . . . . .	35,053.47	333,400.51	0.00	3,020,583.10
June 2035 . . . . .	31,521.66	321,332.01	0.00	2,936,320.75
July 2035 . . . . .	28,047.71	309,539.84	0.00	2,853,601.86
August 2035 . . . . .	24,630.82	298,018.52	0.00	2,772,401.79
September 2035 . . . . .	21,270.19	286,762.70	0.00	2,692,696.31

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
October 2035 . . . . .	\$ 17,965.05	\$ 275,767.11	\$ 0.00	\$ 2,614,461.51
November 2035 . . . . .	14,714.63	265,026.58	0.00	2,537,673.88
December 2035. . . . .	11,518.18	254,536.04	0.00	2,462,310.21
January 2036. . . . .	8,374.94	244,290.52	0.00	2,388,347.68
February 2036. . . . .	5,284.18	234,285.12	0.00	2,315,763.81
March 2036. . . . .	2,245.17	224,515.06	0.00	2,244,536.43
April 2036. . . . .	0.00	214,975.61	0.00	2,174,643.71
May 2036 . . . . .	0.00	205,662.17	0.00	2,106,064.16
June 2036 . . . . .	0.00	196,570.20	0.00	2,038,776.62
July 2036. . . . .	0.00	187,695.26	0.00	1,972,760.22
August 2036 . . . . .	0.00	179,032.96	0.00	1,907,994.41
September 2036 . . . . .	0.00	170,579.03	0.00	1,844,458.98
October 2036 . . . . .	0.00	162,329.27	0.00	1,782,133.97
November 2036 . . . . .	0.00	154,279.54	0.00	1,720,999.79
December 2036. . . . .	0.00	146,425.79	0.00	1,661,037.06
January 2037. . . . .	0.00	138,764.05	0.00	1,602,226.76
February 2037. . . . .	0.00	131,290.41	0.00	1,544,550.14
March 2037. . . . .	0.00	124,001.06	0.00	1,487,988.72
April 2037. . . . .	0.00	116,892.23	0.00	1,432,524.31
May 2037 . . . . .	0.00	109,960.24	0.00	1,378,138.98
June 2037 . . . . .	0.00	103,201.46	0.00	1,324,815.08
July 2037. . . . .	0.00	96,612.36	0.00	1,272,535.25
August 2037 . . . . .	0.00	90,189.45	0.00	1,221,282.34
September 2037 . . . . .	0.00	83,929.31	0.00	1,171,039.51
October 2037 . . . . .	0.00	77,828.59	0.00	1,121,790.16
November 2037 . . . . .	0.00	71,884.00	0.00	1,073,517.94
December 2037. . . . .	0.00	66,092.31	0.00	1,026,206.72
January 2038. . . . .	0.00	60,450.35	0.00	979,840.66
February 2038. . . . .	0.00	54,955.03	0.00	934,404.15
March 2038. . . . .	0.00	49,603.28	0.00	889,881.78
April 2038. . . . .	0.00	44,392.12	0.00	846,258.43
May 2038 . . . . .	0.00	39,318.62	0.00	803,519.17
June 2038 . . . . .	0.00	34,379.90	0.00	761,649.31
July 2038. . . . .	0.00	29,573.13	0.00	720,634.39
August 2038 . . . . .	0.00	24,895.54	0.00	680,460.15
September 2038 . . . . .	0.00	20,344.42	0.00	641,112.59
October 2038 . . . . .	0.00	15,917.09	0.00	602,577.87
November 2038 . . . . .	0.00	11,610.95	0.00	564,842.40
December 2038. . . . .	0.00	7,423.43	0.00	527,892.79
January 2039. . . . .	0.00	3,352.02	0.00	491,715.84
February 2039. . . . .	0.00	0.00	0.00	456,298.57
March 2039. . . . .	0.00	0.00	0.00	421,628.19
April 2039. . . . .	0.00	0.00	0.00	387,692.11

<u>Distribution Date</u>	<u>Classes HA and HB (in the aggregate)</u>	<u>Classes MC, ME, N, NE, NG, NH, QA and QC (in the aggregate)</u>	<u>Classes Q and QJ (in the aggregate)</u>	<u>Classes TV, TW and TZ (in the aggregate)</u>
May 2039 . . . . .	\$ 0.00	\$ 0.00	\$ 0.00	\$ 354,477.92
June 2039 . . . . .	0.00	0.00	0.00	321,973.44
July 2039 . . . . .	0.00	0.00	0.00	290,166.63
August 2039 . . . . .	0.00	0.00	0.00	259,045.65
September 2039 . . . . .	0.00	0.00	0.00	228,598.85
October 2039 . . . . .	0.00	0.00	0.00	198,814.77
November 2039 . . . . .	0.00	0.00	0.00	169,682.10
December 2039 . . . . .	0.00	0.00	0.00	141,189.71
January 2040 . . . . .	0.00	0.00	0.00	115,902.42
February 2040 . . . . .	0.00	0.00	0.00	91,174.75
March 2040 . . . . .	0.00	0.00	0.00	64,514.69
April 2040 . . . . .	0.00	0.00	0.00	50,840.34
May 2040 . . . . .	0.00	0.00	0.00	37,470.30
June 2040 . . . . .	0.00	0.00	0.00	24,399.35
July 2040 . . . . .	0.00	0.00	0.00	11,622.33
August 2040 and thereafter . . . . .	0.00	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
5	Ginnie Mae	2010-043	QD(4)	April 30, 2010	38376YYM7	3.0%	FIX	November 2037	PAC I	\$177,551,000	0.98350352	\$ 4,917,517	2.8160922777%	5.289%	354	6	II
5	Ginnie Mae	2010-043	QG(4)	April 30, 2010	38376YYP0	3.5	FIX	November 2037	PAC I	177,551,000	0.98350352	1,430,997	0.8194828528%	5.289	354	6	II
5	Ginnie Mae	2010-043	QI(4)	April 30, 2010	38376YYR6	5.0	FIX/IO	November 2037	NTL (PAC I)	159,795,900	0.98350352	3,662,665	2.3305353892%	5.289	354	6	II
5	Ginnie Mae	2010-043	QJ(4)	April 30, 2010	38376YYS4	4.0	FIX	November 2037	PAC I	177,551,000	0.98350352	2,458,759	1.4080461389%	5.289	354	6	II
5	Ginnie Mae	2010-043	PC	April 30, 2010	38376YUZ2	4.5	FIX	November 2037	PAC I	177,551,000	0.98350352	7,746,074	4.4359085559%	5.289	354	6	II
6	Ginnie Mae	2010-103	NG	August 30, 2010	38377DTW6	4.5	FIX	August 2040	PAC/AD	26,071,000	1.00000000	26,071,000	100.0000000000%	4.841	358	2	II
6	Ginnie Mae	2010-103	PM	August 30, 2010	38377DTQ9	4.5	FIX	August 2040	PAC/AD	29,000,000	1.00000000	29,000,000	100.0000000000%	4.914	354	6	II
7	Ginnie Mae	2010-084	MA(5)	July 30, 2010	38374YJY0	5.0	FIX	June 2039	SC/PT	22,614,638	0.94841729	15,757,609	73.4685118550%	6.484	335	23	II
8	Ginnie Mae	2010-099	CM(5)	August 30, 2010	38377DEA0	4.0	FIX	January 2039	SC/SUP	11,789,447	0.69126348	8,149,614	100.0000000000%	6.000	334	24	I
8	Ginnie Mae	2010-099	LA(5)	August 30, 2010	38377DEB8	4.0	FIX	January 2039	SC/PAC	110,019,000	0.98982913	108,900,011	100.0000000000%	6.000	334	24	I

I-V

- (1) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of September 2010.
- (3) Based on the information as of the first Business Day of September 2010.
- (4) MX Class.
- (5) Ginnie Mae 2010-084 Class MA is backed by a previously issued certificate, Class DP from Ginnie Mae MX Trust 2009-042. Ginnie Mae 2010-099 Classes LA and CM are backed by a previously issued certificate, Class AH from Ginnie Mae REMIC Trust 2009-068. Copies of the Cover Page, Terms Sheet, and Schedule I, if applicable, from Ginnie Mae REMIC Trust 2009-042 and 2009-068 are included in Exhibit B to this Supplement.

**Exhibit B**

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

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

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



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

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

**See "Risk Factors" beginning on page S-11 which highlights some of these risks.**

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
HA	62,514,000	4.50%	SUP	FIX	38374UUB5	December 2037
HB	14,436,000	4.50	SUP	FIX	38374UUC3	May 2038
HC	9,892,000	4.50	SUP	FIX	38374UD1	September 2038
HD	11,246,000	4.50	SUP	FIX	38374UE9	June 2039
HE	19,646,000	4.50	PAC II	FIX	38374UF6	June 2039
HG	7,200,000	4.00	SUP	FIX	38374UG4	June 2039
HJ	9,582,000	5.00	SUP	FIX	38374UH2	June 2039
HK	9,000,000	4.00	SUP	FIX	38374UJ8	December 2037
HL	5,000,000	5.00	SUP	FIX	38374UK5	December 2037
HM	793,000	4.00	SUP	FIX	38374UL3	September 2038
HN	2,382,000	4.00	SUP	FIX	38374UM1	June 2039
HP	2,000,000	5.50	SUP	FIX	38374UN9	December 2037
HU	793,000	5.00	SUP	FIX	38374UP4	September 2038
PA(1)	100,432,454	4.50	PAC I	FIX	38374UQ2	November 2036
PL(1)	32,603,546	4.50	PAC I	FIX	38374UR0	June 2039
TL(1)	158,487,000	4.50	PAC I	FIX	38374US8	December 2034
TM(1)	84,411,000	4.50	PAC I	FIX	38374UT6	September 2038
TN(1)	19,582,000	4.50	PAC I	FIX	38374UU3	June 2039
<b>Security Group 2</b>						
FA	82,595,955	(5)	SC/PT	FLT	38374UV1	April 2037
FB	77,574,754	(5)	SC/PT	FLT	38374UV9	April 2037
FL	77,574,754	(5)	NTL (SC/PT)	FLT/IO	38374UX7	April 2037
FM	86,893,830	(5)	SC/PT	FLT	38374UX5	May 2037
GC(1)	40,132,000	4.50	SC/PAC	FIX	38374UZ2	May 2037
GE(1)	15,698,000	4.50	SC/SUP	FIX	38374VA6	May 2037
GH(1)	1,181,559	4.50	SC/SUP	FIX	38374VB4	May 2037
GX(1)	133,000	4.50	SC/PAC	FIX	38374VC2	May 2037
SM	86,893,830	(5)	NTL (SC/PT)	INV/IO	38374VD0	May 2037
<b>Security Group 3</b>						
EF(1)	84,814,285	(5)	NTL (PAC I)	FLT/IO	38374VE8	September 2038
ES(1)	118,740,000	0.00	PAC I	PO	38374VF5	September 2038
EQ(1)	84,814,285	(5)	NTL (PAC I)	INV/IO	38374VG3	September 2038
FC	75,000,000	(5)	PT	FLT	38374VH1	June 2039
FE	20,000,000	(5)	PT	FLT	38374VJ7	June 2039
FG	100,000,000	(5)	PT	FLT	38374VK4	June 2039
GI(1)	8,935,000	(5)	NTL (PAC I)	FLT/IO	38374VL2	June 2039
GO(1)	12,509,000	0.00	PAC I	PO	38374VM0	June 2039
GS(1)	8,935,000	(5)	NTL (PAC I)	INV/IO	38374VN8	June 2039
LY	469,000	5.00	PAC I	FIX	38374VP3	June 2039
SC	95,000,000	(5)	NTL(PT)	INV/IO	38374VQ1	June 2039
SG	100,000,000	(5)	NTL(PT)	INV/IO	38374VR9	June 2039
VN(1)	28,760,000	5.00	PAC II/AD	FIX	38374VS7	June 2039
ZN(1)	39,522,000	5.00	SUP	FIX/Z	38374VT5	June 2039
<b>Security Group 4</b>						
KM	21,573,000	5.00	PAC II/AD	FIX	38374VU2	June 2039
NA(1)	14,712,000	5.00	PAC I	FIX	38374VV0	November 2028
NB(1)	93,941,000	5.00	PAC I	FIX	38374VW8	December 2037
NC(1)	6,299,000	5.00	PAC I	FIX	38374VX6	May 2038
ND(1)	15,987,000	5.00	PAC I	FIX	38374VY4	June 2039
VM	19,991,000	5.00	PAC III/AD	FIX	38374VZ2	June 2039
ZK	25,000	5.00	PAC II/AD	FIX/Z	38374WA5	April 2038
ZM	27,472,000	5.00	SUP	FIX/Z	38374WB3	June 2039
<b>Security Group 5</b>						
DA(1)	208,849,000	5.00	SEQ/AD	FIX	38374WC1	July 2031
DV(1)	32,746,000	5.00	SEQ/AD	FIX	38374WD9	June 2020
DZ	45,000,000	5.00	SEQ	FIX/Z	38374WE7	June 2039
<b>Security Group 6</b>						
FD	100,000,000	(5)	PT	FLT	38374WF4	June 2039
JN	4,495,000	5.00	PAC I	FIX	38374WG2	January 2029
JP	3,778,000	5.00	PAC I	FIX	38374WH0	July 2038
JT	5,552,000	5.00	PAC I	FIX	38374WJ6	June 2039
KW	10,000,000	5.00	PAC II/AD	FIX	38374WK3	June 2039
MA(1)	177,351,000	5.00	SEQ	FIX	38374WL1	January 2036
MV(1)	24,344,000	5.00	SEQ/AD	FIX	38374WM9	June 2020
MZ	38,544,000	5.00	SEQ	FIX/Z	38374WN7	June 2039
SE(1)	100,000,000	(5)	NTL (PT)	INV/IO	38374WP2	June 2039
SI(1)	10,000,000	(5)	NTL (PT)	FLT/IO	38374WQ0	June 2039
VW	6,229,000	5.00	PAC III/AD	FIX	38374WR8	June 2039
WZ(1)	636,000	5.00	SUP/AD	FIX/Z	38374WS6	April 2031
ZW(1)	8,561,000	5.00	SUP	FIX/Z	38374WT4	June 2039
<b>Security Group 7</b>						
CA	14,057,000	5.00	SUP	FIX	38374WU1	March 2039
CB	2,065,632	5.00	SUP	FIX	38374WV9	June 2039
CD	7,656,000	5.00	PAC	FIX	38374WW7	June 2039
CG	2,000,000	4.50	SUP	FIX	38374WX5	March 2039
CH	2,000,000	5.50	SUP	FIX	38374WY3	March 2039
CP	58,158,000	5.00	PAC	FIX	38374WZ0	April 2038
<b>Security Group 8</b>						
BA(1)	58,141,000	4.00	SC/TAC/AD	FIX	38374XA4	March 2039
BZ(1)	4,026,555	4.00	SC/SUP	FIX/Z	38374XB2	March 2039
<b>Security Group 9</b>						
AY	21,533,370	5.0	SC/PT	FIX	38374XE6	June 2037
FY	50,244,530	(5)	SC/PT	FLT	38374XC0	June 2037
IY	4,019,562	(5)	NTL (SC/PT)	INV/IO	38374XD8	June 2037
<b>Security Group 10</b>						
CL	2,151,810	6.00	NTL (SC/PT)	FIX/IO	38374T27	August 2035
CT	25,821,731	6.00	SC/PT	FIX	38374T35	August 2035
<b>Security Group 11</b>						
GT	28,201,216	6.75	SC/PT	FIX	38374T43	April 2037
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38374XF3	June 2039

