



\$916,087,005

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-131

**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 October 29, 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>						
AF	\$ 34,489,332	(5)	PAC I/AD	FLT	38377LSM1	October 2040
AS	34,489,332	(5)	NTL (PAC I/AD)	INV/IO	38377LSN9	October 2040
DF(1)	8,715,334	(5)	PAC I/AD	FLT	38377LSP4	October 2040
DS(1)	8,715,334	(5)	NTL (PAC I/AD)	INV/IO	38377LSQ2	October 2040
FA(1)	78,000,000	(5)	PAC I/AD	FLT	38377LSR0	April 2040
LP(1)	8,023,334	4.00%	PAC I/AD	FIX	38377LSS8	October 2040
PK	130,000,000	2.50	PAC I/AD	FIX	38377LST6	April 2040
SB(1)	78,000,000	(5)	NTL (PAC I/AD)	INV/IO	38377LSU3	April 2040
SC(1)	78,000,000	(5)	NTL (PAC I/AD)	INV/IO	38377LSV1	April 2040
ZB(1)	32,991,161	4.50	SUP	FIX/Z	38377LSW9	October 2040
ZC(1)	6,469,000	4.50	PAC II/AD	FIX/Z	38377LSX7	October 2040
<b>Security Group 2</b>						
BP(1)	173,844,572	1.75	PAC I/AD	FIX	38377LSY5	July 2040
EF(1)	66,284,666	(5)	PAC I/AD	FLT	38377LSZ2	October 2040
ES(1)	66,284,666	(5)	NTL (PAC I/AD)	INV/IO	38377LTA6	October 2040
FD(1)	130,383,428	(5)	PAC I/AD	FLT	38377LTB4	July 2040
MP(1)	1,216,334	4.00	PAC III/AD	FIX	38377LTC2	October 2040
PL(1)	8,055,000	4.00	PAC I/AD	FIX	38377LTD0	October 2040
PM(1)	17,924,000	4.00	PAC II/AD	FIX	38377LTE8	October 2040
SE(1)	130,383,428	(5)	NTL (PAC I/AD)	INV/IO	38377LTF5	July 2040
SG(1)	130,383,428	(5)	NTL (PAC I/AD)	INV/IO	38377LTG3	July 2040
ZD(1)	50,615,839	4.50	SUP	FIX/Z	38377LTH1	October 2040
ZE(1)	9,924,000	4.50	PAC IV/AD	FIX/Z	38377LTJ7	October 2040
<b>Security Group 3</b>						
AL(1)	46,831,646	4.50	SC/SEQ/AD	FIX	38377LTK4	August 2039
AQ	1,000	4.50	SC/SEQ/AD	FIX	38377LTL2	August 2039
FM	15,610,881	(5)	SC/SEQ/AD	FLT	38377LTM0	August 2039
SM	15,610,881	(5)	NTL (SC/SEQ/AD)	INV/IO	38377LTN8	August 2039
ZX	1,000	5.00	SC/SEQ	FIX/Z	38377LTP3	August 2039
<b>Security Group 4</b>						
LA	34,000	4.50	SC/SEQ	FIX	38377LTQ1	April 2039
LY(1)	12,958,478	4.50	SC/SEQ	FIX	38377LTR9	April 2039
<b>Security Group 5</b>						
MA(1)	32,737,521	4.50	SC/SEQ	FIX	38377LTS7	May 2040
MY(1)	26,965,879	4.50	SC/SEQ	FIX	38377LTT5	May 2040
NA(1)	24,010,600	4.50	SC/SEQ	FIX	38377LTU2	May 2040
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38377LTV0	October 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.

Deutsche Bank Securities

Aladdin Capital LLC

The date of this Offering Circular Supplement is October 21, 2010.

## AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”);
- the Base Offering Circular; and
- in the case of the Group 3, 4 and 5 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:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** October 29, 2010

**Distribution Dates:** For the Group 1 and 2 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in November 2010. For the Group 3, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in November 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 I	4.5%	30
2	Ginnie Mae I	4.5%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	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. Except in the case of certain MX Classes in Groups 1, 2, 3 and 4, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 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>Mortgage Rate</u>
<b>Group 1 Trust Assets</b>			
\$298,688,161	355	5	5.0%
<b>Group 2 Trust Assets</b>			
\$458,247,839	355	5	5.0%

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

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

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

certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes an 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>
AF	LIBOR + 0.40%	0.66%	0.40%	7.00%	0	0.00%
AS	6.60% – LIBOR	6.34%	0.00%	6.60%	0	6.60%
CF	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
CS	6.62% – LIBOR	6.36%	0.00%	6.62%	0	6.62%
DF	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
DS	6.62% – LIBOR	6.36%	0.00%	6.62%	0	6.62%
EF	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
ES	6.62% – LIBOR	6.36%	0.00%	6.62%	0	6.62%
FA	LIBOR + 0.40%	0.66%	0.40%	6.50%	0	0.00%
FB	LIBOR + 0.45%	0.71%	0.45%	6.50%	0	0.00%
FD	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FE	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
FM	LIBOR + 0.45%	0.74%	0.45%	6.50%	0	0.00%
SA	6.10% – LIBOR	5.84%	0.00%	6.10%	0	6.10%
SB	6.05% – LIBOR	5.79%	0.00%	6.05%	0	6.05%
SC	6.10% – LIBOR	0.05%	0.00%	0.05%	0	6.10%
SD	6.65% – LIBOR	6.39%	0.00%	6.65%	0	6.65%
SE	6.62% – LIBOR	6.36%	0.00%	6.62%	0	6.62%
SG	6.65% – LIBOR	0.03%	0.00%	0.03%	0	6.65%
SM	6.05% – LIBOR	5.76%	0.00%	6.05%	0	6.05%

(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 ZB and ZC Accrual Amounts will be allocated as follows:

- The ZC Accrual 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, allocated concurrently, as follows:
    - a. 83.3333335905% in the following order of priority:
      - (i) Concurrently, to FA and PK, pro rata, until retired; and
      - (ii) To LP, until retired.
    - b. 16.6666664095% concurrently, to AF and DF, pro rata, until retired.
  2. To ZC, until retired.
- The Group 1 Principal Distribution Amount and the ZB Accrual Amount in the following order of priority:
  1. To the Group 1 PAC I and PAC II Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
    - a. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:
      - (i) 83.3333335905% in the following order of priority:
        - A. Concurrently, to FA and PK, pro rata, until retired; and
        - B. To LP, until retired.
      - (ii) 16.6666664095% concurrently, to AF and DF, pro rata, until retired.
    - b. To ZC, until retired; and
    - c. To the Group 1 PAC I Classes, in the same order and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.
  2. To ZB, until retired; and
  3. To the Group 1 PAC I and PAC II Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

## SECURITY GROUP 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 ZD and ZE Accrual Amounts will be allocated as follows:

- The ZE Accrual Amount in the following order of priority:
  1. To Classes BP, EF, FD, MP, PL and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:
    - a. 83.3333335010% in the following order of priority:
      - i. To Classes BP, FD and PL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
        - A. Concurrently, to BP and FD, pro rata, until retired; and
        - B. To PL, until retired.
      - ii. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - iii. To MP, until retired;
      - iv. To PM, without regard to its Scheduled Principal Balance, until retired; and
      - v. To Classes BP, FD and PL, in the same order and priority described in step 1.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.
    - b. 16.6666664990% to EF, until retired.
  2. To ZE, until retired.
- The Group 2 Adjusted Principal Distribution Amount and the ZD Accrual Amount in the following order of priority:
  1. To Classes BP, EF, FD, MP, PL, PM and ZE, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:
    - a. To Classes BP, EF, FD, MP, PL and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:
      - i. 83.3333335010% in the following order of priority:
        - A. To Classes BP, FD and PL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
          - (i). Concurrently, to BP and FD, pro rata, until retired; and
          - (ii). To PL, until retired.
        - B. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
        - C. To MP, until retired;
        - D. To PM, without regard to its Scheduled Principal Balance, until retired; and

E. To Classes BP, FD and PL, in the same order and priority described in step 1.a.i.A. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

ii. 16.6666664990% to EF, until retired.

b. To ZE, until retired; and

c. To Classes BP, EF, FD, MP, PL and PM, in the same order and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

2. To ZD, until retired; and

3. To Classes BP, EF, FD, MP, PL, PM and ZE, in the same order and 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 ZX Accrual Amount will be allocated in the following order of priority:

1. Concurrently:

a. 75.0000012011% sequentially, to AQ and AL, in that order, until retired; and

b. 24.9999987989% to FM, until retired.

2. To ZX, until retired.

### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, sequentially, to LA and LY, in that order, until retired.

### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated, sequentially, to NA, MA and MY, in that order, until retired.