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

**BANC OF AMERICA SECURITIES LLC**

**LOOP CAPITAL MARKETS, LLC**

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

## TERMS SHEET

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

**Sponsor:** Banc of America Securities LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** June 30, 2009

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

**Trust Assets:**

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

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

<sup>(2)</sup> Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement.

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 Trust 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>			
\$550,000,000	357	3	5.0%
<b>Group 3 Trust Assets</b>			
\$395,000,000	355	5	6.5%
<b>Group 4 Trust Assets</b>			
\$200,000,000	355	5	5.5%
<b>Group 5 Trust Assets</b>			
\$286,595,000	354	5	5.5%
<b>Group 6 Trust Assets</b>			
\$408,000,000	355	5	6.0%
<b>Group 7 Trust Assets</b>			
\$ 85,877,632	358	2	5.5%

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

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 3, 4, 5, 6 and 7 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *"The Trust Assets — The Mortgage Loans"* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
EF . . . . .	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
ES . . . . .	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%
FA . . . . .	LIBOR + 0.75%	1.0650%	0.75%	7.25%	0	0.00%
FB . . . . .	LIBOR + 0.75%	1.0650%	0.75%	7.25%	0	0.00%
FC . . . . .	LIBOR + 0.92%	1.2400%	0.92%	7.00%	0	0.00%
FD . . . . .	LIBOR + 1.04%	1.3600%	1.04%	7.00%	0	0.00%
FE . . . . .	LIBOR + 0.92%	1.2400%	0.92%	7.00%	0	0.00%
FG . . . . .	LIBOR + 1.05%	1.3700%	1.05%	7.00%	0	0.00%
FI . . . . .	LIBOR – 6.50%	0.0000%	0.00%	0.30%	0	6.50%
FM . . . . .	LIBOR + 1.00%	1.3200%	1.00%	7.00%	0	0.00%
FP . . . . .	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
FY . . . . .	LIBOR + 0.95%	1.2681%	0.95%	7.50%	0	0.00%
GF . . . . .	LIBOR + 0.75%	1.0700%	0.75%	7.00%	0	0.00%
GS . . . . .	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%
IY . . . . .	81.875% – (LIBOR x 12.5)	1.0000%	0.00%	1.00%	0	6.55%
SC . . . . .	6.08% – LIBOR	5.7600%	0.00%	6.08%	0	6.08%
SD . . . . .	6.00% – LIBOR	5.6800%	0.04%	6.00%	0	5.96%
SE . . . . .	6.00% – LIBOR	5.6800%	0.00%	6.00%	0	6.00%
SG . . . . .	6.00% – LIBOR	5.6800%	0.05%	6.00%	0	5.95%
SI . . . . .	(LIBOR x 10) – 59.60%	0.0000%	0.00%	0.40%	0	5.96%
SM . . . . .	6.00% – LIBOR	5.6800%	0.00%	6.00%	0	6.00%
SP . . . . .	6.25% – LIBOR	5.9300%	0.00%	6.25%	0	6.25%

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

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

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

**SECURITY GROUP 1**

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

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

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

### **SECURITY GROUP 2**

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

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

### **SECURITY GROUP 3**

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

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

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

#### **SECURITY GROUP 4**

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

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

#### **SECURITY GROUP 5**

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

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

### **SECURITY GROUP 6**

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

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

### **SECURITY GROUP 7**

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

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

**SECURITY GROUP 8**

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

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

**SECURITY GROUP 9**

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

**SECURITY GROUP 10**

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

**SECURITY GROUP 11**

The Group 11 Principal Distribution Amount will be allocated to GT, until retired

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

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

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

\*\* This Class does not have an Effective Rate.

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

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

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

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

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

## Available Combinations(1)

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
<b>Security Group 1</b>								
Combination 1(6)								
PA	\$100,432,454	PB	\$100,432,454	PAC I	3.00%	FIX	38374UD24	November 2036
		PC	100,432,454	PAC I	3.25	FIX	38374UA76	November 2036
		PD	100,432,454	PAC I	3.50	FIX	38374UA84	November 2036
		PE	100,432,454	PAC I	3.75	FIX	38374UA92	November 2036
		PG	100,432,454	PAC I	4.00	FIX	38374UB26	November 2036
		PH	100,432,454	PAC I	4.25	FIX	38374UB34	November 2036
		PI	33,477,484	NTL (PAC I)	4.50	FIX/IO	38374UB42	November 2036
Combination 2(6)								
TL	\$158,487,000	TA	\$158,487,000	PAC I	3.70%	FIX	38374UB75	December 2034
		TB	158,487,000	PAC I	3.75	FIX	38374UB83	December 2034
		TC	158,487,000	PAC I	3.80	FIX	38374UB91	December 2034
		TD	158,487,000	PAC I	3.85	FIX	38374UC25	December 2034
		TE	158,487,000	PAC I	3.90	FIX	38374UC33	December 2034
		TG	158,487,000	PAC I	3.60	FIX	38374UC41	December 2034
		TH	158,487,000	PAC I	3.65	FIX	38374UC58	December 2034
		TI	31,697,400	NTL (PAC I)	4.50	FIX/IO	38374UC66	December 2034

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3								
TM	\$ 84,411,000	TX	\$103,993,000	PAC I	4.50%	FIX	38374UC74	June 2039
TN	19,582,000							
Combination 4								
PA	\$100,432,454	P	\$133,036,000	PAC I	4.50%	FIX	38374UA68	June 2039
PX	32,603,546							
<b>Security Group 2</b>								
Combination 5								
GC	\$ 40,132,000	WA	\$ 57,144,559	SC/PT	4.50%	FIX	38374UC82	May 2037
GE	15,698,000							
GH	1,181,559							
GX	133,000							
<b>Security Group 3</b>								
Combination 6								
EF	\$ 67,851,428	EP	\$118,740,000	PAC I	4.00%	FIX	38374UYW5	September 2038
EO	118,740,000							
ES	67,851,428							
Combination 7								
GF	\$ 7,148,000	GP	\$ 12,509,000	PAC I	4.00%	FIX	38374UYY1	June 2039
GO	12,509,000							
GS	7,148,000							

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

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

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 16(6)								
NA	\$ 14,712,000	JA	\$108,653,000	PAC I	5.00%	FIX	38374UZB0	December 2037
NB	93,941,000	JB	108,653,000	PAC I	3.00	FIX	38374UZC8	December 2037
		JC	108,653,000	PAC I	3.25	FIX	38374UZD6	December 2037
		JD	108,653,000	PAC I	3.50	FIX	38374UZE4	December 2037
		JE	108,653,000	PAC I	3.75	FIX	38374UZF1	December 2037
		JG	108,653,000	PAC I	4.00	FIX	38374UZG9	December 2037
		JH	108,653,000	PAC I	4.25	FIX	38374UZH7	December 2037
		JI	43,461,200	NTL (PAC I)	5.00	FIX/IO	38374UZJ3	December 2037
		JL	108,653,000	PAC I	4.50	FIX	38374UZK0	December 2037
		JM	108,653,000	PAC I	4.75	FIX	38374UZL8	December 2037
Combination 17								
NC	\$ 6,299,000	JX	\$ 22,286,000	PAC I	5.00%	FIX	38374UZM6	June 2039
ND	15,987,000							
Combination 18								
NA	\$ 14,712,000	J	\$130,939,000	PAC I	5.00%	FIX	38374UZA2	June 2039
NB	93,941,000							
NC	6,299,000							
ND	15,987,000							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
<b>Security Group 5</b>								
Combination 19(6)								
DA	\$208,849,000	DB	\$208,849,000	SEQ/AD	3.00%	FIX	38374UYA3	July 2031
		DC	208,849,000	SEQ/AD	3.25	FIX	38374UYB1	July 2031
		DE	208,849,000	SEQ/AD	3.50	FIX	38374UYC9	July 2031
		DG	208,849,000	SEQ/AD	3.75	FIX	38374UYD7	July 2031
		DH	208,849,000	SEQ/AD	4.00	FIX	38374UYE5	July 2031
		DI	83,539,600	NTL (SEQ/AD)	5.00	FIX/IO	38374UYF2	July 2031
		DJ	208,849,000	SEQ/AD	4.25	FIX	38374UYG0	July 2031
		DL	208,849,000	SEQ/AD	4.50	FIX	38374UYH8	July 2031
		DM	208,849,000	SEQ/AD	4.75	FIX	38374UYJ4	July 2031
Combination 20(6)								
DA	\$208,849,000	EA	\$241,595,000	SEQ/AD	3.00%	FIX	38374UYL9	July 2031
DV	32,746,000	EB	241,595,000	SEQ/AD	3.25	FIX	38374UYM7	July 2031
		EC	241,595,000	SEQ/AD	3.50	FIX	38374UYN5	July 2031
		EG	241,595,000	SEQ/AD	3.75	FIX	38374UYPO	July 2031
		EH	241,595,000	SEQ/AD	4.00	FIX	38374UYQ8	July 2031
		EI	96,638,000	NTL (SEQ/AD)	5.00	FIX/IO	38374UYR6	July 2031
		EJ	241,595,000	SEQ/AD	4.25	FIX	38374UYS4	July 2031
		EK	241,595,000	SEQ/AD	4.50	FIX	38374UYT2	July 2031
		EL	241,595,000	SEQ/AD	4.75	FIX	38374UYU9	July 2031
		EM	241,595,000	SEQ/AD	5.00	FIX	38374UYV7	July 2031

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21(6)								
DV	\$ 32,746,000	VA	\$ 32,746,000	SEQ/AD	4.00%	FIX	38374UZ61	June 2020
		VB	32,746,000	SEQ/AD	4.25	FIX	38374UZ79	June 2020
		VC	32,746,000	SEQ/AD	4.50	FIX	38374UZ87	June 2020
		VE	32,746,000	SEQ/AD	4.75	FIX	38374UZ95	June 2020
		VI	6,549,200	NTL (SEQ/AD)	5.00	FIX/IO	38374U2A8	June 2020
<b>Security Group 6</b>								
Combination 22(6)								
MA	\$177,351,000	MB	\$177,351,000	SEQ	3.00%	FIX	38374UZP9	January 2036
		MC	177,351,000	SEQ	3.25	FIX	38374UZQ7	January 2036
		MD	177,351,000	SEQ	3.50	FIX	38374UZR5	January 2036
		ME	177,351,000	SEQ	3.75	FIX	38374UZS3	January 2036
		MG	177,351,000	SEQ	4.00	FIX	38374UZT1	January 2036
		MH	177,351,000	SEQ	4.25	FIX	38374UZU8	January 2036
		MI	64,491,272	NTL (SEQ)	5.50	FIX/IO	38374UZV6	January 2036
		MJ	177,351,000	SEQ	4.50	FIX	38374UZW4	January 2036
		ML	177,351,000	SEQ	4.75	FIX	38374UZX2	January 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23(6)								
MA	\$177,351,000	AB	\$201,695,000	SEQ/AD	5.00%	FIX	38374UXG1	January 2036
MV	24,344,000	AC	201,695,000	SEQ/AD	3.00	FIX	38374UXH9	January 2036
		AD	201,695,000	SEQ/AD	3.25	FIX	38374UXJ5	January 2036
		AE	201,695,000	SEQ/AD	3.50	FIX	38374UXK2	January 2036
		AG	201,695,000	SEQ/AD	3.75	FIX	38374UXL0	January 2036
		AH	201,695,000	SEQ/AD	4.00	FIX	38374UXM8	January 2036
		AI	73,343,636	NTL (SEQ/AD)	5.50	FIX/IO	38374UXN6	January 2036
		AJ	201,695,000	SEQ/AD	4.25	FIX	38374UXP1	January 2036
		AL	201,695,000	SEQ/AD	4.50	FIX	38374UXQ9	January 2036
		AM	201,695,000	SEQ/AD	4.75	FIX	38374UXR7	January 2036
Combination 24								
SE	\$100,000,000	SD	\$100,000,000	NTL(PT)	(5)	INV/IO	38374UB59	June 2039
SI	10,000,000							
Combination 25								
WZ	\$ 636,000	XZ	\$ 9,197,000	SUP	5.00%	FIX/Z	38374UC90	June 2039
ZW	8,561,000							
Combination 26(6)								
MV	\$ 24,344,000	VH	\$ 24,344,000	SEQ/AD	4.00%	FIX	38374U2B6	June 2020
		VK	24,344,000	SEQ/AD	4.25	FIX	38374U2C4	June 2020
		VL	24,344,000	SEQ/AD	4.50	FIX	38374U2D2	June 2020
		VP	24,344,000	SEQ/AD	4.75	FIX	38374U2E0	June 2020
		IV	4,426,181	NTL (SEQ/AD)	5.50	FIX/IO	38374U2F7	June 2020

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

- (1) All exchanges must comply with minimum denominations restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.
- (6) In the case of Combinations 1, 2, 15, 16, 19, 20, 21, 22, 23, 26 and 27 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.