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>Security Group 1</b>	
<b>PAC I and PAC II Classes</b>	
AF, DF, FA, LP, PK and ZC (in the aggregate) . . . . .	180% PSA through 250% PSA
<b>PAC I Classes</b>	
AF, DF, FA, LP and PK (in the aggregate) . . . . .	150% PSA through 250% PSA
<b>Security Group 2</b>	
<b>PAC I, PAC II, PAC III and PAC IV Classes</b>	
BP, EF, FD, MP, PL, PM and ZE (in the aggregate). . . . .	180% PSA through 250% PSA
<b>PAC I, PAC II and PAC III Classes</b>	
BP, EF, FD, MP, PL and PM (in the aggregate) . . . . .	150% PSA through 250% PSA
<b>PAC I Classes</b>	
BP, FD and PL (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
PM . . . . .	145% 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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AS .....	\$ 34,489,332	100% of AF (PAC I/AD Class)
CS .....	75,000,000	100% of CF (PAC I/AD Class)
DS .....	8,715,334	100% of DF (PAC I/AD Class)
ES .....	66,284,666	100% of EF (PAC I/AD Class)
IL .....	\$ 28,098,987	60% of AL (SC/SEQ/AD Class)
	<u>7,775,087</u>	60% of LY (SC/SEQ Class)
	<u>\$ 35,874,074</u>	
MI .....	\$ 7,275,004	22.2222222222% of MA (SC/SEQ Class)
NI .....	8,003,533	33.3333333333% of NA (SC/SEQ Class)
SA .....	78,000,000	100% of FA (PAC I/AD Class)
SB .....	78,000,000	100% of FA (PAC I/AD Class)
SC .....	78,000,000	100% of FA (PAC I/AD Class)
SD .....	130,383,428	100% of FD (PAC I/AD Class)
SE .....	130,383,428	100% of FD (PAC I/AD Class)
SG .....	130,383,428	100% of FD (PAC I/AD Class)
SM .....	15,610,881	100% of FM (SC/SEQ/AD Class)
TI .....	18,603,111	22.2222222222% of MA, MY and NA (in the aggregate) (SC/SEQ Classes)
YI .....	5,992,417	22.2222222222% of MY (SC/SEQ Class)

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

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

## RISK FACTORS

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

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

In addition to voluntary prepayments, mortgage loans can be prepaid as a result of governmental mortgage insurance claim payments, loss mitigation arrangements, repurchases or liquidations of defaulted mortgage loans. Although under certain circumstances Ginnie Mae issuers have the option to repurchase defaulted mortgage loans from the related pool underlying a Ginnie Mae MBS certificate, they are not obligated to do so. Defaulted mortgage loans that remain in pools backing Ginnie Mae MBS certificates may be subject to governmental mortgage insurance claim payments, loss mitigation arrangements or foreclosure, which could have the same effect as voluntary prepayments on the cash flow available to pay the securities. No assurances can be given as to the timing or frequency of any governmental mortgage insurance claim payments, issuer repurchases, loss mitigation arrangements or foreclosure proceedings with respect to defaulted mortgage loans and the resulting effect on the timing or rate of principal payments on your securities.

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

***The level of LIBOR will affect the yields on floating rate and inverse floating rate securities.*** If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate

securities; higher levels of LIBOR will generally reduce the yield on inverse floating rate securities. You should bear in mind that the timing of changes in the level of LIBOR may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that LIBOR will remain constant.

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

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

***The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 3, 4 and 5 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, certain of the underlying certificates included in trust asset groups 3, 4 and 5 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. Accordingly, these classes 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 certain of the underlying certificates included in trust asset groups 3, 4 and 5 on any payment date are calculated on the basis of schedules; no assurance can be given that the 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 an underlying certificate has adhered to any applicable principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

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

Subject to special pooling parameters set forth in the Ginnie Mae Mortgage-Backed Securities Guide, qualifying federally-insured or guaranteed mortgage loans that exceed certain balance thresholds established by Ginnie Mae (“higher balance mortgage loans” or “high balance loans”) may be included in Ginnie Mae guaranteed pools. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. If the higher balance mortgage loans prepay faster or slower than

expected, the weighted average lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

***The securities may not be a suitable investment for you.*** The securities, especially the group 3, 4 and 5 securities, and, in particular, the support, interest only, interest only inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially

sensitive to prepayment or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

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

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

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

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

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

## THE TRUST ASSETS

### General

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

### The Trust MBS (Groups 1 and 2)

The Group 1 and 2 Trust Assets are either:

1. Ginnie Mae I MBS Certificates guaranteed by Ginnie Mae, or

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

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

### **The Underlying Certificates (Groups 3, 4 and 5)**

The Group 3, 4 and 5 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 and 2 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 and 2 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 and loan ages of the Mortgage Loans. However, the actual remaining terms to maturity and loan ages 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 Periods*

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 1 and 2 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 3 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

### *Fixed Rate Classes*

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

### *Floating Rate and Inverse Floating Rate Classes*

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

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

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

### *Accrual Classes*

Each of the Class ZB, ZC, ZD, ZE and ZX 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 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 19, 20, 21, 22 and 23, 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 19, 20, 21, 22 and 23, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The

notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-131. 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. If the notional balance of the interest only securities surrendered exceeds that of the interest only securities received the fee will be based on the latter. The fee must be paid concurrently with the exchange.

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

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

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

### **General**

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

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

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

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

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

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

Investors in the Group 3, 4 and 5 Securities are urged to review the discussion under “Risk Factors — The rate of principal prepayments on the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 3, 4, and 5 securities” in this Supplement.

**Accretion Directed Classes**

Classes AF, AL, AQ, BP, DF, EF, FA, FD, FM, LP, MP, PK, PL, PM, ZC and ZE 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 AS, DS, ES, SB, SC, SE, SG and SM is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the related Accretion Directed Class shown under “Terms Sheet — Notional Classes” in this Supplement.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although the Accretion Directed Classes are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their Effective Ranges, if applicable.

**Securities that Receive Principal on the Basis of Schedules**

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

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

	<u>Initial Effective Ranges</u>
<b>Security Group 1</b>	
<b>PAC I and PAC II Classes</b>	
AF, DF, FA, LP, PK and ZC (in the aggregate) . . . . .	180% PSA through 250% PSA
<b>PAC I Classes</b>	
AF, DF, FA, LP and PK (in the aggregate) . . . . .	150% PSA through 250% PSA
<b>Security Group 2</b>	
<b>PAC I, PAC II, PAC III and PAC IV Classes</b>	
BP, EF, FD, MP, PL, PM and ZE (in the aggregate) . . . . .	180% PSA through 250% PSA
<b>PAC I, PAC II and PAC III Classes</b>	
BP, EF, FD, MP, PL and PM (in the aggregate) . . . . .	150% PSA through 250% PSA
<b>PAC I Classes</b>	
BP, FD and PL (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
PM . . . . .	145% PSA through 251% PSA

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

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above table or an initial Effective Range might not exist. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above table, that Class could fail to receive Scheduled Payments.

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

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

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

### **Assumability**

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

### **Final Distribution Date**

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

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

### **Modeling Assumptions**

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates, the characteristics of the Mortgage Loans underlying the Underlying Certificates, based on information as of the first Business Day of October 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 and 2 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 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 and 2 Trust Asset is assumed to have an original and remaining term to maturity of 360 months.

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

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

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

5. The Closing Date for the Securities is October 29, 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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates														
	Classes AF, AS, DF and DS					Classes FA, FB, PK, SA, SB and SC					Class LP				
	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011	98	94	94	94	94	98	94	94	94	94	100	100	100	100	100
October 2012	95	84	84	84	75	95	83	83	83	75	100	100	100	100	100
October 2013	92	73	73	73	52	92	71	71	71	50	100	100	100	100	100
October 2014	90	62	62	62	36	89	61	61	61	33	100	100	100	100	100
October 2015	87	53	53	53	24	86	51	51	51	22	100	100	100	100	100
October 2016	84	45	45	45	17	83	42	42	42	14	100	100	100	100	100
October 2017	80	37	37	37	11	80	35	35	35	8	100	100	100	100	100
October 2018	77	31	31	31	8	76	28	28	28	4	100	100	100	100	100
October 2019	74	26	26	26	5	73	23	23	23	2	100	100	100	100	100
October 2020	70	21	21	21	4	69	18	18	18	0	100	100	100	100	98
October 2021	66	17	17	17	2	65	14	14	14	0	100	100	100	100	66
October 2022	62	14	14	14	2	60	11	11	11	0	100	100	100	100	45
October 2023	58	12	12	12	1	56	8	8	8	0	100	100	100	100	30
October 2024	53	10	10	10	1	51	6	6	6	0	100	100	100	100	20
October 2025	48	8	8	8	1	46	4	4	4	0	100	100	100	100	14
October 2026	43	6	6	6	0	41	3	3	3	0	100	100	100	100	9
October 2027	38	5	5	5	0	36	1	1	1	0	100	100	100	100	6
October 2028	33	4	4	4	0	30	0	0	0	0	100	100	100	100	4
October 2029	27	3	3	3	0	24	0	0	0	0	100	87	87	87	3
October 2030	21	3	3	3	0	18	0	0	0	0	100	68	68	68	2
October 2031	15	2	2	2	0	11	0	0	0	0	100	53	53	53	1
October 2032	8	2	2	2	0	4	0	0	0	0	100	41	41	41	1
October 2033	1	1	1	1	0	0	0	0	0	0	31	31	31	31	0
October 2034	1	1	1	1	0	0	0	0	0	0	23	23	23	23	0
October 2035	1	1	1	1	0	0	0	0	0	0	16	16	16	16	0
October 2036	0	0	0	0	0	0	0	0	0	0	11	11	11	11	0
October 2037	0	0	0	0	0	0	0	0	0	0	7	7	7	7	0
October 2038	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0
October 2039	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
October 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.7	6.6	6.6	6.6	3.8	13.3	6.0	6.0	6.0	3.5	23.6	21.9	21.9	21.9	12.5

Distribution Date	PSA Prepayment Assumption Rates									
	Class ZB					Class ZC				
	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2011	105	100	93	86	34	105	90	90	90	90
October 2012	109	100	80	60	0	109	57	57	57	0
October 2013	114	100	67	35	0	114	22	22	22	0
October 2014	120	100	58	18	0	120	4	4	4	0
October 2015	125	100	52	7	0	125	0	0	0	0
October 2016	131	100	49	2	0	131	0	0	0	0
October 2017	137	100	47	0	0	137	0	0	0	0
October 2018	143	99	46	0	0	143	0	0	0	0
October 2019	150	96	44	0	0	150	0	0	0	0
October 2020	157	92	41	0	0	157	0	0	0	0
October 2021	164	86	38	0	0	164	0	0	0	0
October 2022	171	80	35	0	0	171	0	0	0	0
October 2023	179	73	32	0	0	179	0	0	0	0
October 2024	188	66	28	0	0	188	0	0	0	0
October 2025	196	59	25	0	0	196	0	0	0	0
October 2026	205	53	22	0	0	205	0	0	0	0
October 2027	215	47	19	0	0	215	0	0	0	0
October 2028	224	41	16	0	0	224	0	0	0	0
October 2029	235	35	14	0	0	235	0	0	0	0
October 2030	246	30	12	0	0	246	0	0	0	0
October 2031	257	25	10	0	0	257	0	0	0	0
October 2032	269	21	8	0	0	269	0	0	0	0
October 2033	281	17	6	0	0	275	0	0	0	0
October 2034	294	14	5	0	0	6	0	0	0	0
October 2035	253	10	4	0	0	0	0	0	0	0
October 2036	208	8	3	0	0	0	0	0	0	0
October 2037	160	5	2	0	0	0	0	0	0	0
October 2038	110	3	1	0	0	0	0	0	0	0
October 2039	56	1	0	0	0	0	0	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.2	17.1	9.1	2.6	0.8	23.5	2.2	2.2	2.2	1.3

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BA, BC, BD, BE, BG, BH, BK, BM, BN, BP, FD, FE, SD, SE and SG					Classes EF and ES					Class MP				
	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011	97	94	94	94	94	98	94	94	94	94	100	92	92	92	92
October 2012	95	85	85	85	80	95	84	84	84	75	100	58	58	58	0
October 2013	92	74	74	74	54	92	73	73	73	52	100	22	22	22	0
October 2014	89	64	64	64	36	90	62	62	62	36	100	4	4	4	0
October 2015	86	55	55	55	24	87	53	53	53	24	100	0	0	0	0
October 2016	82	46	46	46	16	84	45	45	45	17	100	0	0	0	0
October 2017	79	38	38	38	10	80	37	37	37	11	100	0	0	0	0
October 2018	75	31	31	31	6	77	31	31	31	8	100	0	0	0	0
October 2019	71	25	25	25	3	74	26	26	26	5	100	0	0	0	0
October 2020	67	20	20	20	1	70	21	21	21	4	100	0	0	0	0
October 2021	63	16	16	16	0	66	17	17	17	2	100	0	0	0	0
October 2022	58	13	13	13	0	62	14	14	14	2	100	0	0	0	0
October 2023	54	10	10	10	0	58	12	12	12	1	100	0	0	0	0
October 2024	49	8	8	8	0	53	10	10	10	1	100	0	0	0	0
October 2025	44	6	6	6	0	48	8	8	8	1	100	0	0	0	0
October 2026	38	4	4	4	0	43	6	6	6	0	100	0	0	0	0
October 2027	33	3	3	3	0	38	5	5	5	0	100	0	0	0	0
October 2028	27	2	2	2	0	33	4	4	4	0	100	0	0	0	0
October 2029	20	1	1	1	0	27	3	3	3	0	100	0	0	0	0
October 2030	14	0	0	0	0	21	3	3	3	0	100	0	0	0	0
October 2031	7	0	0	0	0	15	2	2	2	0	100	0	0	0	0
October 2032	0	0	0	0	0	8	2	2	2	0	100	0	0	0	0
October 2033	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
October 2034	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
October 2035	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	12.9	6.4	6.4	6.4	3.7	13.7	6.6	6.6	6.6	3.8	23.0	2.3	2.3	2.3	1.4

**PSA Prepayment Assumption Rates**

Distribution Date	Class PL					Class PM					Class PN				
	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011	100	100	100	100	100	100	88	88	88	88	100	88	88	88	88
October 2012	100	100	100	100	100	100	66	66	66	0	100	65	65	65	0
October 2013	100	100	100	100	100	100	41	41	41	0	100	40	40	40	0
October 2014	100	100	100	100	100	100	22	22	22	0	100	21	21	21	0
October 2015	100	100	100	100	100	100	7	7	7	0	100	7	7	7	0
October 2016	100	100	100	100	100	100	0	0	0	0	100	0	0	0	0
October 2017	100	100	100	100	100	100	0	0	0	0	100	0	0	0	0
October 2018	100	100	100	100	100	100	0	0	0	0	100	0	0	0	0
October 2019	100	100	100	100	100	100	0	0	0	0	100	0	0	0	0
October 2020	100	100	100	100	100	100	0	0	0	0	100	0	0	0	0
October 2021	100	100	100	100	100	100	0	0	0	0	100	0	0	0	0
October 2022	100	100	100	100	69	100	0	0	0	0	100	0	0	0	0
October 2023	100	100	100	100	46	100	0	0	0	0	100	0	0	0	0
October 2024	100	100	100	100	31	100	0	0	0	0	100	0	0	0	0
October 2025	100	100	100	100	21	100	0	0	0	0	100	0	0	0	0
October 2026	100	100	100	100	14	100	0	0	0	0	100	0	0	0	0
October 2027	100	100	100	100	9	100	0	0	0	0	100	0	0	0	0
October 2028	100	100	100	100	6	100	0	0	0	0	100	0	0	0	0
October 2029	100	100	100	100	4	100	0	0	0	0	100	0	0	0	0
October 2030	100	100	100	100	3	100	0	0	0	0	100	0	0	0	0
October 2031	100	81	81	81	2	100	0	0	0	0	100	0	0	0	0
October 2032	90	62	62	62	1	100	0	0	0	0	100	0	0	0	0
October 2033	47	47	47	47	1	0	0	0	0	0	0	0	0	0	0
October 2034	35	35	35	35	0	0	0	0	0	0	0	0	0	0	0
October 2035	25	25	25	25	0	0	0	0	0	0	0	0	0	0	0
October 2036	17	17	17	17	0	0	0	0	0	0	0	0	0	0	0
October 2037	11	11	11	11	0	0	0	0	0	0	0	0	0	0	0
October 2038	6	6	6	6	0	0	0	0	0	0	0	0	0	0	0
October 2039	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	23.7	23.4	23.4	23.4	13.5	22.5	2.7	2.7	2.7	1.5	22.6	2.7	2.7	2.7	1.5

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class ZD					Class ZE				
	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2011	105	100	93	86	34	105	90	90	90	90
October 2012	109	100	80	60	0	109	57	57	57	0
October 2013	114	100	67	35	0	114	22	22	22	0
October 2014	120	100	58	18	0	120	4	4	4	0
October 2015	125	100	52	7	0	125	0	0	0	0
October 2016	131	100	49	2	0	131	0	0	0	0
October 2017	137	100	47	0	0	137	0	0	0	0
October 2018	143	99	46	0	0	143	0	0	0	0
October 2019	150	96	44	0	0	150	0	0	0	0
October 2020	157	92	41	0	0	157	0	0	0	0
October 2021	164	86	38	0	0	164	0	0	0	0
October 2022	171	80	35	0	0	171	0	0	0	0
October 2023	179	73	32	0	0	179	0	0	0	0
October 2024	188	66	28	0	0	188	0	0	0	0
October 2025	196	59	25	0	0	196	0	0	0	0
October 2026	205	53	22	0	0	205	0	0	0	0
October 2027	215	47	19	0	0	215	0	0	0	0
October 2028	224	41	16	0	0	224	0	0	0	0
October 2029	235	35	14	0	0	235	0	0	0	0
October 2030	246	30	12	0	0	246	0	0	0	0
October 2031	257	25	10	0	0	257	0	0	0	0
October 2032	269	21	8	0	0	269	0	0	0	0
October 2033	281	17	6	0	0	275	0	0	0	0
October 2034	294	14	5	0	0	6	0	0	0	0
October 2035	253	10	4	0	0	0	0	0	0	0
October 2036	208	8	3	0	0	0	0	0	0	0
October 2037	160	5	2	0	0	0	0	0	0	0
October 2038	110	3	1	0	0	0	0	0	0	0
October 2039	56	1	0	0	0	0	0	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.2	17.1	9.1	2.6	0.8	23.5	2.2	2.2	2.2	1.3