**\$2,171,451,816**

**Government National Mortgage Association**

**GINNIE MAE®**

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

**Ginnie Mae REMIC Trust 2009-068**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 28, 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>						
BP(1)	\$ 16,986,000	5.00%	PAC I	FIX	38373ASM9	July 2038
CP(1)	12,079,000	5.00	PAC I	FIX	38373ASN7	August 2039
EA	59,333,000	5.00	SUP	FIX	38373ASP2	January 2039
EB	8,347,000	5.00	SUP	FIX	38373ASQ0	May 2039
EC	7,237,000	5.00	SUP	FIX	38373ASR8	August 2039
ED	19,602,000	5.00	PAC II	FIX	38373ASS6	August 2039
EG	1,482,000	5.00	PAC II	FIX	38373AST4	August 2039
EH	2,000,000	4.75	SUP	FIX	38373ASU1	January 2039
EJ	1,000,000	5.50	SUP	FIX	38373ASV9	January 2039
JI(1)	15,701,200	5.00	NTL (PAC I)	FIX/IO	38373ASW7	November 2036
JP(1)	78,506,000	4.00	PAC I	FIX	38373ASX5	November 2038
MI	12,340,600	5.00	NTL (PAC I)	FIX/IO	38373ASX3	April 2038
PM	123,406,000	4.50	PAC I	FIX	38373ASZ0	April 2038
PN	20,022,000	5.00	PAC I	FIX	38373ATA4	August 2039
<b>Security Group 2</b>						
AB(1)	89,944,640	5.50	SEQ/AD	FIX	38373ATB2	June 2033
AZ	10,055,360	5.50	SEQ	FIX/Z	38373ATC0	August 2039
<b>Security Group 3</b>						
AP	94,298,000	2.50	PAC	FIX	38373ATD8	July 2032
GA	32,808,000	5.00	SUP	FIX	38373ATE6	January 2039
GB	4,326,000	5.00	SUP	FIX	38373ATF3	March 2039
GC	9,159,000	5.00	SUP	FIX	38373ATG1	August 2039
GD	7,500,000	5.50	SUP	FIX	38373ATH9	January 2039
GE	11,500,000	4.50	SUP	FIX	38373ATJ5	January 2039
GJ	1,000,000	7.00	SUP	FIX	38373ATK2	January 2039
PB	100,000,000	5.00	PAC	FIX	38373ATL0	July 2038
PC	22,587,000	5.00	PAC	FIX	38373ATM8	August 2039
PI	47,149,000	5.00	NTL (PAC)	FIX/IO	38373ATM6	July 2032
<b>Security Group 4</b>						
CA(1)	156,428,572	4.00	PAC/AD	FIX	38373ATP1	April 2039
CF(1)	105,000,000	(5)	PAC/AD	FLT	38373ATQ9	April 2039
CS(1)	105,000,000	(5)	NTL (PAC/AD)	INV/IO	38373ATR7	April 2039
DF(1)	38,571,428	(5)	PAC/AD	FLT	38373ATS5	April 2039
DS(1)	38,571,428	(5)	NTL (PAC/AD)	INV/IO	38373ATT3	April 2039
Z	44,173,036	5.50	SUP	FIX/Z	38373ATU0	August 2039
ZC	1,788,602	5.50	PAC/AD	FIX/Z	38373ATV8	August 2039
<b>Security Group 5</b>						
AH(1)	156,428,572	4.00	PAC/AD	FIX	38373ATW6	January 2039
FM(1)	38,571,428	(5)	PAC/AD	FLT	38373ATX4	January 2039
FN(1)	105,000,000	(5)	PAC/AD	FLT	38373ATY2	January 2039
HZ	52,239,612	5.50	SUP	FIX/Z	38373ATZ9	August 2039
SM(1)	38,571,428	(5)	NTL (PAC/AD)	INV/IO	38373AU2	January 2039
SN(1)	105,000,000	(5)	NTL (PAC/AD)	INV/IO	38373AUB0	January 2039
ZH	3,030,304	5.50	PAC/AD	FIX/Z	38373AUC8	August 2039
<b>Security Group 6</b>						
GP(1)	17,021,000	5.00	PAC I	FIX	38373AUD6	July 2038
HP(1)	12,096,000	5.00	PAC I	FIX	38373AUE4	August 2039
LA	23,698,000	5.00	SUP	FIX	38373AUF1	November 2039
LB	4,637,000	5.00	SUP	FIX	38373AUG9	April 2039
LC	4,074,000	5.00	SUP	FIX	38373AUH7	August 2039
LD	2,707,000	5.00	PAC III	FIX	38373AUJ3	August 2039
LI(1)	15,682,200	5.00	NTL (PAC I)	FIX/IO	38373AUK0	November 2036
LP(1)	78,411,000	4.00	PAC I	FIX	38373AUL8	November 2036
PW	7,356,000	5.00	PAC II	FIX	38373AUM6	August 2039
<b>Security Group 7</b>						
KA	43,400,000	5.00	PAC I	FIX	38373AUN4	September 2037
KB	10,000,000	5.00	PAC I	FIX	38373AUP9	August 2039
KC	2,000,000	5.00	PAC II	FIX	38373AUQ7	August 2039
KD	2,200,000	5.00	PAC II	FIX	38373AUR5	August 2039
KE	13,300,000	5.00	SUP	FIX	38373AUS3	February 2039
KG	3,080,000	5.00	SUP	FIX	38373AUT1	August 2039
<b>Security Group 8</b>						
DP(1)	100,000,000	4.50	PAC/AD	FIX	38373AUU8	November 2038
DZ	35,349,518	6.00	SUP	FIX/Z	38373AUV6	August 2039
PF	100,000,000	(5)	PAC/AD	FLT	38373AUW4	November 2038
PS	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38373AUX2	November 2038
ZD	2,429,152	6.00	PAC/AD	FIX/Z	38373AUY0	August 2039
<b>Security Group 9</b>						
FE	50,000,000	(5)	SUP	FLT	38373AUZ7	August 2039
MA(1)	92,525,861	5.00	PAC	FIX	38373AV1	November 2031
MB	97,494,475	5.00	PAC	FIX	38373AVB9	June 2038
MC	22,243,255	5.00	PAC	FIX	38373AVC7	August 2039
SE	15,000,001	(5)	SUP	INV	38373AVD5	August 2039
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38373AVE3	August 2039

- These Securities may be exchanged for MX Securities described in Schedule I.
- 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.
- 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.
- See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- See “Terms Sheet—Interest Rates” in this Supplement.

**CREDIT SUISSE**

**FINACORP SECURITIES**

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

## TERMS SHEET

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

**Sponsor:** Credit Suisse Securities (USA) LLC

**Co-Sponsor:** Finacorp Securities

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

**Tax Administrator:** The Trustee

**Closing Date:** August 28, 2009

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae I	5.5%	30
3	Ginnie Mae II	5.0%	30
4	Ginnie Mae I	5.5%	30
5	Ginnie Mae I	5.5%	30
6	Ginnie Mae II	5.0%	30
7	Ginnie Mae II	5.0%	30
8	Ginnie Mae I	6.0%	30
9	Ginnie Mae I	5.0%	30

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 1, 4, 5 and 6, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

### Assumed Characteristics of the Mortgage Loans Underlying the 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> \$350,000,000	358	1	5.4%
<b>Group 2 Trust Assets</b> \$100,000,000	317	35	6.0%
<b>Group 3 Trust Assets</b> \$283,178,000	359	1	5.4%
<b>Group 4 Trust Assets</b> \$345,961,638	348	10	6.0%
<b>Group 5 Trust Assets</b> \$355,269,916	348	10	6.0%
<b>Group 6 Trust Assets</b> \$150,000,000	359	1	5.4%
<b>Group 7 Trust Assets</b> \$72,000,000	358	2	5.4%
<b>Group 8 Trust Assets</b> \$237,778,670	320	35	6.5%
<b>Group 9 Trust Assets</b> \$277,263,592	358	1	5.5%

<sup>1</sup> As of August 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, 3, 6 and 7 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 3, 6 and 7 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
<b>Security Group 4</b>						
CF . . . . .	LIBOR + 0.90%	1.17450000%	0.90%	7.00000000%	0	0.00%
CS . . . . .	6.10% - LIBOR	5.82550000%	0.00%	6.10000000%	0	6.10%
DF . . . . .	LIBOR + 0.75%	1.02450000%	0.75%	7.50000000%	0	0.00%
DS . . . . .	6.75% - LIBOR	6.47550000%	0.00%	6.75000000%	0	6.75%
<b>Security Groups 4 and 5</b>						
FL . . . . .	LIBOR + 0.75%	1.02450000%	0.75%	7.50000000%	0	0.00%
LF . . . . .	LIBOR + 0.90%	1.17450000%	0.90%	7.00000000%	0	0.00%
LS . . . . .	6.10% - LIBOR	5.82550000%	0.00%	6.10000000%	0	6.10%
SL . . . . .	6.75% - LIBOR	6.47550000%	0.00%	6.75000000%	0	6.75%
<b>Security Group 5</b>						
FM . . . . .	LIBOR + 0.75%	1.02450000%	0.75%	7.50000000%	0	0.00%
FN . . . . .	LIBOR + 0.90%	1.17450000%	0.90%	7.00000000%	0	0.00%
SM . . . . .	6.75% - LIBOR	6.47550000%	0.00%	6.75000000%	0	6.75%
SN . . . . .	6.10% - LIBOR	5.82550000%	0.00%	6.10000000%	0	6.10%
<b>Security Group 8</b>						
PF . . . . .	LIBOR + 0.60%	0.87450000%	0.60%	7.50000000%	0	0.00%
PS . . . . .	6.90% - LIBOR	6.62550000%	0.00%	6.90000000%	0	6.90%
<b>Security Group 9</b>						
FE . . . . .	LIBOR + 1.60%	1.87450000%	1.60%	6.50000000%	0	0.00%
SE . . . . .	16.33333257% - (LIBOR x 3.3333311)	15.41833263%	0.00%	16.33333257%	0	4.90%

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

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

**SECURITY GROUP 1**

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

1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
  - a. 42.8571428571%, sequentially, to JP, BP and CP, in that order, while outstanding
  - b. 57.1428571429%, sequentially, to PM and PN, in that order, while outstanding
2. Sequentially, to ED and EG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Concurrently, to EA, EH and EJ, pro rata, until retired

4. Sequentially, to EB and EC, in that order, until retired
5. Sequentially, to ED and EG, in that order, without regard to their Aggregate Schedule Principal Balance, until retired
6. To the Group 1 PAC I Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the AZ Accrual Amount will be allocated, sequentially, to AB and AZ, in that order, until retired

#### **SECURITY GROUP 3**

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

1. Sequentially, to AP, PB and PC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to GA, GD, GE and GJ, pro rata, until retired
3. Sequentially, to GB and GC, in that order, until retired
4. Sequentially, to AP, PB and PC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 4**

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

- The ZC Accrual Amount in the following order of priority:
  1. Concurrently, to CA, CF and DF, pro rata, until retired
  2. To ZC
- The Group 4 Principal Distribution Amount and the Z Accrual Amount in the following order of priority:
  1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, to CA, CF and DF, pro rata, while outstanding
    - b. To ZC, while outstanding
  2. To Z, until retired
  3. To the Group 4 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 5**

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

- The ZH Accrual Amount in the following order of priority:
  1. Concurrently, to AH, FM and FN, pro rata, until retired
  2. To ZH

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

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

- a. Concurrently, to AH, FM and FN, pro rata, while outstanding
- b. To ZH, while outstanding

2. To HZ, until retired

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

#### **SECURITY GROUP 6**

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

1. Sequentially, to LP, GP and HP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

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

3. To LD, until reduced to its Scheduled Principal Balance for that Distribution Date

4. Sequentially, to LA, LB and LC, in that order, until retired

5. To LD, without regard to its Scheduled Principal Balance, until retired

6. To PW, without regard to its Scheduled Principal Balance, until retired

7. Sequentially, to LP, GP and HP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 7**

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

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

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

3. Sequentially, to KE and KG, in that order, until retired

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

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

#### **SECURITY GROUP 8**

The Group 8 Principal Distribution Amount and the DZ and ZD Accrual Amounts will be allocated as follows:

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

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

2. To ZD

- The Group 8 Principal Distribution Amount and the DZ Accrual Amount in the following order of priority:
  1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, to DP and PF, pro rata, while outstanding
    - b. To ZD, while outstanding
  2. To DZ, until retired
  3. To the Group 8 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 9**