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

Distribution Date	Classes CF and CS					Class CL					Class ZA				
	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%	0%	180%	215%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011	98	94	94	94	94	100	100	100	100	100	105	99	93	87	43
October 2012	95	84	84	84	75	100	100	100	100	100	109	93	76	60	0
October 2013	92	73	73	73	52	100	100	100	100	100	114	88	60	33	0
October 2014	90	62	62	62	36	100	100	100	100	100	120	85	49	16	0
October 2015	87	53	53	53	24	100	100	100	100	100	125	84	44	6	0
October 2016	84	45	45	45	17	100	100	100	100	100	131	84	41	2	0
October 2017	80	37	37	37	11	100	100	100	100	100	137	84	39	0	0
October 2018	77	31	31	31	8	100	100	100	100	100	143	83	38	0	0
October 2019	74	26	26	26	5	100	100	100	100	100	150	80	37	0	0
October 2020	70	21	21	21	4	100	100	100	100	99	157	77	35	0	0
October 2021	66	17	17	17	2	100	100	100	100	83	164	72	32	0	0
October 2022	62	14	14	14	2	100	100	100	100	57	171	67	29	0	0
October 2023	58	12	12	12	1	100	100	100	100	38	179	61	26	0	0
October 2024	53	10	10	10	1	100	100	100	100	26	188	55	24	0	0
October 2025	48	8	8	8	1	100	100	100	100	17	196	50	21	0	0
October 2026	43	6	6	6	0	100	100	100	100	11	205	44	18	0	0
October 2027	38	5	5	5	0	100	100	100	100	8	215	39	16	0	0
October 2028	33	4	4	4	0	100	100	100	100	5	224	34	14	0	0
October 2029	27	3	3	3	0	100	93	93	93	3	235	29	12	0	0
October 2030	21	3	3	3	0	100	84	84	84	2	246	25	10	0	0
October 2031	15	2	2	2	0	100	67	67	67	1	257	21	8	0	0
October 2032	8	2	2	2	0	95	52	52	52	1	269	18	7	0	0
October 2033	1	1	1	1	0	39	39	39	39	1	280	14	5	0	0
October 2034	1	1	1	1	0	29	29	29	29	0	247	11	4	0	0
October 2035	1	1	1	1	0	21	21	21	21	0	211	9	3	0	0
October 2036	0	0	0	0	0	14	14	14	14	0	174	6	2	0	0
October 2037	0	0	0	0	0	9	9	9	9	0	134	4	2	0	0
October 2038	0	0	0	0	0	5	5	5	5	0	92	2	1	0	0
October 2039	0	0	0	0	0	2	2	2	2	0	47	1	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.7	6.6	6.6	6.6	3.8	23.7	22.6	22.6	22.6	13.0	26.7	14.7	8.0	2.5	0.9

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class AL					Class AQ					Classes FM and SM					Class ZX					
	0%	250%	549%	750%	1,100%	0%	250%	549%	750%	1,100%	0%	250%	549%	750%	1,100%	0%	250%	549%	750%	1,100%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
October 2011	100	100	100	97	74	96	96	96	0	0	100	100	100	97	74	105	105	105	105	105	
October 2012	100	90	66	44	11	92	0	0	0	0	100	90	66	44	11	110	110	110	110	110	
October 2013	100	76	34	11	0	88	0	0	0	0	100	76	34	11	0	116	116	116	116	116	
October 2014	100	63	14	0	0	83	0	0	0	0	100	63	14	0	0	122	122	122	122	0	
October 2015	100	49	2	0	0	0	0	0	0	0	100	49	2	0	0	128	128	128	128	0	
October 2016	97	37	0	0	0	0	0	0	0	0	97	37	0	0	0	135	135	135	0	0	
October 2017	93	26	0	0	0	0	0	0	0	0	93	26	0	0	0	142	142	142	0	0	
October 2018	89	17	0	0	0	0	0	0	0	0	89	17	0	0	0	149	149	149	0	0	
October 2019	85	9	0	0	0	0	0	0	0	0	85	9	0	0	0	157	157	0	0	0	
October 2020	81	5	0	0	0	0	0	0	0	0	81	5	0	0	0	165	165	0	0	0	
October 2021	77	1	0	0	0	0	0	0	0	0	77	1	0	0	0	173	173	0	0	0	
October 2022	72	0	0	0	0	0	0	0	0	0	72	0	0	0	0	182	182	0	0	0	
October 2023	67	0	0	0	0	0	0	0	0	0	67	0	0	0	0	191	191	0	0	0	
October 2024	62	0	0	0	0	0	0	0	0	0	62	0	0	0	0	201	201	0	0	0	
October 2025	57	0	0	0	0	0	0	0	0	0	57	0	0	0	0	211	211	0	0	0	
October 2026	51	0	0	0	0	0	0	0	0	0	51	0	0	0	0	222	222	0	0	0	
October 2027	45	0	0	0	0	0	0	0	0	0	45	0	0	0	0	234	234	0	0	0	
October 2028	38	0	0	0	0	0	0	0	0	0	38	0	0	0	0	246	0	0	0	0	
October 2029	32	0	0	0	0	0	0	0	0	0	32	0	0	0	0	258	0	0	0	0	
October 2030	24	0	0	0	0	0	0	0	0	0	24	0	0	0	0	271	0	0	0	0	
October 2031	17	0	0	0	0	0	0	0	0	0	17	0	0	0	0	285	0	0	0	0	
October 2032	9	0	0	0	0	0	0	0	0	0	9	0	0	0	0	300	0	0	0	0	
October 2033	3	0	0	0	0	0	0	0	0	0	3	0	0	0	0	315	0	0	0	0	
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
October 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
October 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
October 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
October 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
October 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)	15.5	5.3	2.7	2.0	1.4	4.5	1.3	1.2	1.0	0.6	15.5	5.3	2.7	2.0	1.4	23.5	17.2	8.2	5.8	3.6	

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class IA					Class IY				
	0%	250%	549%	750%	1,100%	0%	250%	549%	750%	1,100%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2011	71	1	1	0	0	100	100	100	100	100
October 2012	41	0	0	0	0	100	100	99	99	97
October 2013	8	0	0	0	0	100	99	98	97	42
October 2014	0	0	0	0	0	100	99	97	96	0
October 2015	0	0	0	0	0	100	98	97	0	0
October 2016	0	0	0	0	0	100	98	61	0	0
October 2017	0	0	0	0	0	100	98	0	0	0
October 2018	0	0	0	0	0	100	97	0	0	0
October 2019	0	0	0	0	0	99	97	0	0	0
October 2020	0	0	0	0	0	99	97	0	0	0
October 2021	0	0	0	0	0	99	96	0	0	0
October 2022	0	0	0	0	0	99	75	0	0	0
October 2023	0	0	0	0	0	99	36	0	0	0
October 2024	0	0	0	0	0	99	0	0	0	0
October 2025	0	0	0	0	0	99	0	0	0	0
October 2026	0	0	0	0	0	98	0	0	0	0
October 2027	0	0	0	0	0	98	0	0	0	0
October 2028	0	0	0	0	0	98	0	0	0	0
October 2029	0	0	0	0	0	98	0	0	0	0
October 2030	0	0	0	0	0	97	0	0	0	0
October 2031	0	0	0	0	0	97	0	0	0	0
October 2032	0	0	0	0	0	97	0	0	0	0
October 2033	0	0	0	0	0	95	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0
October 2035	0	0	0	0	0	0	0	0	0	0
October 2036	0	0	0	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	1.7	0.6	0.6	0.6	0.5	23.1	12.5	6.0	4.4	2.9

**Security Groups 3 and 4  
PSA Prepayment Assumption Rates  
Classes IL, LB, IC, LD, LE, LG, LH, LJ, LK,  
LM, LN, LQ, LU and LW**

Distribution Date	0%	250%	549%	750%	1,100%
Initial Percent . . . . .	100	100	100	100	100
October 2011 . . . . .	100	100	100	97	80
October 2012 . . . . .	100	92	73	56	30
October 2013 . . . . .	100	81	48	30	9
October 2014 . . . . .	100	71	32	21	0
October 2015 . . . . .	100	60	23	0	0
October 2016 . . . . .	97	50	13	0	0
October 2017 . . . . .	94	41	0	0	0
October 2018 . . . . .	91	34	0	0	0
October 2019 . . . . .	88	28	0	0	0
October 2020 . . . . .	85	25	0	0	0
October 2021 . . . . .	82	22	0	0	0
October 2022 . . . . .	78	16	0	0	0
October 2023 . . . . .	74	8	0	0	0
October 2024 . . . . .	70	0	0	0	0
October 2025 . . . . .	66	0	0	0	0
October 2026 . . . . .	61	0	0	0	0
October 2027 . . . . .	56	0	0	0	0
October 2028 . . . . .	51	0	0	0	0
October 2029 . . . . .	46	0	0	0	0
October 2030 . . . . .	40	0	0	0	0
October 2031 . . . . .	34	0	0	0	0
October 2032 . . . . .	28	0	0	0	0
October 2033 . . . . .	23	0	0	0	0
October 2034 . . . . .	0	0	0	0	0
October 2035 . . . . .	0	0	0	0	0
October 2036 . . . . .	0	0	0	0	0
October 2037 . . . . .	0	0	0	0	0
October 2038 . . . . .	0	0	0	0	0
October 2039 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	17.1	6.8	3.4	2.5	1.7

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Classes MA, MB, MC and MI					Classes MY, YI, YM and YN					Classes NA, NB, NC, ND and NI					Classes NT, TA, TB and TI					
	0%	200%	389%	600%	800%	0%	200%	389%	600%	800%	0%	200%	389%	600%	800%	0%	200%	389%	600%	800%	
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2011 . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012 . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2013 . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	56	100	100	100	100	87	87
October 2014 . . . . .	100	100	100	100	40	100	100	100	100	100	100	100	100	32	0	100	100	100	81	48	48
October 2015 . . . . .	100	100	100	53	0	100	100	100	100	56	100	100	100	0	0	100	100	100	53	18	18
October 2016 . . . . .	100	100	100	0	0	100	100	100	96	22	100	100	19	0	0	100	100	77	31	7	7
October 2017 . . . . .	100	100	69	0	0	100	100	100	47	5	100	100	0	0	0	100	100	59	15	2	2
October 2018 . . . . .	100	100	35	0	0	100	100	100	25	0	100	48	0	0	0	100	85	46	8	0	0
October 2019 . . . . .	100	100	0	0	0	100	100	99	11	0	100	0	0	0	0	100	71	32	3	0	0
October 2020 . . . . .	100	71	0	0	0	100	100	60	2	0	100	0	0	0	0	100	60	19	1	0	0
October 2021 . . . . .	100	47	0	0	0	100	100	41	0	0	100	0	0	0	0	100	51	13	0	0	0
October 2022 . . . . .	100	27	0	0	0	100	100	27	0	0	100	0	0	0	0	100	43	9	0	0	0
October 2023 . . . . .	100	2	0	0	0	100	100	17	0	0	100	0	0	0	0	100	33	5	0	0	0
October 2024 . . . . .	100	0	0	0	0	100	70	9	0	0	100	0	0	0	0	100	22	3	0	0	0
October 2025 . . . . .	100	0	0	0	0	100	53	3	0	0	100	0	0	0	0	100	17	1	0	0	0
October 2026 . . . . .	100	0	0	0	0	100	40	1	0	0	100	0	0	0	0	100	13	0	0	0	0
October 2027 . . . . .	100	0	0	0	0	100	30	0	0	0	100	0	0	0	0	100	10	0	0	0	0
October 2028 . . . . .	100	0	0	0	0	100	22	0	0	0	100	0	0	0	0	100	7	0	0	0	0
October 2029 . . . . .	100	0	0	0	0	100	15	0	0	0	79	0	0	0	0	94	5	0	0	0	0
October 2030 . . . . .	100	0	0	0	0	100	9	0	0	0	39	0	0	0	0	83	3	0	0	0	0
October 2031 . . . . .	98	0	0	0	0	100	4	0	0	0	0	0	0	0	0	71	1	0	0	0	0
October 2032 . . . . .	66	0	0	0	0	100	1	0	0	0	0	0	0	0	0	58	0	0	0	0	0
October 2033 . . . . .	32	0	0	0	0	100	1	0	0	0	0	0	0	0	0	45	0	0	0	0	0
October 2034 . . . . .	0	0	0	0	0	64	0	0	0	0	0	0	0	0	0	21	0	0	0	0	0
October 2035 . . . . .	0	0	0	0	0	19	0	0	0	0	0	0	0	0	0	6	0	0	0	0	0
October 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 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) . . . . .	22.4	11.0	7.6	5.1	3.9	24.4	15.9	11.1	7.3	5.4	19.7	8.0	5.6	3.9	3.1	22.3	11.7	8.1	5.5	4.1	4.1

## 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 3, 4 and 5 Securities, the investor's own projection of principal payment rates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

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

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

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

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

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

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

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

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

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

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

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

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

**Yield Tables**

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

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class 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 AS to Prepayments**  
**Assumed Price 16.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.15% . . . . .	30.5%	30.5%	30.5%	19.0%
0.26% . . . . .	29.6%	29.6%	29.6%	18.1%
3.43% . . . . .	6.0%	6.0%	6.0%	(8.0)%
6.60% and above . . . . .	**	**	**	**

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

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

**Sensitivity of Class DS to Prepayments  
Assumed Price 16.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.15% . . . . .	30.6%	30.6%	30.6%	19.1%
0.26% . . . . .	29.8%	29.8%	29.8%	18.2%
3.44% . . . . .	6.1%	6.1%	6.1%	(7.9)%
6.62% and above . . . . .	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.15% . . . . .	28.9%	28.9%	28.9%	15.9%
0.26% . . . . .	28.0%	28.0%	28.0%	14.9%
3.18% . . . . .	4.1%	4.1%	4.1%	(13.4)%
6.10% and above . . . . .	**	**	**	**

**Sensitivity of Class SB to Prepayments  
Assumed Price 14.96875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.150% . . . . .	28.6%	28.6%	28.6%	15.6%
0.260% . . . . .	27.7%	27.7%	27.7%	14.5%
3.155% . . . . .	3.9%	3.9%	3.9%	(13.6)%
6.050% and above . . . . .	**	**	**	**

**Sensitivity of Class SC to Prepayments  
Assumed Price 0.03125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
6.050% and below . . . . .	208.9%	208.9%	208.9%	205.0%
6.075% . . . . .	85.4%	85.4%	85.4%	77.4%
6.100% and above . . . . .	**	**	**	**

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

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

**SECURITY GROUP 2**

**Sensitivity of Class ES to Prepayments  
Assumed Price 16.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.15% . . . . .	30.6%	30.6%	30.6%	19.1%
0.26% . . . . .	29.8%	29.8%	29.8%	18.2%
3.44% . . . . .	6.1%	6.1%	6.1%	(7.9)%
6.62% and above . . . . .	**	**	**	**

**Sensitivity of Class SD to Prepayments  
Assumed Price 15.03125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.150% . . . . .	34.5%	34.5%	34.5%	23.3%
0.260% . . . . .	33.6%	33.6%	33.6%	22.3%
3.455% . . . . .	7.7%	7.7%	7.7%	(7.9)%
6.650% and above . . . . .	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.15% . . . . .	34.3%	34.3%	34.3%	23.1%
0.26% . . . . .	33.4%	33.4%	33.4%	22.1%
3.44% . . . . .	7.6%	7.6%	7.6%	(8.0)%
6.62% and above . . . . .	**	**	**	**

**Sensitivity of Class SG to Prepayments  
Assumed Price 0.03125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
6.620% and below . . . . .	105.1%	105.1%	105.1%	99.3%
6.635% . . . . .	41.8%	41.8%	41.8%	31.4%
6.650% and above . . . . .	**	**	**	**

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

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

**SECURITY GROUPS 1 AND 2**

**Sensitivity of Class CS to Prepayments  
Assumed Price 16.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>180%</u>	<u>215%</u>	<u>250%</u>	<u>500%</u>
0.15% . . . . .	30.6%	30.6%	30.6%	19.1%
0.26% . . . . .	29.8%	29.8%	29.8%	18.2%
3.44% . . . . .	6.1%	6.1%	6.1%	(7.9)%
6.62% and above . . . . .	**	**	**	**

**SECURITY GROUP 3**

**Sensitivity of Class SM to Prepayments  
Assumed Price 12.75%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>250%</u>	<u>549%</u>	<u>750%</u>	<u>1,100%</u>
0.15% . . . . .	39.0%	14.8%	(6.0)%	(43.4)%
0.29% . . . . .	37.5%	13.1%	(7.9)%	(45.3)%
3.17% . . . . .	6.0%	(25.6)%	(49.0)%	(87.0)%
6.05% and above . . . . .	**	**	**	**

**SECURITY GROUPS 3 AND 4**

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

<u>PSA Prepayment Assumption Rates</u>				
<u>250%</u>	<u>549%</u>	<u>616%</u>	<u>750%</u>	<u>1,100%</u>
24.6%	5.3%	0.1%	(11.0)%	(41.3)%