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

1. Sequentially, to MA, MB and MC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently, to FE and SE, pro rata, until retired
3. Sequentially, to MA, MB and MC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Security Group</u>	<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC Classes</b>		
3	AP, PB and PC (in the aggregate) . . . . .	120% PSA through 250% PSA
4	CA, CF, DF and ZC (in the aggregate) . . . . .	285% PSA through 400% PSA
5	AH, FM, FN and ZH (in the aggregate) . . . . .	270% PSA through 400% PSA
8	DP, PF and ZD (in the aggregate) . . . . .	270% PSA through 400% PSA
9	MA, MB and MC (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC I Classes</b>		
1	BP, CP, JP, PM and PN (in the aggregate) . . . . .	100% PSA through 250% PSA
6	GP, HP and LP (in the aggregate) . . . . .	100% PSA through 250% PSA
7	KA and KB (in the aggregate) . . . . .	110% PSA through 250% PSA
<b>PAC II Classes</b>		
1	ED and EG (in the aggregate) . . . . .	125% PSA through 250% PSA
6	PW . . . . .	120% PSA through 250% PSA
7	KC and KD (in the aggregate) . . . . .	123% PSA through 250% PSA
<b>PAC III Class</b>		
6	LD . . . . .	128% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 1</b>		
JI .....	\$ 15,701,200	20% of JP (PAC I Class)
MI .....	12,340,600	10% of PM (PAC I Class)
<b>Security Group 2</b>		
IA .....	\$ 49,060,712	54.5454545455% of AB (SEQ/AD Class)
<b>Security Group 3</b>		
PI .....	\$ 47,149,000	50% of AP (PAC Class)
<b>Security Group 4</b>		
CS .....	\$105,000,000	100% of CF (PAC/AD Class)
DS .....	38,571,428	100% of DF (PAC/AD Class)
<b>Security Group 5</b>		
SM .....	\$ 38,571,428	100% of FM (PAC/AD Class)
SN .....	105,000,000	100% of FN (PAC/AD Class)
<b>Security Groups 4 and 5</b>		
LS .....	\$210,000,000	100% of CF and FN (in the aggregate) (PAC/AD Classes)
SL .....	77,142,856	100% of DF and FM (in the aggregate) (PAC/AD Classes)
<b>Security Group 6</b>		
LI .....	\$ 15,682,200	20% of LP (PAC I Class)
<b>Security Groups 1 and 6</b>		
IP .....	\$ 31,383,400	20% of JP and LP (in the aggregate) (PAC I Classes)
<b>Security Group 8</b>		
DI .....	\$ 33,333,333	33.3333333333% of DP (PAC/AD Class)
PS .....	100,000,000	100% of PF (PAC/AD Class)
<b>Security Group 9</b>		
IH .....	\$ 55,515,516	60% of MA (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.



\$1,668,078,834

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-043

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
HA	\$ 16,660,000	4.50%	SUP	FIX	38376YRY9	November 2039
HB	6,476,210	4.75	SUP	FIX	38376YRZ6	April 2040
HC	6,420,000	4.50	PAC II	FIX	38376YSA0	November 2039
HD	3,304,000	4.50	PAC II	FIX	38376YSB8	February 2040
HE	1,516,000	4.50	PAC II	FIX	38376YSC6	April 2040
HG	3,500,000	4.50	TAC	FIX	38376YSD4	November 2039
HJ	1,500,000	4.50	SUP	FIX	38376YSE2	November 2039
HK	3,720,000	4.50	SUP	FIX	38376YSF9	December 2038
HL	2,280,000	4.50	SUP	FIX	38376YSG7	November 2039
HM	1,364,400	5.00	PAC II	FIX	38376YSH5	April 2040
HO	359,790	0.00	SUP	PO	38376YSJ1	April 2040
OH	151,600	0.00	PAC II	PO	38376YSK8	April 2040
PA(1)	121,346,000	4.50	PAC I	FIX	38376YSL6	May 2038
PN(1)	16,402,000	4.50	PAC I	FIX	38376YSM4	August 2039
PQ(1)	10,000,000	4.50	PAC I	FIX	38376YSN2	April 2040
TA	3,500,000	4.50	TAC	FIX	38376YSP7	November 2039
TB	1,500,000	4.50	SUP	FIX	38376YSQ5	November 2039
<b>Security Group 2</b>						
BA	37,000,000	4.50	SEQ	FIX	38376YSR3	February 2037
BE	25,000,000	4.50	SEQ	FIX	38376YSS1	February 2037
BV(1)	14,085,000	4.50	SEQ/AD	FIX	38376YST9	May 2021
BW(1)	10,363,000	4.50	SEQ/AD	FIX	38376YSU6	January 2027
BZ(1)	21,933,387	4.50	SEQ	FIX/Z	38376YSV4	April 2040
DA	23,200,000	4.50	SEQ	FIX	38376YSW2	July 2035
EA	25,000,000	4.50	SEQ	FIX	38376YSX0	February 2037
EG	25,000,000	4.50	SEQ	FIX	38376YSY8	February 2037
EH	25,000,000	4.50	SEQ	FIX	38376YSZ5	February 2037
<b>Security Group 3</b>						
TC	1,716,900	4.50	SC/SEQ	FIX	38376YTA9	May 2039
TD	664,000	4.50	SC/SEQ	FIX	38376YTB7	May 2039
<b>Security Group 4</b>						
BF	100,000,000	(5)	PT	FLT	38376YTC5	April 2040
QB	11,273,539	3.00	PAC I	FIX	38376YTD3	April 2040
QS	73,971,498	(5)	NTL (PAC I)	INV/IO	38376YTE1	April 2040
QW(1)	74,944,000	3.00	PAC I	FIX	38376YTF8	August 2037
QX(1)	12,411,125	3.00	PAC I	FIX	38376YTG6	February 2039
SA	1,264,917	(5)	PAC II	INV	38376YTH4	April 2040
SU(1)	3,647,370	(5)	SUP	INV	38376YTI0	April 2040
SX(1)	5,303,814	(5)	SUP	INV	38376YTK7	August 2039
SY(1)	1,352,122	(5)	SUP	INV	38376YTL5	April 2040
UA	14,439,613	4.50	SUP	FIX	38376YTM3	July 2039
UD	4,620,595	4.75	SUP	FIX	38376YTN1	April 2040
UM	1,911,689	4.50	PAC II	FIX	38376YTP6	January 2040
UN	1,907,851	4.50	PAC II	FIX	38376YTP6	April 2040
UO	256,700	0.00	SUP	PO	38376YTR2	April 2040
<b>Security Group 5</b>						
KA	3,849,000	5.00	PAC II	FIX	38376YTS0	April 2040
KB	1,000	5.00	PAC II	FIX	38376YTT8	April 2040
PW(1)	107,962,000	5.00	PAC I	FIX	38376YTU5	March 2038
VP(1)	4,538,232	5.00	AD/PAC I	FIX	38376YTV3	October 2017
VQ(1)	11,701,814	5.00	PAC I/AD	FIX	38376YTW1	August 2029
YB(1)	13,027,500	5.00	PAC III/AD	FIX	38376YTX9	April 2040
YX	489,500	5.00	PAC III/AD	FIX	38376YTY7	April 2040
Z(1)	10,019,954	5.00	PAC I	FIX/Z	38376YTZ4	April 2040
ZA	20,000,000	5.00	TAC/AD	FIX/Z	38376YUA7	April 2040
ZB	1,152,406	5.00	SUP	FIX/Z	38376YUB5	April 2040
<b>Security Group 6</b>						
AO	258,384	0.00	SC/PT	PO	38376YUC3	February 2040
W	4,650,901	4.75	SC/PT	FIX	38376YUD1	February 2040

(Cover continued on next page)

**NOMURA**

**Sandgrain Securities Inc.**

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>						
GA	\$ 25,000,000	4.50%	SEQ	FIX	38376YUE9	January 2037
GC	25,000,000	4.50	SEQ	FIX	38376YUF6	January 2037
GD(1)	50,000,000	4.50	SEQ	FIX	38376YUG4	January 2037
GV(1)	8,279,000	4.50	SEQ/AD	FIX	38376YUH2	May 2021
GW(1)	6,091,000	4.50	SEQ/AD	FIX	38376YUJ8	January 2027
GZ(1)	12,892,892	4.50	SEQ	FIX/Z	38376YUK5	April 2040
<b>Security Group 8</b>						
AY	1,610,572	4.50	PAC II	FIX	38376YUL3	February 2040
BY	674,540	4.50	PAC II	FIX	38376YUM1	March 2040
CY	717,022	4.50	PAC II	FIX	38376YUN9	April 2040
KF	100,000,000	(5)	PT	FLT	38376YUP4	April 2040
KS	100,000,000	(5)	NTL (PT)	INV/IO	38376YUQ2	April 2040
MA	15,828,000	4.75	SUP	FIX	38376YUR0	January 2040
MB	2,172,000	4.75	SUP	FIX	38376YUS8	April 2040
MC	17,655,000	5.00	SUP	FIX	38376YUT6	January 2040
MD	2,422,000	5.00	SUP	FIX	38376YUU3	April 2040
ME	5,192,000	4.50	PAC II	FIX	38376YUV1	February 2040
MG	2,443,000	4.50	PAC II	FIX	38376YUW9	April 2040
MH	1,057,000	4.50	PAC II	FIX	38376YUX7	April 2040
MO	3,231,000	0.00	SUP	PO	38376YUY5	April 2040
PC(1)	177,551,000	4.50	PAC I	FIX	38376YUZ2	November 2037
PG(1)	28,336,000	4.50	PAC I	FIX	38376YVA6	March 2039
VA(1)	7,282,969	4.50	AD/PAC I	FIX	38376YVB4	May 2021
VB(1)	5,358,355	4.50	PAC I/AD	FIX	38376YVC2	January 2027
WA	9,214,713	4.50	SUP	FIX	38376YVD0	November 2039
WH	3,500,000	4.50	TAC	FIX	38376YVE8	November 2039
WJ	1,500,000	4.50	SUP	FIX	38376YVF5	November 2039
WL	981,943	4.75	SUP	FIX	38376YVG3	January 2040
WM	1,031,706	4.75	SUP	FIX	38376YVH1	March 2040
WN	746,178	4.75	SUP	FIX	38376YVJ7	April 2040
WO	153,326	0.00	SUP	PO	38376YVK4	April 2040
ZP(1)	11,341,676	4.50	PAC I	FIX/Z	38376YVL2	April 2040
<b>Security Group 9</b>						
AM	7,871,000	5.00	PAC II	FIX	38376YVM0	April 2040
AP(1)	175,188,000	5.00	PAC I	FIX	38376YVN8	September 2037
BM	1,597,000	5.00	PAC II	FIX	38376YVP3	April 2040
KG(1)	24,739,000	5.00	PAC III/AD	FIX	38376YVQ1	April 2040
KZ	32,939,000	5.00	TAC/AD	FIX/Z	38376YVR9	April 2040
VM	9,447,000	5.00	AD/PAC I	FIX	38376YVS7	October 2017
VN	24,359,000	5.00	PAC I/AD	FIX	38376YVT5	August 2029
ZG	1,000	5.00	PAC III/AD	FIX/Z	38376YVU2	April 2040
ZK	3,000,000	5.00	SUP	FIX/Z	38376YVV0	April 2040
ZM	20,859,000	5.00	PAC I	FIX/Z	38376YVW8	April 2040
<b>Security Group 10</b>						
LM	9,645,000	5.00	SC/TAC/AD	FIX	38376YVX6	July 2039
LZ	801,629	5.00	SC/SUP	FIX/Z	38376YVY4	July 2039
ZL	20,000	5.00	SC/TAC/AD	FIX/Z	38376YVZ1	July 2039
<b>Security Group 11</b>						
FT	10,402,000	(5)	SC/SUP/AD	FLT	38376YWA5	August 2036
ST	10,402,000	(5)	NTL (SC/SUP/AD)	INV/IO	38376YWB3	August 2036
ZT	1,000	6.00	SC/PAC	FIX/Z	38376YWC1	August 2036
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376YWD9	April 2040

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

## TERMS SHEET

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

**Sponsor:** Nomura Securities International, Inc.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2010

**Distribution Dates:** For the Group 1, 2, 3, 4, 5, 7, 8, 9, 10 and 11 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2010. For the Group 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2010.