**SECURITY GROUP 5**

**Sensitivity of Class MI to Prepayments  
Assumed Price 25.0%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>200%</u>	<u>389%</u>	<u>542%</u>	<u>600%</u>	<u>800%</u>
14.3%	8.4%	0.0%	(3.5)%	(16.3)%

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

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

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

PSA Prepayment Assumption Rates				
<u>200%</u>	<u>389%</u>	<u>535%</u>	<u>600%</u>	<u>800%</u>
18.2%	10.3%	0.1%	(4.7)%	(19.3)%

**Sensitivity of Class TI to Prepayments  
Assumed Price 25.0%\***

PSA Prepayment Assumption Rates				
<u>200%</u>	<u>389%</u>	<u>582%</u>	<u>600%</u>	<u>800%</u>
14.3%	9.3%	0.1%	(0.9)%	(12.2)%

**Sensitivity of Class YI to Prepayments  
Assumed Price 105.75%\***

PSA Prepayment Assumption Rates				
<u>9%</u>	<u>200%</u>	<u>389%</u>	<u>600%</u>	<u>800%</u>
0.0%	(4.4)%	(11.3)%	(24.4)%	(38.4)%

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

**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 Bingham McCutchen 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 is 215% PSA in the case of the Group 1 and 2 Securities, 549% PSA in the case of the Group 3 and 4 Securities and 389% PSA in the case of the Group 5 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See *“Certain Federal Income Tax Consequences” in the Base Offering Circular.*

The Regular Securities generally will be treated as “regular interests” in a REMIC for domestic building and loan associations and “real estate assets” for real estate investment trusts (“REITs”) as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular. Similarly, interest on the Regular Securities will be considered “interest on obligations secured by mortgages on real property” for REITs 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 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 (1) October 1, 2010 on the Fixed Rate Classes, (2) October 16, 2010 on the Group 1 and 2 Floating Rate and Inverse Floating Rate Classes and (3) October 20, 2010 on the Group 3 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

## **INCREASE IN SIZE**

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

## **LEGAL MATTERS**

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
EA	\$ 78,000,000	FB	\$ 78,000,000	PAC I/AD	(5)	FLT	38377LTW8	April 2040
SC	78,000,000							
Combination 2								
SB	\$ 78,000,000	SA	\$ 78,000,000	NTL (PAC I/AD)	(5)	INV/IO	38377LTX6	April 2040
SC	78,000,000							
<b>Security Group 2</b>								
Combination 3								
FD	\$ 130,383,428	FE	\$ 130,383,428	PAC I/AD	(5)	FLT	38377LTY4	July 2040
SG	130,383,428							
Combination 4								
SE	\$ 130,383,428	SD	\$ 130,383,428	NTL (PAC I/AD)	(5)	INV/IO	38377LTZ1	July 2040
SG	130,383,428							
Combination 5								
MP	\$ 1,216,334	PN	\$ 19,140,334	PAC II/AD	4.00%	FIX	38377LUA4	October 2040
PM	17,924,000							
Combination 6								
BP	\$ 173,844,572	BA	\$ 182,536,800	PAC I/AD	2.00%	FIX	38377LUB2	July 2040
FD	8,692,228							
SE	8,692,228							
SG	8,692,228							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
BP	\$173,844,572	BC	\$192,144,000	PAC I/AD	2.25%	FIX	38377LUC0	July 2040
FD	18,299,428							
SE	18,299,428							
SG	18,299,428							
Combination 8								
BP	\$173,844,572	BD	\$202,818,667	PAC I/AD	2.50%	FIX	38377LUD8	July 2040
FD	28,974,095							
SE	28,974,095							
SG	28,974,095							
Combination 9								
BP	\$173,844,572	BE	\$214,749,177	PAC I/AD	2.75%	FIX	38377LUE6	July 2040
FD	40,904,605							
SE	40,904,605							
SG	40,904,605							
Combination 10								
BP	\$173,844,572	BG	\$228,171,000	PAC I/AD	3.00%	FIX	38377LUF3	July 2040
FD	54,326,428							
SE	54,326,428							
SG	54,326,428							
Combination 11								
BP	\$173,844,572	BH	\$243,382,400	PAC I/AD	3.25%	FIX	38377LUG1	July 2040
FD	69,537,828							
SE	69,537,828							
SG	69,537,828							

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 12								
BP	\$173,844,572	BK	\$260,766,858	PAC I/AD	3.50%	FIX	38377LUH9	July 2040
FD	86,922,286							
SE	86,922,286							
SG	86,922,286							
Combination 13								
BP	\$173,844,572	BM	\$280,825,847	PAC I/AD	3.75%	FIX	38377LUJ5	July 2040
FD	106,981,275							
SE	106,981,275							
SG	106,981,275							
Combination 14								
BP	\$173,844,572	BN	\$304,228,000	PAC I/AD	4.00%	FIX	38377LUK2	July 2040
FD	130,383,428							
SE	130,383,428							
SG	130,383,428							
<b>Security Groups 1 and 2</b>								
Combination 15(7)								
ZB	\$ 32,991,161	ZA	\$ 100,000,000	SUP	4.50%	FIX/Z	38377LUL0	October 2040
ZC	6,469,000							
ZD	50,615,839							
ZE	9,924,000							
Combination 16(7)								
DF	\$ 8,715,334	CF	\$ 75,000,000	PAC I/AD	(5)	FLT	38377LUM8	October 2040
EF	66,284,666							
Combination 17(7)								
DS	\$ 8,715,334	CS	\$ 75,000,000	NTL (PAC I/AD)	(5)	INV/IO	38377LUN6	October 2040
ES	66,284,666							

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 18(7)								
LP	\$ 8,023,334	CL	\$ 16,078,334	PAC I/AD	4.00%	FIX	38377LUP1	October 2040
PL	8,055,000							
<b>Security Groups 3 and 4</b>								
Combination 19(6)(7)								
AL	\$ 46,831,646	IL	\$ 35,874,074	NTL (SC/SEQ/AD)	5.00%	FIX/IO	38377LUQ9	August 2039
LY	12,958,478	LB	59,790,124	SC/SEQ/AD	1.50	FIX	38377LUR7	August 2039
		LC	59,790,124	SC/SEQ/AD	1.75	FIX	38377LUS5	August 2039
		LD	59,790,124	SC/SEQ/AD	2.00	FIX	38377LUT3	August 2039
		LE	59,790,124	SC/SEQ/AD	2.25	FIX	38377LUU0	August 2039
		LG	59,790,124	SC/SEQ/AD	2.50	FIX	38377LUV8	August 2039
		LH	59,790,124	SC/SEQ/AD	2.75	FIX	38377LUW6	August 2039
		LJ	59,790,124	SC/SEQ/AD	3.00	FIX	38377LUX4	August 2039
		LK	59,790,124	SC/SEQ/AD	3.25	FIX	38377LUY2	August 2039
		LM	59,790,124	SC/SEQ/AD	3.50	FIX	38377LUZ9	August 2039
		LN	59,790,124	SC/SEQ/AD	3.75	FIX	38377LVA3	August 2039
		LQ	59,790,124	SC/SEQ/AD	4.25	FIX	38377LVB1	August 2039
		LU	59,790,124	SC/SEQ/AD	4.50	FIX	38377LVC9	August 2039
		LW	59,790,124	SC/SEQ/AD	4.00	FIX	38377LVD7	August 2039
<b>Security Group 5</b>								
Combination 20(6)								
NA	\$ 24,010,600	NB	\$ 24,010,600	SC/SEQ	3.00%	FIX	38377LVE5	May 2040
		NC	24,010,600	SC/SEQ	3.50	FIX	38377LVF2	May 2040
		ND	24,010,600	SC/SEQ	4.00	FIX	38377LVG0	May 2040
		NI	8,003,533	NTL (SC/SEQ)	4.50	FIX/IO	38377LVH8	May 2040

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21(6)								
MA	\$ 32,737,521	MB	\$ 32,737,521	SC/SEQ	3.50%	FIX	38377LVJ4	May 2040
		MC	32,737,521	SC/SEQ	4.00	FIX	38377LVK1	May 2040
		MI	7,275,004	NTL (SC/SEQ)	4.50	FIX/IO	38377LVL9	May 2040
Combination 22(6)								
MY	\$ 26,965,879	YI	\$ 5,992,417	NTL (SC/SEQ)	4.50%	FIX/IO	38377LVM7	May 2040
		YM	26,965,879	SC/SEQ	4.00	FIX	38377LVN5	May 2040
		YN	26,965,879	SC/SEQ	3.50	FIX	38377LR42	May 2040
Combination 23(6)								
MA	\$ 32,737,521	NT	\$ 83,714,000	SC/PT	4.50%	FIX	38377LVP0	May 2040
MY	26,965,879	TA	83,714,000	SC/PT	3.50	FIX	38377LR59	May 2040
NA	24,010,600	TB	83,714,000	SC/PT	4.00	FIX	38377LR67	May 2040
		TI	18,603,111	NTL (SC/PT)	4.50	FIX/IO	38377LR75	May 2040

(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 19, 20, 21, 22 and 23 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combinations 15, 16, 17, 18 and 19 are derived from REMIC Classes of separate Security Groups.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
Initial Balance . . . . .	\$265,697,000.00	\$259,228,000.00	\$407,632,000.00
November 2010 . . . . .	264,662,367.82	258,260,209.13	406,045,414.42
December 2010. . . . .	263,660,955.45	257,258,796.76	404,509,046.02
January 2011. . . . .	262,569,740.02	256,167,581.33	402,834,901.62
February 2011. . . . .	261,389,387.48	254,997,607.51	401,024,002.93
March 2011. . . . .	260,120,647.07	253,753,224.46	399,077,499.42
April 2011. . . . .	258,764,350.64	252,435,054.10	396,996,667.34
May 2011 . . . . .	257,321,411.93	251,043,775.41	394,782,908.54
June 2011 . . . . .	255,792,825.67	249,580,123.87	392,437,749.12
July 2011 . . . . .	254,179,666.52	248,044,890.78	389,962,837.87
August 2011 . . . . .	252,483,088.01	246,438,922.60	387,359,944.49
September 2011 . . . . .	250,704,321.19	244,763,120.10	384,630,957.68
October 2011 . . . . .	248,844,673.28	243,018,437.50	381,777,882.98
November 2011 . . . . .	246,905,526.15	241,205,881.59	378,802,840.44
December 2011. . . . .	244,888,334.65	239,326,510.66	375,708,062.12
January 2012. . . . .	242,794,624.90	237,381,433.44	372,495,889.38
February 2012. . . . .	240,625,992.39	235,371,807.99	369,168,770.03
March 2012. . . . .	238,384,100.02	233,298,840.43	365,729,255.29
April 2012. . . . .	236,070,675.98	231,163,783.74	362,179,996.54
May 2012 . . . . .	233,687,511.58	228,967,936.37	358,523,742.03
June 2012 . . . . .	231,236,458.95	226,712,640.87	354,763,333.30
July 2012 . . . . .	228,719,428.63	224,399,282.41	350,901,701.49
August 2012 . . . . .	226,138,387.10	222,029,287.30	346,941,863.57
September 2012 . . . . .	223,495,354.19	219,604,121.44	342,886,918.39
October 2012 . . . . .	220,792,400.42	217,125,288.63	338,740,042.53
November 2012 . . . . .	218,031,644.27	214,594,328.98	334,504,486.17
December 2012. . . . .	215,298,951.51	212,082,955.47	330,311,984.71
January 2013. . . . .	212,594,046.00	209,591,003.96	326,162,114.48
February 2013. . . . .	209,916,654.26	207,118,311.57	322,054,455.92
March 2013. . . . .	207,266,505.45	204,664,716.69	317,988,593.52
April 2013. . . . .	204,643,331.37	202,230,058.99	313,964,115.79
May 2013 . . . . .	202,046,866.40	199,814,179.37	309,980,615.22
June 2013 . . . . .	199,476,847.51	197,416,919.99	306,037,688.25
July 2013 . . . . .	196,933,014.18	195,038,124.22	302,134,935.23
August 2013 . . . . .	194,415,108.46	192,677,636.68	298,271,960.37
September 2013 . . . . .	191,922,874.86	190,335,303.17	294,448,371.72
October 2013 . . . . .	189,456,060.38	188,010,970.71	290,663,781.12
November 2013 . . . . .	187,014,414.46	185,704,487.51	286,917,804.17
December 2013. . . . .	184,597,688.97	183,415,702.97	283,210,060.19
January 2014. . . . .	182,205,638.20	181,144,467.65	279,540,172.19
February 2014. . . . .	179,838,018.80	178,890,633.28	275,907,766.84
March 2014. . . . .	177,494,589.77	176,654,052.75	272,312,474.40

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
April 2014 . . . . .	\$175,175,112.47	\$174,434,580.09	\$268,753,928.73
May 2014 . . . . .	172,879,350.56	172,232,070.46	265,231,767.25
June 2014 . . . . .	170,607,069.98	170,046,380.16	261,745,630.88
July 2014 . . . . .	168,358,038.96	167,877,366.61	258,295,164.00
August 2014 . . . . .	166,132,027.96	165,724,888.33	254,880,014.48
September 2014 . . . . .	163,928,809.66	163,588,804.95	251,499,833.56
October 2014 . . . . .	161,748,158.97	161,468,977.17	248,154,275.88
November 2014 . . . . .	159,589,852.95	159,365,266.81	244,842,999.44
December 2014 . . . . .	157,453,670.83	157,277,536.74	241,565,665.54
January 2015 . . . . .	155,339,394.01	155,205,650.90	238,321,938.76
February 2015 . . . . .	153,246,805.96	153,149,474.29	235,111,486.94
March 2015 . . . . .	151,175,692.30	151,108,872.95	231,933,981.15
April 2015 . . . . .	149,125,840.69	149,083,713.99	228,789,095.64
May 2015 . . . . .	147,097,040.86	147,073,865.51	225,676,507.81
June 2015 . . . . .	145,089,084.60	145,079,196.67	222,595,898.20
July 2015 . . . . .	143,101,765.70	143,099,577.63	219,546,950.47
August 2015 . . . . .	141,134,879.96	141,134,879.57	216,529,351.31
September 2015 . . . . .	139,188,225.14	139,188,224.75	213,542,790.48
October 2015 . . . . .	137,261,601.00	137,261,600.61	210,586,960.74
November 2015 . . . . .	135,354,809.21	135,354,808.82	207,661,557.83
December 2015 . . . . .	133,467,653.39	133,467,653.00	204,766,280.44
January 2016 . . . . .	131,599,939.04	131,599,938.65	201,900,830.21
February 2016 . . . . .	129,751,473.58	129,751,473.19	199,064,911.63
March 2016 . . . . .	127,922,066.28	127,922,065.89	196,258,232.11
April 2016 . . . . .	126,111,528.25	126,111,527.86	193,480,501.87
May 2016 . . . . .	124,319,672.47	124,319,672.08	190,731,433.96
June 2016 . . . . .	122,546,313.71	122,546,313.32	188,010,744.20
July 2016 . . . . .	120,791,268.53	120,791,268.14	185,318,151.18
August 2016 . . . . .	119,054,355.32	119,054,354.93	182,653,376.23
September 2016 . . . . .	117,335,394.17	117,335,393.78	180,016,143.38
October 2016 . . . . .	115,634,206.97	115,634,206.58	177,406,179.35
November 2016 . . . . .	113,950,617.32	113,950,616.93	174,823,213.50
December 2016 . . . . .	112,284,450.53	112,284,450.14	172,266,977.83
January 2017 . . . . .	110,635,533.62	110,635,533.23	169,737,206.95
February 2017 . . . . .	109,003,695.28	109,003,694.89	167,233,638.05
March 2017 . . . . .	107,388,765.88	107,388,765.49	164,756,010.86
April 2017 . . . . .	105,790,577.42	105,790,577.03	162,304,067.65
May 2017 . . . . .	104,208,963.55	104,208,963.16	159,877,553.20
June 2017 . . . . .	102,643,759.53	102,643,759.14	157,476,214.77
July 2017 . . . . .	101,094,802.23	101,094,801.84	155,099,802.08
August 2017 . . . . .	99,561,930.10	99,561,929.71	152,748,067.28
September 2017 . . . . .	98,044,983.15	98,044,982.76	150,420,764.93
October 2017 . . . . .	96,543,802.98	96,543,802.59	148,117,651.99
November 2017 . . . . .	95,058,232.70	95,058,232.30	145,838,487.77
December 2017 . . . . .	93,591,022.80	93,591,022.40	143,587,492.06
January 2018 . . . . .	92,145,310.48	92,145,310.08	141,369,477.99