**Trust Assets:**

<u>Trust Asset Group</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	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	4.5%	30
5	Ginnie Mae II	5.0%	30
6	Underlying Certificates	(1)	(1)
7	Ginnie Mae II	4.5%	30
8	Ginnie Mae II	5.0%	30
9	Ginnie Mae II	5.0%	30
10	Underlying Certificates	(1)	(1)
11	Underlying Certificate	(1)	(1)

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

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 2, 7, 8 and 9, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 5, 7, 8 and 9 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>			
\$200,000,000	349	10	4.850%
<b>Group 2 Trust Assets</b>			
\$206,581,387	350	9	5.000%
<b>Group 4 Trust Assets</b>			
\$233,333,335	358	2	4.950%
<b>Group 5 Trust Assets</b>			
\$172,741,406	354	5	5.350%
<b>Group 7 Trust Assets</b>			
\$127,262,892	351	8	5.000%
<b>Group 8 Trust Assets</b>			
\$400,000,000	359	1	5.292%
<b>Group 9 Trust Assets</b>			
\$300,000,000	359	1	5.350%

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

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

<sup>3</sup> The Mortgage Loans underlying the Group 1, 2, 4, 5, 7, 8 and 9 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4, 5, 7, 8 and 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets— The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
BF . . . . .	LIBOR + 0.82%	1.0686300%	0.82%	6.50000000%	0	0.00%
FT . . . . .	LIBOR + 1.50%	1.7486300%	1.50%	6.00000000%	0	0.00%
KF . . . . .	LIBOR + 0.75%	0.9986300%	0.75%	6.50000000%	0	0.00%
KS . . . . .	5.75% – LIBOR	5.5013700%	0.00%	5.75000000%	0	5.75%
QS . . . . .	5.68% – LIBOR	5.4313700%	0.00%	5.68000000%	0	5.68%
SA . . . . .	12.78% – (LIBOR x 2.25)	12.2205825%	0.00%	12.78000000%	0	5.68%
SB . . . . .	12.78% – (LIBOR x 2.25)	12.2205825%	0.00%	12.78000000%	0	5.68%
ST . . . . .	4.50% – LIBOR	4.2513700%	0.00%	4.50000000%	0	4.50%
SU . . . . .	36.10169491% – (LIBOR x 6.3559322)	7.5000000%	0.00%	7.50000000%	0	5.68%
SW . . . . .	15.67337421% – (LIBOR x 3.48297205)	14.8074028%	0.00%	15.67337421%	0	4.50%
SX . . . . .	15.67337421% – (LIBOR x 3.48297205)	14.8074028%	0.00%	15.67337421%	0	4.50%
SY . . . . .	15.67337421% – (LIBOR x 3.48297205)	14.8074028%	0.00%	15.67337421%	0	4.50%

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

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

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to PA, PN and PQ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To the Group 1 PAC II Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Sequentially, to HC and HD, in that order, until retired
  - b. Concurrently, to HE, HM and OH, pro rata, until retired
3. Concurrently, as follows:
  - a. 51.0104102878% to HA, until retired
  - b. 18.3710961420% sequentially, to HK and HL, in that order, until retired
  - c. 15.3092467851% in the following order of priority:
    - i. To HG, until reduced to its Scheduled Principal Balance for that Distribution Date
    - ii. To HJ, until retired
    - iii. To HG, without regard to its Scheduled Principal Balance, until retired
  - d. 15.3092467851% in the following order of priority:
    - i. To TA, until reduced to its Scheduled Principal Balance for that Distribution Date

- ii. To TB, until retired
- iii. To TA, without regard to its Scheduled Principal Balance, until retired
- 4. Concurrently, to HB and HO, pro rata, until retired
- 5. To the Group 1 PAC II Classes, in the same order and priority described in step 2. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
- 6. Sequentially, to PA, PN and PQ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

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

- The BZ Accrual Amount, sequentially, to BV, BW and BZ, in that order, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
  1. Concurrently, until EA, EG and EH have been retired:
    - a. 37.9930051491% concurrently, to BA and BE, pro rata
    - b. 46.0076202315% concurrently, to EA, EG and EH, pro rata, until retired
    - c. 15.9993746194% sequentially, to DA, BV, BW and BZ, in that order, until retired
  2. Concurrently, until BA and BE have been retired:
    - a. 37.9930051491% concurrently, to BA and BE, pro rata, until retired
    - b. 62.0069948509% sequentially, to BV, BW and BZ, in that order, until retired
  3. Sequentially, to BV, BW and BZ, in that order, until retired

**SECURITY GROUP 3**

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

**SECURITY GROUP 4**

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

1. 42.8571425510% to BF, until retired
2. 57.1428574490% in the following order of priority:
  - a. Sequentially, to QW, QX and QB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. Concurrently, as follows:
    - i. 66.6666685876% in the following order of priority:
      - (a) Sequentially, to UM and UN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - (b) To UA, until retired
      - (c) Concurrently, to UD and UO, pro rata, until retired
      - (d) Sequentially, to UM and UN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

ii. 33.3333314124% in the following order of priority:

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

(b) Concurrently, as follows:

(i) 64.6000031446% sequentially, to SX and SY, in that order, until retired

(ii) 35.3999968554% to SU, until retired

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

c. Sequentially, to QW, QX and QB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount and the Z, ZA and ZB Accrual Amounts will be allocated as follows:

- The Z Accrual Amount, sequentially, to VP, VQ and Z, in that order, until retired
- The ZA and ZB Accrual Amounts in the following order of priority:
  1. Sequentially, to YB and YX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To ZA, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. To ZB, until retired
- The Group 5 Principal Distribution Amount in the following order of priority:
  1. Sequentially, to PW, VP, VQ and Z, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to KA and KB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. Sequentially, to YB and YX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  4. To ZA, until reduced to its Scheduled Principal Balance for that Distribution Date
  5. To ZB, until retired
  6. To ZA, without regard to its Scheduled Principal Balance, until retired
  7. Sequentially, to YB and YX, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  8. Sequentially, to KA and KB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  9. Sequentially, to PW, VP, VQ and Z, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 6**

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

### **SECURITY GROUP 7**

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

- The GZ Accrual Amount, sequentially, to GV, GW and GZ, in that order, until retired
- The Group 7 Principal Distribution Amount in the following order of priority:
  1. Concurrently, to GA, GC and GD, pro rata, until retired
  2. Sequentially, to GV, GW and GZ, in that order, until retired

### **SECURITY GROUP 8**

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

- The ZP Accrual Amount, sequentially, to VA, VB and ZP, in that order, until retired
- The Group 8 Principal Distribution Amount, concurrently, as follows:
  1. 25% to KF, until retired
  2. 75% in the following order of priority:
    - a. Sequentially, to PC, PG, VA, VB and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. Concurrently, as follows:
      - i. 71.2961642664% in the following order of priority:
        - (a) Sequentially, to ME, MG and MH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
        - (b) Concurrently, as follows:
          - (i) 43.5750944127% sequentially, to MA and MB, in that order, until retired
          - (ii) 48.6031761402% sequentially, to MC and MD, in that order, until retired
          - (iii) 7.8217294471% to MO, until retired
        - (c) Sequentially, to ME, MG and MH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
      - ii. 28.7038357336% in the following order of priority:
        - (a) Sequentially, to AY, BY and CY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
        - (b) Concurrently, as follows:
          - (i) 64.8251779688% to WA, until retired
          - (ii) 35.1748220312% in the following order of priority:
            1. To WH, until reduced to its Scheduled Principal Balance for that Distribution Date
            2. To WJ, until retired
            3. To WH, without regard to its Scheduled Principal Balance, until retired
        - (c) Concurrently, as follows:
          1. 5.2632319689% to WO, until retired

2. 94.7367680311% sequentially, to WL, WM and WN, in that order, until retired

(d) Sequentially, to AY, BY and CY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

c. Sequentially, to PC, PG, VA, VB and ZP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 9**

A percentage of the Group 9 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 9 Principal Distribution Amount (the “Group 9 Adjusted Principal Distribution Amount”) and the KZ, ZG, ZK and ZM Accrual Amounts will be allocated as follows:

- The ZG Accrual Amount, sequentially, to KG and ZG, in that order, until retired
- The ZM Accrual Amount, sequentially, to VM, VN and ZM, in that order, until retired
- The KZ and ZK Accrual Amounts in the following order of priority:
  1. Sequentially, to KG and ZG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To KZ, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. To ZK, until retired
- The Group 9 Adjusted Principal Distribution Amount in the following order of priority:
  1. Sequentially, to AP, VM, VN and ZM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to AM and BM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. Sequentially, to KG and ZG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  4. To KZ, until reduced to its Scheduled Principal Balance for that Distribution Date
  5. To ZK, until retired
  6. To KZ, without regard to its Scheduled Principal Balance, until retired
  7. Sequentially, to KG and ZG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  8. Sequentially, to AM and BM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  9. Sequentially, to AP, VM, VN and ZM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 10**

The Group 10 Principal Distribution Amount and the LZ and ZL Accrual Amounts will be allocated as follows:

- The ZL Accrual Amount, sequentially, to LM and ZL, in that order, until retired
- The Group 10 Principal Distribution Amount and the LZ Accrual Amount in the following order of priority:
  1. Sequentially, to LM and ZL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. To LZ, until retired
3. Sequentially, to LM and ZL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 11**

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

- The ZT Accrual Amount, sequentially, to FT and ZT, in that order, until retired
- The Group 11 Principal Distribution Amount in the following order of priority:
  1. To ZT, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To FT, until retired
  3. To ZT, 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 Class</b>	
ZT* . . . . .	200% PSA through 1100% PSA
<b>PAC I Classes</b>	
AP, VM, VN and ZM (in the aggregate) . . . . .	120% PSA through 250% PSA
PA, PN and PQ (in the aggregate) . . . . .	108% PSA through 250% PSA
PC, PG, VA, VB and ZP (in the aggregate) . . . . .	120% PSA through 250% PSA
PW, VP, VQ and Z (in the aggregate) . . . . .	125% PSA through 250% PSA
QB, QW and QX (in the aggregate) . . . . .	108% PSA through 250% PSA
<b>PAC II Classes</b>	
AM and BM (in the aggregate) . . . . .	134% PSA through 250% PSA
AY, BY and CY (in the aggregate) . . . . .	130% PSA through 215% PSA
HC, HD, HE, HM and OH (in the aggregate) . . . . .	120% PSA through 225% PSA
KA and KB (in the aggregate) . . . . .	135% PSA through 250% PSA
ME, MG and MH (in the aggregate) . . . . .	130% PSA through 215% PSA
SA . . . . .	120% PSA through 250% PSA
UM and UN (in the aggregate) . . . . .	119% PSA through 225% PSA
<b>PAC III Classes</b>	
KG and ZG (in the aggregate) . . . . .	175% PSA through 250% PSA
YB and YX (in the aggregate) . . . . .	170% PSA through 245% PSA
<b>TAC Classes</b>	
HG . . . . .	200% PSA
KZ . . . . .	352% PSA
LM and ZL (in the aggregate) . . . . .	120% PSA
TA . . . . .	200% PSA
WH . . . . .	250% PSA
ZA . . . . .	200% PSA

\* No initial Effective Range or Rate.

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

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

<b>Class</b>	<b>Original Class Notional Balance</b>	<b>Represents Approximately</b>
EI . . . .	\$185,298,300	90% of PC and PG (in the aggregate) (PAC I Classes)
GI . . . .	16,666,666	33.3333333333% of GD (SEQ Class)
IJ . . . .	117,579,666	33.3333333333% of JH and PC (in the aggregate) (PAC I Classes)
IN . . . .	61,221,333	44.4444444444% of PA and PN (in the aggregate) (PAC I Classes)
JI . . . .	70,075,200	40% of AP (PAC I Class)
KI . . . .	9,895,600	40% of KG (PAC III/AD Class)
KS . . . .	100,000,000	100% of KF (PT Class)
NI . . . .	53,931,555	44.4444444444% of PA (PAC I Class)
QI . . . .	159,795,900	90% of PC (PAC I Class)
QS . . . .	73,971,498	75% of QB, QW and QX (in the aggregate) (PAC I Classes)
ST . . . .	10,402,000	100% of FT (SC/SUP/AD Class)
TI . . . .	43,184,800	40% of PW (PAC I Class)
YI . . . .	5,211,000	40% of YB (PAC III/AD Class)

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

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

## Available Combinations(1)

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
<b>Security Group 1</b>								
Combination 1(6)								
PA	\$121,346,000	NA	\$121,346,000	PAC I	2.50%	FIX	38376YWE7	May 2038
		NB	121,346,000	PAC I	2.75	FIX	38376YWF4	May 2038
		NC	121,346,000	PAC I	3.00	FIX	38376YWG2	May 2038
		ND	121,346,000	PAC I	3.25	FIX	38376YWH0	May 2038
		NE	121,346,000	PAC I	3.50	FIX	38376YWJ6	May 2038
		NG	121,346,000	PAC I	3.75	FIX	38376YWK3	May 2038
		NH	121,346,000	PAC I	4.00	FIX	38376YWL1	May 2038
		NI	53,931,555	NTL (PAC I)	4.50	FIX/IO	38376YWM9	May 2038
		NJ	121,346,000	PAC I	4.25	FIX	38376YWN7	May 2038
Combination 2(6)								
PA	\$121,346,000	IN	\$ 61,221,333	NTL (PAC I)	4.50%	FIX/IO	38376YWP2	August 2039
PN	16,402,000	NK	137,748,000	PAC I	2.50	FIX	38376YWQ0	August 2039
		NL	137,748,000	PAC I	2.75	FIX	38376YWR8	August 2039
		NM	137,748,000	PAC I	3.00	FIX	38376YWS6	August 2039
		NP	137,748,000	PAC I	3.25	FIX	38376YWT4	August 2039
		NQ	137,748,000	PAC I	3.50	FIX	38376YWU1	August 2039
		NU	137,748,000	PAC I	3.75	FIX	38376YWV9	August 2039
		NW	137,748,000	PAC I	4.00	FIX	38376YWW7	August 2039
		NX	137,748,000	PAC I	4.25	FIX	38376YWX5	August 2039

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 3								
PN	\$ 16,402,000	PB	\$ 26,402,000	PAC I	4.50%	FIX	38376YWY3	April 2040
PQ	10,000,000							
<b>Security Group 2</b>								
Combination 4								
BV	\$ 14,085,000	BC	\$ 46,381,387	SEQ	4.50%	FIX	38376YWZ0	April 2040
BW	10,363,000							
BZ	21,933,387							
<b>Security Group 4</b>								
Combination 5								
QW	\$ 74,944,000	QA	\$ 87,355,125	PAC I	3.00%	FIX	38376YXA4	February 2039
QX	12,411,125							
Combination 6								
SX	\$ 5,303,814	SW	\$ 6,655,936	SUP	(5)	INV	38376YXB2	April 2040
SY	1,352,122							
Combination 7								
SU	\$ 3,647,370	SB	\$ 10,303,306	SUP	(5)	INV	38376YXC0	April 2040
SX	5,303,814							
SY	1,352,122							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
<b>Security Group 5</b>								
Combination 8(6)								
PW	\$107,962,000	TI	\$ 43,184,800	NTL (PAC I)	5.00%	FIX/IO	38376YXD8	March 2038
		TM	107,962,000	PAC I	3.00	FIX	38376YXE6	March 2038
		TN	107,962,000	PAC I	3.25	FIX	38376YXF3	March 2038
		TP	107,962,000	PAC I	3.50	FIX	38376YXG1	March 2038
		TQ	107,962,000	PAC I	3.75	FIX	38376YXH9	March 2038
		TU	107,962,000	PAC I	4.00	FIX	38376YXJ5	March 2038
		TW	107,962,000	PAC I	4.25	FIX	38376YXK2	March 2038
		TX	107,962,000	PAC I	4.50	FIX	38376YXL0	March 2038
		TY	107,962,000	PAC I	4.75	FIX	38376YXM8	March 2038
Combination 9(6)								
YB	\$ 13,027,500	YC	\$ 13,027,500	PAC III/AD	3.00%	FIX	38376YXN6	April 2040
		YD	13,027,500	PAC III/AD	3.25	FIX	38376YXP1	April 2040
		YE	13,027,500	PAC III/AD	3.50	FIX	38376YXQ9	April 2040
		YG	13,027,500	PAC III/AD	3.75	FIX	38376YXR7	April 2040
		YH	13,027,500	PAC III/AD	4.00	FIX	38376YXS5	April 2040
		YI	5,211,000	NTL (PAC III/AD)	5.00	FIX/IO	38376YXT3	April 2040
		YJ	13,027,500	PAC III/AD	4.25	FIX	38376YXU0	April 2040
		YK	13,027,500	PAC III/AD	4.50	FIX	38376YXV8	April 2040
		YL	13,027,500	PAC III/AD	4.75	FIX	38376YXW6	April 2040
Combination 10								
VP	\$ 4,538,232	PX	\$ 26,260,000	PAC I	5.00%	FIX	38376YXX4	April 2040
VQ	11,701,814							
Z	10,019,954							

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
<b>Security Group 7</b>								
Combination 11								
GV	\$ 8,279,000	GB	\$ 27,262,892	SEQ	4.50%	FIX	38376YXY2	April 2040
GW	6,091,000							
GZ	12,892,892							
Combination 12(6)								
GD	\$ 50,000,000	GH	\$ 50,000,000	SEQ	3.00%	FIX	38376YXZ9	January 2037
		GI	16,666,666	NTL (SEQ)	4.50	FIX/IO	38376YYA3	January 2037
		GJ	50,000,000	SEQ	3.25	FIX	38376YYB1	January 2037
		GK	50,000,000	SEQ	3.50	FIX	38376YYC9	January 2037
		GL	50,000,000	SEQ	3.75	FIX	38376YYD7	January 2037
		GM	50,000,000	SEQ	4.00	FIX	38376YYE5	January 2037
		GN	50,000,000	SEQ	4.25	FIX	38376YYF2	January 2037
<b>Security Groups 2 and 7</b>								
Combination 13(8)								
BV	\$ 14,085,000	EV	\$ 22,364,000	SEQ/AD	4.50%	FIX	38376YYG0	May 2021
GV	8,279,000							
Combination 14(8)								
BW	\$ 10,363,000	EW	\$ 16,454,000	SEQ/AD	4.50%	FIX	38376YYH8	January 2027
GW	6,091,000							
Combination 15(8)								
BZ	\$ 21,933,387	EZ	\$ 34,826,279	SEQ	4.50%	FIX/Z	38376YYJ4	April 2040
GZ	12,892,892							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16(8)								
BV	\$ 14,085,000	EB	\$ 73,644,279	SEQ	4.50%	FIX	38376YYK1	April 2040
BW	10,363,000							
BZ	21,933,387							
GV	8,279,000							
GW	6,091,000							
GZ	12,892,892							
<b>Security Group 8</b>								
Combination 17								
PG	\$ 28,336,000	PD	\$ 52,319,000	PAC I	4.50%	FIX	38376YYL9	April 2040
VA	7,282,969							
VB	5,358,355							
ZP	11,341,676							
Combination 18(6)								
PC	\$177,551,000	QD	\$177,551,000	PAC I	3.00%	FIX	38376YYM7	November 2037
		QE	177,551,000	PAC I	3.25	FIX	38376YYN5	November 2037
		QG	177,551,000	PAC I	3.50	FIX	38376YYP0	November 2037
		QH	177,551,000	PAC I	3.75	FIX	38376YYQ8	November 2037
		QI	159,795,900	NTL (PAC I)	5.00	FIX/IO	38376YYR6	November 2037
		QJ	177,551,000	PAC I	4.00	FIX	38376YYs4	November 2037
		QK	177,551,000	PAC I	4.25	FIX	38376YYT2	November 2037
		QL	177,551,000	PAC I	4.50	FIX	38376YYU9	November 2037
		QM	168,206,210	PAC I	4.75	FIX	38376YYV7	November 2037
		QO	177,551,000	PAC I	0.00	PO	38376YYW5	November 2037

REMIC Securities		MX Securities						
<u>Class</u>	<u>Original Class Principal Balance</u>	<u>Related MX Class</u>	<u>Maximum Original Class or Class Notional Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
Combination 19(6)								
PC	\$177,551,000	EI	\$185,298,300	NTL (PAC D)	5.00%	FIX/IO	38376YYX3	March 2039
PG	28,336,000	EJ	205,887,000	PAC I	3.00	FIX	38376YYY1	March 2039
		EK	205,887,000	PAC I	3.25	FIX	38376YYZ8	March 2039
		EL	205,887,000	PAC I	3.50	FIX	38376YZA2	March 2039
		EM	205,887,000	PAC I	3.75	FIX	38376YZB0	March 2039
		EN	205,887,000	PAC I	4.00	FIX	38376YZC8	March 2039
		EO	205,887,000	PAC I	0.00	PO	38376YZD6	March 2039
		EP	205,887,000	PAC I	4.25	FIX	38376YZE4	March 2039
		EQ	205,887,000	PAC I	4.50	FIX	38376YZF1	March 2039
		EU	195,050,842	PAC I	4.75	FIX	38376YZG9	March 2039
<b>Security Group 9</b>								
Combination 20(6)								
AP	\$175,188,000	JA	\$175,188,000	PAC I	3.00%	FIX	38376YZH7	September 2037
		JB	175,188,000	PAC I	3.25	FIX	38376YZJ3	September 2037
		JC	175,188,000	PAC I	3.50	FIX	38376YZK0	September 2037
		JD	175,188,000	PAC I	3.75	FIX	38376YZL8	September 2037
		JE	175,188,000	PAC I	4.00	FIX	38376YZM6	September 2037
		JG	175,188,000	PAC I	4.25	FIX	38376YZN4	September 2037
		JH	175,188,000	PAC I	4.50	FIX	38376YZP9	September 2037
		JI	70,075,200	NTL (PAC D)	5.00	FIX/IO	38376YZQ7	September 2037
		JK	175,188,000	PAC I	4.75	FIX	38376YZR5	September 2037

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21(6)								
KG	\$ 24,739,000	KD	\$ 24,739,000	PAC III/AD	4.50%	FIX	38376YZS3	April 2040
		KE	24,739,000	PAC III/AD	4.75	FIX	38376YZT1	April 2040
		KI	9,895,600	NTL (PAC III/AD)	5.00	FIX/IO	38376YZU8	April 2040
		KJ	24,739,000	PAC III/AD	3.00	FIX	38376YZV6	April 2040
		KL	24,739,000	PAC III/AD	3.25	FIX	38376YZW4	April 2040
		KN	24,739,000	PAC III/AD	3.50	FIX	38376YZX2	April 2040
		KP	24,739,000	PAC III/AD	3.75	FIX	38376YZY0	April 2040
		KQ	24,739,000	PAC III/AD	4.00	FIX	38376YZZ7	April 2040
		KU	24,739,000	PAC III/AD	4.25	FIX	38376YA27	April 2040
<b>Security Groups 8 and 9</b>								
Combination 22(6)(8)								
JH(7)	\$175,188,000	IJ	\$117,579,666	NTL (PAC I)	4.50%	FIX/IO	38376YA35	November 2037
PC	177,551,000	JM	352,739,000	PAC I	3.00	FIX	38376YA43	November 2037
		JN	352,739,000	PAC I	3.25	FIX	38376YA50	November 2037
		JP	352,739,000	PAC I	3.50	FIX	38376YA68	November 2037
		JQ	352,739,000	PAC I	3.75	FIX	38376YA76	November 2037
		JU	352,739,000	PAC I	4.00	FIX	38376YA84	November 2037
		JW	352,739,000	PAC I	4.25	FIX	38376YA92	November 2037
		JX	352,739,000	PAC I	4.50	FIX	38376YB26	November 2037

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

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

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

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

- (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.
- (6) In the case of Combinations 1, 2, 8, 9, 12, 18, 19, 20, 21 and 22, various subcombinations are permitted. *See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.*
- (7) MX Class.
- (8) Combinations 13, 14, 15, 16 and 22 are derived from REMIC classes of separate Security Groups.



**\$608,111,688**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2010-084**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
CD	\$ 25,000,000	4.50%	SUP	FIX	38374YHA4	June 2040
CE	661,648	4.50	SUP	FIX	38374YHB2	July 2040
GA	14,930,000	4.50	SUP	FIX	38374YHC0	May 2039
GB	2,114,000	4.50	SUP	FIX	38374YHD8	September 2039
GC	2,591,000	4.50	SUP	FIX	38374YHE6	January 2040
GD	1,269,000	4.50	SUP	FIX	38374YHF3	April 2040
GE	2,276,000	4.50	SUP	FIX	38374YHG1	July 2040
PD(1)	70,554,000	4.50	PAC	FIX	38374YHH9	February 2033
PE(1)	10,608,000	4.50	PAC	FIX	38374YHJ5	February 2034
PG(1)	33,888,000	4.50	PAC	FIX	38374YHK2	February 2037
PH	22,745,000	4.50	PAC	FIX	38374YHL2	November 2038
PJ(1)	24,069,340	4.50	PAC	FIX	38374YHM8	July 2040
<b>Security Group 2</b>						
NA(1)	133,412,500	4.50	PAC	FIX	38374YHN6	December 2036
NB(1)	41,685,000	4.50	PAC	FIX	38374YHP1	August 2039
NC(1)	16,647,500	4.50	PAC	FIX	38374YHQ9	July 2040
TD	19,702,250	4.00	SUP	FIX	38374YHR7	August 2039
TE	7,050,000	4.25	SUP	FIX	38374YHS5	August 2039
TF	5,000,000	(5)	SUP	FLT	38374YHT3	August 2039
TG	1,574,778	4.50	SUP	FIX	38374YHU0	August 2039
TH	3,415,000	7.00	SUP	FIX	38374YHV8	August 2039
TJ	250,000	4.00	SUP	FIX	38374YHW6	July 2040
TK	250,000	5.00	SUP	FIX	38374YHX4	July 2040
TS	2,222,222	(5)	SUP	INV	38374YHY2	August 2039
TU	2,050,750	6.00	SUP	FIX	38374YHZ9	August 2039
TX	8,822,500	4.50	SUP	FIX	38374YJA2	February 2040
TY	7,917,500	4.50	SUP	FIX	38374YJB0	July 2040
<b>Security Group 3</b>						
WA	1,050,000	4.00	SUP	FIX	38374YJC8	December 2039
WB	123,448	4.50	SUP	FIX	38374YJD6	March 2040
WC	166,594	4.50	SUP	FIX	38374YJE4	July 2040
WK	135,000	4.00	PAC II	FIX	38374YJF1	July 2040
WL	15,000	4.00	PAC II	FIX	38374YJG9	July 2040
WO	36,256	0.00	SUP	PO	38374YJH7	July 2040
YA(1)	5,008,000	4.00	PAC I	FIX	38374YJJ3	October 2038
YB	867,000	4.00	PAC I	FIX	38374YJK0	July 2040
<b>Security Group 4</b>						
FL(1)	28,475,685	(5)	SC/PT	FLT	38374YJL8	June 2037
TL	28,475,685	(5)	NTL (SC/PT)	INV/IO	38374YJM6	June 2037
TM(1)	28,475,685	(5)	NTL (SC/PT)	INV/IO	38374YJN4	June 2037
TN(1)	28,475,685	(5)	NTL (SC/PT)	INV/IO	38374YJP9	June 2037
<b>Security Group 5</b>						
HF(1)	23,696,672	(5)	SC/PT	FLT	38374YJQ7	May 2038
HS(1)	23,696,672	(5)	NTL (SC/PT)	INV/IO	38374YJR5	May 2038
<b>Security Group 6</b>						
TA	6,000,000	4.25	SC/PT	FIX	38374YJS3	May 2040
TB	600,000	7.00	SC/PT	FIX	38374YJT1	May 2040
TC	512,574	4.50	SC/PT	FIX	38374YJU8	May 2040

(Cover continued on next page)

**NOMURA**

**Sandgrain Securities, Inc.**

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

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 7</b>						
CM . . . . .	\$ 101,833	4.50%	SC/SUP	FIX	38374YJV6	June 2040
QA . . . . .	11,963,000	4.50	SC/PAC	FIX	38374YJW4	June 2040
QB . . . . .	35,708,000	4.50	SC/PAC	FIX	38374YJX2	June 2040
<b>Security Group 8</b>						
MA(1) . . . . .	22,614,638	5.00	SC/PT	FIX	38374YJY0	June 2039
<b>Security Group 9</b>						
CN . . . . .	68,000	5.00	SC/SUP	FIX	38374YJZ7	October 2037
UA(1) . . . . .	10,264,000	5.00	SC/PAC	FIX	38374YKA0	October 2037
<b>Residual</b>						
R . . . . .	0	0.00	NPR	NPR	38374YKB8	July 2040

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

## TERMS SHEET

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

**Sponsor:** Nomura Securities International, Inc.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** July 30, 2010

**Distribution Dates:** For the Group 1, 2, 3, 5, 6, 7 and 8 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2010. For the Group 4 and 9 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 2010.

**Trust Assets:**

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

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

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of a certain MX Class in Groups 1 and 2, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust 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> \$210,705,988	357	3	4.9%
<b>Group 2 Trust Assets</b> \$250,000,000	349	10	4.9%
<b>Group 3 Trust Assets</b> \$ 7,401,298	350	9	4.5%

<sup>1</sup> As of July 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 Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FL . . . . .	LIBOR + 0.30%	0.64094%	0.30%	7.000%	0	0.00%
FM . . . . .	LIBOR + 0.35%	0.69094%	0.35%	7.000%	0	0.00%
FN . . . . .	LIBOR + 0.40%	0.74094%	0.40%	7.000%	0	0.00%
HF . . . . .	LIBOR + 0.45%	0.79000%	0.45%	6.500%	0	0.00%
HS . . . . .	6.05% – LIBOR	5.71000%	0.00%	6.050%	0	6.05%
TF . . . . .	LIBOR + 1.20%	1.54700%	1.20%	6.500%	0	0.00%
TL . . . . .	6.60% – LIBOR	0.10000%	0.00%	0.100%	0	6.60%
TM . . . . .	6.70% – LIBOR	0.05000%	0.00%	0.050%	0	6.70%
TN . . . . .	6.65% – LIBOR	0.05000%	0.00%	0.050%	0	6.65%
TS . . . . .	11.925% – (LIBOR × 2.25)	11.14425%	0.00%	11.925%	0	5.30%

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

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

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

**SECURITY GROUP 1**

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

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

**SECURITY GROUP 2**

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

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

**SECURITY GROUP 3**

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

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

**SECURITY GROUP 4**

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

**SECURITY GROUP 5**

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

**SECURITY GROUP 6**

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

**SECURITY GROUP 7**

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

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

**SECURITY GROUP 8**

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

**SECURITY GROUP 9**

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

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

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

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

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

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

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

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

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2010-055	FH(5)	May 28, 2010	38377FSU6	(4)	FLT	June 2037	SC/PT	\$ 30,089,855	0.94635503	\$28,475,685	100.0000000000%	6.500%	310	45	I
5	Ginnie Mae	2010-050	YF	April 30, 2010	38376YHS3	(4)	FLT	May 2038	PAC/AD	75,029,855	0.98722522	23,696,672	31.9916771797%	5.290	356	4	II
5	Ginnie Mae	2010-050	YS	April 30, 2010	38376YHV6	(4)	INV/IO	May 2038	NTL (PAC/AD)	75,029,855	0.98722522	23,696,672	31.9916771797%	5.290	356	4	II
6	Ginnie Mae	2010-075	MA(5)	June 30, 2010	38377GMZ9	4.5%	FIX	May 2040	SC/SUP	19,000,000	0.99587998	7,112,574	37.5894736842%	5.289	356	4	II
7	Ginnie Mae	2009-118	WP	December 30, 2009	38376PMF4	4.5	FIX	December 2039	PAC I	33,998,183	1.00000000	3,100,000	9.1181343427%	4.925	350	9	II
7	Ginnie Mae	2009-123	PC	December 30, 2009	38376JZ64	4.5	FIX	December 2039	PAC	17,306,833	1.00000000	17,306,833	100.0000000000%	4.959	349	10	II
7	Ginnie Mae	2010-055	QK	May 28, 2010	38377FSL6	4.5	FIX	May 2040	PAC I	10,000,000	1.00000000	10,000,000	100.0000000000%	4.931	346	12	II
7	Ginnie Mae	2010-059	LC(3)	May 28, 2010	38377FZJ3	4.5	FIX	May 2040	PAC I	12,340,000	1.00000000	12,340,000	100.0000000000%	4.914	347	11	II
7	Ginnie Mae	2010-069	AP	June 30, 2010	38377GAA7	4.5	FIX	June 2040	PAC I	5,026,000	1.00000000	5,026,000	100.0000000000%	4.900	346	12	II
8	Ginnie Mae	2009-042	DP(3)	June 30, 2009	38374UYK1	5.0	FIX	June 2039	PAC I	131,249,000	0.90458552	22,614,638	19.0477641734%	6.486	337	21	II
9	Ginnie Mae	2010-030	NB	March 30, 2010	38376XVN0	5.0	FIX	October 2037	PAC I	69,932,000	1.00000000	10,332,000	14.7743522279%	5.500	348	10	I

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



\$1,164,758,242

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-099

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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>						
FP(1)	\$ 48,029,250	(5)	PAC I	FLT	38377DCK0	August 2040
FQ(1)	12,939,000	(5)	PAC I	FLT	38377DCL8	August 2040
MA(1)	23,243,000	4.5%	PAC III/AD	FIX	38377DCM6	August 2040
MZ	1,000	4.5	PAC III/AD	FIX/Z	38377DCN4	August 2040
NP(1)	41,429,000	4.5	TAC/AD	FIX	38377DCP9	August 2040
NZ	1,000	4.5	TAC/AD	FIX/Z	38377DCQ7	August 2040
PA(1)	193,755,000	4.5	PAC I	FIX	38377DCR5	August 2033
PB(1)	27,325,000	4.5	PAC I	FIX	38377DCS3	September 2034
PC(1)	89,974,000	4.5	PAC I	FIX	38377DCR5	September 2037
PD(1)	41,884,000	4.5	PAC I	FIX	38377DCU8	December 2038
PO(1)	16,009,750	0.0	PAC I	PO	38377DCV6	August 2040
PS(1)	48,029,250	(5)	NTL (PAC I)	INV/IO	38377DCW4	August 2040
QO(1)	4,313,000	0.0	PAC I	PO	38377DCX2	August 2040
QS(1)	12,939,000	(5)	NTL (PAC I)	INV/IO	38377DCY0	August 2040
XA(1)	150,079,000	4.5	PAC I	FIX	38377DCZ7	March 2036
XB(1)	64,085,000	4.5	PAC I	FIX	38377DDA1	August 2039
XC(1)	4,584,000	4.5	PAC I	FIX	38377ddb9	November 2039
YA	5,918,000	4.5	PAC II	FIX	38377DDC7	August 2040
YB	831,000	4.5	PAC II	FIX	38377DDD5	August 2040
YE	19,890,000	4.5	PAC II	FIX	38377DDE3	August 2040
YG	1,647,000	4.5	PAC II	FIX	38377DDF0	August 2040
ZB	3,955,000	4.5	SUP	FIX/Z	38377DDG8	August 2040
ZC	35,590,000	4.5	TAC/AD	FIX/Z	38377DDH6	August 2040
ZD	60,000,000	4.5	TAC/AD	FIX/Z	38377DDJ2	August 2040
ZE	4,518,000	4.5	SUP	FIX/Z	38377DDK9	August 2040
<b>Security Group 2</b>						
GT(1)	25,000,000	5.0	PAC/AD	FIX	38377DDL7	August 2040
TQ	52,000	5.0	PAC/AD	FIX	38377DDM5	August 2040
ZT	4,157,117	5.0	SUP	FIX/Z	38377DDN3	August 2040
<b>Security Group 3</b>						
KA	25,000,000	4.0	SEQ/AD	FIX	38377DDP8	December 2038
KF	5,000,000	(5)	SEQ/AD	FLT	38377DDQ6	December 2038
KS	5,000,000	(5)	NTL (SEQ/AD)	INV/IO	38377DDR4	December 2038
KZ	1,013,406	4.5	SEQ	FIX/Z	38377DDS2	August 2040
<b>Security Group 4</b>						
CE	32,444,000	3.0	SC/PAC	FIX	38377DDT0	August 2039
FE	3,817,796	(5)	SC/SUP	FLT	38377DDU7	August 2039
SE	3,817,796	(5)	SC/SUP	INV	38377DDV5	August 2039
<b>Security Group 5</b>						
D	10,245,840	4.0	SC/PT	FIX	38377DDW3	December 2038
DI	2,049,168	5.0	NTL (SC/PT)	FIX/IO	38377DDX1	December 2038
<b>Security Group 6</b>						
KI	4,631,666	4.5	NTL (SC/PT)	FIX/IO	38377DDY9	August 2039
KM	41,685,000	4.0	SC/PT	FIX	38377DDZ6	August 2039
<b>Security Group 7</b>						
CM	11,789,447	4.0	SC/SUP	FIX	38377DEA0	January 2039
LA(1)	110,019,000	4.0	SC/PAC	FIX	38377DEB8	January 2039
<b>Security Group 8</b>						
CN	95,840	4.5	SC/SUP	FIX	38377DEC6	July 2040
FM(1)	10,155,250	(5)	SC/PAC	FLT	38377DED4	July 2040
NJ(1)	30,465,750	4.0	SC/PAC	FIX	38377DEE2	July 2040
SM(1)	10,155,250	(5)	NTL (SC/PAC)	INV/IO	38377DEF9	July 2040
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38377DEG7	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.  
(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.  
(5) See "Terms Sheet — Interest Rates" in this Supplement.

NOMURA

Sandgrain Securities, Inc.

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

## TERMS SHEET

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

**Sponsor:** Nomura Securities International, Inc.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** August 30, 2010

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

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 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>			
\$850,000,000	357	3	4.90%
<b>Group 2 Trust Assets</b>			
\$ 29,209,117	344	13	5.50%
<b>Group 3 Trust Assets</b>			
\$ 31,013,406	359	1	4.85%

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

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FE . . . . .	LIBOR + 1.20%	1.547%	1.20%	6.00%	0	0.00%
FM . . . . .	LIBOR + 1.15%	1.487%	1.15%	6.00%	0	0.00%
FN . . . . .	LIBOR + 1.15%	1.479%	1.15%	6.00%	0	0.00%
FP . . . . .	LIBOR + 1.15%	1.479%	1.15%	6.00%	0	0.00%
FQ . . . . .	LIBOR + 1.15%	1.479%	1.15%	6.00%	0	0.00%
KF . . . . .	LIBOR + 0.35%	0.679%	0.35%	7.00%	0	0.00%
KS . . . . .	6.65% – LIBOR	6.321%	0.00%	6.65%	0	6.65%
NS . . . . .	4.85% – LIBOR	4.521%	0.00%	4.85%	0	4.85%
PS . . . . .	4.85% – LIBOR	4.521%	0.00%	4.85%	0	4.85%
QS . . . . .	4.85% – LIBOR	4.521%	0.00%	4.85%	0	4.85%
SE . . . . .	4.80% – LIBOR	4.453%	0.00%	4.80%	0	4.80%
SM . . . . .	4.85% – LIBOR	4.513%	0.00%	4.85%	0	4.85%
SN . . . . .	14.55% – (LIBOR × 3.00)	13.563%	0.00%	14.55%	0	4.85%
SP . . . . .	14.55% – (LIBOR × 3.00)	13.563%	0.00%	14.55%	0	4.85%
SQ . . . . .	14.55% – (LIBOR × 3.00)	13.563%	0.00%	14.55%	0	4.85%

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

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

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the MZ, NZ, ZB, ZC, ZD and ZE Accrual Amounts will be allocated as follows:

- The MZ Accrual Amount, sequentially, to MA and MZ, in that order, until retired
- The NZ Accrual Amount, sequentially, to NP and NZ, in that order, until retired
- The ZB and ZC Accrual Amounts in the following order of priority:
  1. Sequentially, to MA and MZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To ZC, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. To ZB, until retired
  4. To ZC, without regard to its Scheduled Principal Balance, until retired

- The ZD and ZE Accrual Amounts in the following order of priority:
  1. Sequentially, to NP and NZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To ZD, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. To ZE, until retired
  4. To ZD, without regard to its Scheduled Principal Balance, until retired
- The Group 1 Principal Distribution Amount in the following order of priority:
  1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
    - a. 63.8578387906% in the following order of priority:
      - i. Sequentially, to PA, PB, PC and PD, in that order, until retired
      - ii. Concurrently, to FP and PO, pro rata, until retired
    - b. 36.1421612094% in the following order of priority:
      - i. Sequentially, to XA, XB and XC, in that order, until retired
      - ii. Concurrently, to FQ and QO, pro rata, until retired
  2. Concurrently, as follows:
    - a. 35.2943564964% in the following order of priority:
      - i. Sequentially, to YA and YB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - ii. Sequentially, to MA and MZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - iii. To ZC, until reduced to its Scheduled Principal Balance for that Distribution Date
      - iv. To ZB, until retired
      - v. To ZC, without regard to its Scheduled Principal Balance, until retired
      - vi. Sequentially, to MA and MZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
      - vii. Sequentially, to YA and YB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
    - b. 64.7056435036% in the following order of priority:
      - i. Sequentially, to YE and YG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - ii. Sequentially, to NP and NZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
      - iii. To ZD, until reduced to its Scheduled Principal Balance for that Distribution Date
      - iv. To ZE, until retired
      - v. To ZD, without regard to its Scheduled Principal Balance, until retired

vi. Sequentially, to NP and NZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

vii. Sequentially, to YE and YG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

#### **SECURITY GROUP 2**

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

1. Sequentially, to GT and TQ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. To ZT, until retired

3. Sequentially, to GT and TQ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 3**

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) and the KZ Accrual Amount will be allocated in the following order of priority:

1. Concurrently, to KA and KF, pro rata, until retired

2. To KZ, until retired

#### **SECURITY GROUP 4**

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

1. To CE, until reduced to its Scheduled Principal Balance for that Distribution Date

2. Concurrently, to FE and SE, pro rata, until retired

3. To CE, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 5**

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

#### **SECURITY GROUP 6**

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

#### **SECURITY GROUP 7**

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

1. To LA, until reduced to its Scheduled Principal Balance for that Distribution Date

2. To CM, until retired

3. To LA, without regard to its Scheduled Principal Balance, until retired

**SECURITY GROUP 8**

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

1. Concurrently, to FM and NJ, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To CN, until retired
3. Concurrently, to FM and NJ, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>PAC Classes</b>	
CE .....	175% PSA through 300% PSA
FM and NJ (in the aggregate)* .....	120% PSA through 250% PSA
GT and TQ (in the aggregate) .....	200% PSA through 300% PSA
LA .....	190% PSA through 250% PSA
<b>PAC I Classes</b>	
FP, FQ, PA, PB, PC, PD, PO, QO, XA, XB and XC (in the aggregate) .....	120% PSA through 250% PSA
<b>PAC II Classes</b>	
YA and YB (in the aggregate) .....	130% PSA through 250% PSA
YE and YG (in the aggregate) .....	140% PSA through 230% PSA
<b>PAC III Classes</b>	
MA and MZ (in the aggregate)** .....	168% PSA through 250% PSA
<b>TAC Classes</b>	
NP and NZ (in the aggregate) .....	133% PSA
ZC .....	267% PSA
ZD .....	326% PSA

\* The initial Effective Range is 108% PSA through 207% PSA.

\*\* The initial Effective Range is 168% PSA through 249% PSA.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DI . . .	\$ 2,049,168	20% of D (SC/PT Class)
IJ . . . .	9,307,555	22.2222222222% of PD (PAC I Class)
IN. . . .	23,016,111	55.5555555556% of NP (TAC/AD Class)
IQ . . .	9,032,333	11.1111111111% of FP, FQ, PO and QO (in the aggregate) (PAC I Classes)
IT . . . .	17,500,000	70% of GT (PAC/AD Class)
IY . . . .	4,513,444	11.1111111111% of FM and NJ (in the aggregate)(PAC I Classes)
JL . . . .	9,108,333	33.3333333333% of PB (PAC I Class)
KI . . . .	4,631,666	11.1111111111% of KM (SC/PT Class)
KS . . . .	5,000,000	100% of KF (SEQ/AD Class)
LI . . . .	40,006,909	36.3636363636% of LA (SC/PAC Class)
MI . . . .	12,912,777	55.5555555556% of MA (PAC III/AD Class)
NI . . . .	19,994,222	22.2222222222% of PC (PAC I Class)
NS . . . .	60,968,250	100% of FP and FQ (in the aggregate)(PAC I Classes)
PI . . . .	129,170,000	66.6666666667% of PA (PAC I Class)
PS . . . .	48,029,250	100% of FP (PAC I Class)
QI . . . .	15,259,777	22.2222222222% of XB and XC (in the aggregate)(PAC I Classes)
QS . . . .	12,939,000	100% of FQ (PAC I Class)
SM . . . .	10,155,250	100% of FM (SC/PAC Class)
WI . . . .	150,079,000	100% of XA (PAC I Class)
XI . . . .	214,164,000	100% of XA and XB (in the aggregate)(PAC I Classes)

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

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

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2009-079	CA(3)(4)	September 30, 2009	38376CWT2	3.0%	FIX	August 2039	SC/PAC/AD	\$557,736,000	0.80159185	\$ 40,079,592	8.9648148945%	(4)	(4)	(4)	II
5	Ginnie Mae	2010-064	NB	May 28, 2010	38377E2R4	5.0	FIX	December 2038	PAC/AD	10,245,840	1.00000000	10,245,840	100.000000000000%	5.288	356	4	II
6	Ginnie Mae	2010-084	NB	July 30, 2010	38374YHP1	4.5	FIX	August 2039	PAC	41,685,000	1.00000000	41,685,000	100.000000000000%	4.936	347	11	II
7	Ginnie Mae	2009-068	AH	August 28, 2009	38373ATW6	4.0	FIX	January 2039	PAC/AD	156,428,572	0.81205632	121,808,448	95.8904106086%	6.000	335	23	I
8	Ginnie Mae	2010-084	NY(3)(4)	July 30, 2010	38374YPC1	4.5	FIX	July 2040	PAC	40,716,840	1.00000000	40,716,840	100.000000000000%	(4)	(4)	(4)	II

- (1) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of August 2010.
- (3) MX Class.
- (4) Ginnie Mae 2010-084 Class NY is an MX Class that is derived from REMIC Classes NC and PJ of separate Security Groups. Ginnie Mae 2009-079 Class CA is backed by underlying Trust MBS and previously issued certificates, Classes AF, AS, EF, ES, IP, PL, PZ and WZ from Ginnie Mae REMIC Trust 2009-061. Copies of the Cover Pages, Terms Sheets, Schedule I and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2009-061, 2009-079 and 2010-084 are included in Exhibit B. The REMIC Classes and previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class/Subgroup	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)
2009-079	Subgroup 1A Trust Assets	6.458%	334	23
2009-061	AF	6.467	334	23
2009-061	AS	6.467	334	23
2009-061	EF	6.467	334	23
2009-061	ES	6.467	334	23
2009-061	IP	6.467	334	23
2009-061	PL	6.467	334	23
2009-061	PZ	6.467	334	23
2009-061	WZ	6.467	334	23
2010-084	NC	4.936	347	11
2010-084	PJ	4.920	356	4



\$846,120,090

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-103

**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>						
WA	\$ 63,150,159	(5)	PT	WAC/DLY	38377DSY3	August 2034
<b>Security Group 2</b>						
DP(1)	6,720,000	4.5%	PAC/AD	FIX	38377DSZ0	February 2039
EZ(1)	40,000,000	4.5	SUP	FIX/Z	38377DTA4	August 2040
P(1)	92,420,000	4.5	PAC/AD	FIX	38377DTB2	May 2032
PB(1)	20,275,000	4.5	PAC/AD	FIX	38377DTC0	February 2034
PC(1)	42,705,000	4.5	PAC/AD	FIX	38377DTD8	April 2037
PD(1)	21,280,000	4.5	PAC/AD	FIX	38377DTE6	February 2039
PE(1)	26,600,000	4.5	PAC/AD	FIX	38377DTF3	August 2040
<b>Security Group 3</b>						
JZ(1)	17,000,000	4.5	SC/SUP	FIX/Z	38377DTG1	April 2040
VJ	15,969,931	4.5	SC/PAC/AD	FIX	38377DTH9	April 2040
<b>Security Group 4</b>						
DA(1)	102,800,000	4.5	PAC/AD	FIX	38377DTJ5	April 2033
DB(1)	10,050,000	4.5	PAC/AD	FIX	38377DTK2	February 2034
DC(1)	50,000,000	4.5	PAC/AD	FIX	38377DTL0	October 2037
DE(1)	7,260,000	4.5	PAC/AD	FIX	38377DTM8	December 2038
DZ	40,000,000	4.5	SUP	FIX/Z	38377DTN6	August 2040
PL(1)	10,890,000	4.5	PAC/AD	FIX	38377DTP1	December 2038
PM(1)	29,000,000	4.5	PAC/AD	FIX	38377DTQ9	August 2040
<b>Security Group 5</b>						
DN(1)	6,593,000	4.5	PAC/AD	FIX	38377DTR7	February 2039
N(1)	90,674,000	4.5	PAC/AD	FIX	38377DTS5	March 2032
NC(1)	23,777,000	4.5	PAC/AD	FIX	38377DTT3	April 2034
ND(1)	38,922,000	4.5	PAC/AD	FIX	38377DTU0	March 2037
NE(1)	23,963,000	4.5	PAC/AD	FIX	38377DTV8	February 2039
NG	26,071,000	4.5	PAC/AD	FIX	38377DTW6	August 2040
NZ	40,000,000	4.5	SUP	FIX/Z	38377DTX4	August 2040
<b>Residual</b>						
R	0	0.0	NPR	NPR	38377DTY2	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.
- (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) See "Terms Sheet — Interest Rates" in this Supplement.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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 "exempt securities" under the Securities Exchange Act of 1934.



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

## TERMS SHEET

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

**Sponsor:** RBS Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

**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 or Subgroup<sup>(1)</sup></u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1A	Ginnie Mae I	5.795% <sup>(2)</sup>	30
1B	Ginnie Mae II	5.504% <sup>(3)</sup>	30
1C <sup>(4)</sup>	Ginnie Mae II	5.551% <sup>(5)</sup>	30
1D <sup>(4)</sup>	Ginnie Mae I	5.974% <sup>(6)</sup>	30
2	Ginnie Mae II	4.500%	30
3	Underlying Certificate	(7)	(7)
4	Ginnie Mae II	4.500%	30
5	Ginnie Mae II	4.500%	30

<sup>(1)</sup> The Group 1 Trust Assets consist of subgroups, Subgroup 1A, Subgroup 1B, Subgroup 1C and Subgroup 1D (each, a “Subgroup”).

<sup>(2)</sup> The Ginnie Mae I MBS Certificates that constitute the Subgroup 1A Trust Assets have Certificate Rates ranging from 5.480% to 6.750%. The Weighted Average Certificate Rate shown for the Subgroup 1A Trust Assets represents the average of the Certificate Rates of those Trust Assets, weighted on the basis of the respective principal balances of such Trust MBS.

<sup>(3)</sup> The Ginnie Mae II MBS Certificates that constitute the Subgroup 1B Trust Assets have Certificate Rates ranging from 5.250% to 6.200%. The Weighted Average Certificate Rate shown for the Subgroup 1B Trust Assets represents the average of the Certificate Rates of those Trust Assets, weighted on the basis of the respective principal balances of such Trust MBS.

<sup>(4)</sup> The Mortgage Loans underlying the Subgroup 1C and 1D Trust Assets consist primarily of buydown mortgage loans. See “*The Trust Assets— The Mortgage Loans*” in this Supplement.

<sup>(5)</sup> The Ginnie Mae II MBS Certificates that constitute the Subgroup 1C Trust Assets have Certificate Rates ranging from 5.400% to 5.750%. The Weighted Average Certificate Rate shown for the Subgroup 1C Trust Assets represents the average of the Certificate Rates of those Trust Assets, weighted on the basis of the respective principal balances of such Trust MBS.

<sup>(6)</sup> The Ginnie Mae I MBS Certificates that constitute the Subgroup 1D Trust Assets have Certificate Rates ranging from 5.750% to 5.990%. The Weighted Average

Certificate Rate shown for the Subgroup 1D Trust Assets represents the average of the Certificate Rates of those Trust Assets, weighted on the basis of the respective principal balances of such Trust MBS.

<sup>(7)</sup> 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. Except in the case of a certain MX Class in Groups 2 and 3, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4 and 5 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>Subgroup 1A Trust Assets</b>			
\$ 46,640,845	232	119	6.295%
<b>Subgroup 1B Trust Assets</b>			
\$ 9,453,285	244	104	6.004%
<b>Subgroup 1C Trust Assets</b>			
\$ 434,892	284	76	6.301%
<b>Subgroup 1D Trust Assets</b>			
\$ 6,621,137	232	128	6.474%
<b>Group 2 Trust Assets</b>			
\$250,000,000	359	1	4.920%
<b>Group 4 Trust Assets</b>			
\$ 28,000,000	359	1	4.920%
171,000,000	355	5	4.921
<u>51,000,000</u>	352	7	4.900
<u>\$250,000,000</u>			
<b>Group 5 Trust Assets</b>			
\$250,000,000	360	0	4.920%

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

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

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

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

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes an Interest Only or 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.

Class WA is a Weighted Average Coupon Class. Class WA will accrue interest during each Accrual Period based on the Weighted Average Certificate Rate of the Group 1 Trust Assets. The approximate initial Interest Rate for Class WA, which will be in effect for the first Accrual Period, is 5.76836%.

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

#### **SECURITY GROUP 1**

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

#### **SECURITY GROUP 2**

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

1. To the Group 2 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Sequentially, to P, PB and PC, in that order, while outstanding
  - b. Concurrently, to DP and PD, pro rata, while outstanding
  - c. To PE, while outstanding
2. To EZ, until retired
3. To the Group 2 PAC Classes, in the same manner and order of priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 3**

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

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

**SECURITY GROUP 4**

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

1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Sequentially, to DA, DB and DC, in that order, while outstanding
  - b. Concurrently, to DE and PL, pro rata, while outstanding
  - c. To PM, while outstanding
2. To DZ, until retired
3. To the Group 4 PAC Classes, in the same manner and order of priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 5**

A percentage of the Group 5 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 5 Principal Distribution Amount (the “Group 5 Adjusted Principal Distribution Amount”) and the NZ Accrual Amount will be allocated in the following order of priority:

1. To the Group 5 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Sequentially, to N, NC and ND, in that order, while outstanding
  - b. Concurrently, to DN and NE, pro rata, while outstanding
  - c. To NG, while outstanding
2. To NZ, until retired
3. To the Group 5 PAC Classes, in the same manner and order of priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Security Group</u>	<u>Class</u>	<u>Structuring Range</u>
2	DP, P, PB, PC, PD and PE (in the aggregate) . . . . .	155% PSA through 250% PSA
3	VJ . . . . .	180% PSA through 275% PSA
4	DA, DB, DC, DE, PL and PM (in the aggregate) . . . . .	155% PSA through 250% PSA
5	DN, N, NC, ND, NE and NG (in the aggregate) . . . . .	155% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 2</b>		
ID . . . .	\$ 4,728,888	22.2222222222% of PD (PAC/AD Class)
IE . . . .	5,911,111	22.2222222222% of PE (PAC/AD Class)
IM . . . .	54,040,000	33.3333333333% of DP, P, PB and PC (in the aggregate) (PAC/AD Classes)
PI . . . .	10,640,000	22.2222222222% of PD and PE (in the aggregate) (PAC/AD Classes)
<b>Security Group 4</b>		
DI . . . .	\$56,703,333	33.3333333333% of DA, DB, DC and DE (in the aggregate) (PAC/AD Classes)
IP . . . .	6,444,444	22.2222222222% of PM (PAC/AD Class)
IQ . . . .	8,864,444	22.2222222222% of PL and PM (in the aggregate) (PAC/AD Classes)
LI . . . .	2,420,000	22.2222222222% of PL (PAC/AD Class)
<b>Security Group 5</b>		
IN . . . .	\$53,322,000	33.3333333333% of DN, N, NC and ND (in the aggregate) (PAC/AD Classes)
NI . . . .	5,325,111	22.2222222222% of NE (PAC/AD Class)

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

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



**\$1,439,338,424**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-112**

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***OFFERING CIRCULAR SUPPLEMENT***  
**September 23, 2010**

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**NOMURA**  
**Loop Capital Markets LLC**