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
February 2018 . . . . .	\$ 90,720,790.13	\$ 90,720,789.73	\$139,183,976.66
March 2018 . . . . .	89,317,160.37	89,317,159.97	137,030,525.71
April 2018 . . . . .	87,934,124.04	87,934,123.64	134,908,669.23
May 2018 . . . . .	86,571,388.13	86,571,387.73	132,817,957.69
June 2018 . . . . .	85,228,663.72	85,228,663.32	130,757,947.81
July 2018 . . . . .	83,905,665.91	83,905,665.51	128,728,202.53
August 2018 . . . . .	82,602,113.80	82,602,113.40	126,728,290.87
September 2018 . . . . .	81,317,730.41	81,317,730.02	124,757,787.89
October 2018 . . . . .	80,052,242.63	80,052,242.23	122,816,274.56
November 2018 . . . . .	78,805,381.14	78,805,380.74	120,903,337.74
December 2018 . . . . .	77,576,880.42	77,576,880.02	119,018,570.04
January 2019 . . . . .	76,366,478.65	76,366,478.25	117,161,569.77
February 2019 . . . . .	75,173,917.66	75,173,917.26	115,331,940.85
March 2019 . . . . .	73,998,942.91	73,998,942.51	113,529,292.76
April 2019 . . . . .	72,841,303.39	72,841,302.99	111,753,240.43
May 2019 . . . . .	71,700,751.64	71,700,751.24	110,003,404.16
June 2019 . . . . .	70,577,043.62	70,577,043.22	108,279,409.58
July 2019 . . . . .	69,469,938.74	69,469,938.34	106,580,887.56
August 2019 . . . . .	68,379,199.77	68,379,199.37	104,907,474.14
September 2019 . . . . .	67,304,592.78	67,304,592.38	103,258,810.43
October 2019 . . . . .	66,245,887.14	66,245,886.74	101,634,542.60
November 2019 . . . . .	65,202,855.44	65,202,855.04	100,034,321.75
December 2019 . . . . .	64,175,273.45	64,175,273.05	98,457,803.87
January 2020 . . . . .	63,162,920.09	63,162,919.69	96,904,649.78
February 2020 . . . . .	62,165,577.38	62,165,576.98	95,374,525.05
March 2020 . . . . .	61,183,030.38	61,183,029.98	93,867,099.92
April 2020 . . . . .	60,215,067.18	60,215,066.78	92,382,049.28
May 2020 . . . . .	59,261,478.82	59,261,478.43	90,919,052.55
June 2020 . . . . .	58,322,059.31	58,322,058.92	89,477,793.67
July 2020 . . . . .	57,396,605.50	57,396,605.11	88,057,961.00
August 2020 . . . . .	56,484,917.11	56,484,916.73	86,659,247.28
September 2020 . . . . .	55,586,796.69	55,586,796.31	85,281,349.54
October 2020 . . . . .	54,702,049.54	54,702,049.16	83,923,969.08
November 2020 . . . . .	53,830,483.68	53,830,483.31	82,586,811.40
December 2020 . . . . .	52,971,909.86	52,971,909.49	81,269,586.11
January 2021 . . . . .	52,126,141.46	52,126,141.09	79,972,006.93
February 2021 . . . . .	51,292,994.50	51,292,994.13	78,693,791.56
March 2021 . . . . .	50,472,287.56	50,472,287.19	77,434,661.70
April 2021 . . . . .	49,663,841.79	49,663,841.42	76,194,342.95
May 2021 . . . . .	48,867,480.84	48,867,480.48	74,972,564.76
June 2021 . . . . .	48,083,030.86	48,083,030.50	73,769,060.39
July 2021 . . . . .	47,310,320.43	47,310,320.07	72,583,566.84
August 2021 . . . . .	46,549,180.53	46,549,180.17	71,415,824.82
September 2021 . . . . .	45,799,444.53	45,799,444.17	70,265,578.69
October 2021 . . . . .	45,060,948.14	45,060,947.78	69,132,576.39
November 2021 . . . . .	44,333,529.39	44,333,529.03	68,016,569.42

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
December 2021 . . . . .	\$ 43,617,028.58	\$ 43,617,028.22	\$ 66,917,312.76
January 2022 . . . . .	42,911,288.26	42,911,287.90	65,834,564.87
February 2022 . . . . .	42,216,153.20	42,216,152.84	64,768,087.59
March 2022 . . . . .	41,531,470.35	41,531,469.99	63,717,646.10
April 2022 . . . . .	40,857,088.83	40,857,088.47	62,683,008.92
May 2022 . . . . .	40,192,859.86	40,192,859.51	61,663,947.82
June 2022 . . . . .	39,538,636.79	39,538,636.44	60,660,237.76
July 2022 . . . . .	38,894,275.00	38,894,274.65	59,671,656.92
August 2022 . . . . .	38,259,631.94	38,259,631.60	58,697,986.56
September 2022 . . . . .	37,634,567.06	37,634,566.72	57,739,011.05
October 2022 . . . . .	37,018,941.79	37,018,941.45	56,794,517.80
November 2022 . . . . .	36,412,619.51	36,412,619.17	55,864,297.22
December 2022 . . . . .	35,815,465.54	35,815,465.20	54,948,142.67
January 2023 . . . . .	35,227,347.08	35,227,346.74	54,045,850.42
February 2023 . . . . .	34,648,133.23	34,648,132.89	53,157,219.64
March 2023 . . . . .	34,077,694.93	34,077,694.59	52,282,052.32
April 2023 . . . . .	33,515,904.94	33,515,904.60	51,420,153.24
May 2023 . . . . .	32,962,637.81	32,962,637.47	50,571,329.95
June 2023 . . . . .	32,417,769.87	32,417,769.54	49,735,392.72
July 2023 . . . . .	31,881,179.20	31,881,178.87	48,912,154.48
August 2023 . . . . .	31,352,745.61	31,352,745.28	48,101,430.84
September 2023 . . . . .	30,832,350.59	30,832,350.26	47,303,040.00
October 2023 . . . . .	30,319,877.32	30,319,876.99	46,516,802.71
November 2023 . . . . .	29,815,210.63	29,815,210.30	45,742,542.30
December 2023 . . . . .	29,318,236.98	29,318,236.65	44,980,084.56
January 2024 . . . . .	28,828,844.44	28,828,844.11	44,229,257.76
February 2024 . . . . .	28,346,922.65	28,346,922.32	43,489,892.61
March 2024 . . . . .	27,872,362.83	27,872,362.51	42,761,822.21
April 2024 . . . . .	27,405,057.74	27,405,057.42	42,044,882.01
May 2024 . . . . .	26,944,901.65	26,944,901.33	41,338,909.83
June 2024 . . . . .	26,491,790.33	26,491,790.01	40,643,745.74
July 2024 . . . . .	26,045,621.03	26,045,620.71	39,959,232.11
August 2024 . . . . .	25,606,292.46	25,606,292.14	39,285,213.53
September 2024 . . . . .	25,173,704.76	25,173,704.44	38,621,536.81
October 2024 . . . . .	24,747,759.48	24,747,759.17	37,968,050.91
November 2024 . . . . .	24,328,359.59	24,328,359.28	37,324,606.95
December 2024 . . . . .	23,915,409.42	23,915,409.11	36,691,058.15
January 2025 . . . . .	23,508,814.65	23,508,814.34	36,067,259.83
February 2025 . . . . .	23,108,482.33	23,108,482.02	35,453,069.36
March 2025 . . . . .	22,714,320.79	22,714,320.48	34,848,346.12
April 2025 . . . . .	22,326,239.70	22,326,239.39	34,252,951.50
May 2025 . . . . .	21,944,149.98	21,944,149.68	33,666,748.87
June 2025 . . . . .	21,567,963.85	21,567,963.55	33,089,603.52
July 2025 . . . . .	21,197,594.75	21,197,594.45	32,521,382.68
August 2025 . . . . .	20,832,957.36	20,832,957.06	31,961,955.44
September 2025 . . . . .	20,473,967.59	20,473,967.29	31,411,192.77

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
October 2025	\$ 20,120,542.52	\$ 20,120,542.22	\$ 30,868,967.48
November 2025	19,772,600.42	19,772,600.13	30,335,154.18
December 2025	19,430,060.74	19,430,060.45	29,809,629.27
January 2026	19,092,844.05	19,092,843.76	29,292,270.90
February 2026	18,760,872.08	18,760,871.79	28,782,958.98
March 2026	18,434,067.64	18,434,067.35	28,281,575.10
April 2026	18,112,354.67	18,112,354.39	27,788,002.57
May 2026	17,795,658.19	17,795,657.91	27,302,126.34
June 2026	17,483,904.27	17,483,903.99	26,823,833.00
July 2026	17,177,020.07	17,177,019.79	26,353,010.77
August 2026	16,874,933.75	16,874,933.47	25,889,549.47
September 2026	16,577,574.51	16,577,574.24	25,433,340.48
October 2026	16,284,872.58	16,284,872.31	24,984,276.73
November 2026	15,996,759.17	15,996,758.90	24,542,252.68
December 2026	15,713,166.46	15,713,166.19	24,107,164.30
January 2027	15,434,027.62	15,434,027.35	23,678,909.06
February 2027	15,159,276.77	15,159,276.50	23,257,385.88
March 2027	14,888,848.96	14,888,848.69	22,842,495.12
April 2027	14,622,680.19	14,622,679.92	22,434,138.58
May 2027	14,360,707.36	14,360,707.09	22,032,219.45
June 2027	14,102,868.27	14,102,868.01	21,636,642.33
July 2027	13,849,101.63	13,849,101.37	21,247,313.16
August 2027	13,599,347.01	13,599,346.75	20,864,139.23
September 2027	13,353,544.85	13,353,544.59	20,487,029.18
October 2027	13,111,636.45	13,111,636.19	20,115,892.93
November 2027	12,873,563.93	12,873,563.68	19,750,641.71
December 2027	12,639,270.28	12,639,270.03	19,391,188.02
January 2028	12,408,699.26	12,408,699.01	19,037,445.61
February 2028	12,181,795.48	12,181,795.23	18,689,329.47
March 2028	11,958,504.30	11,958,504.06	18,346,755.81
April 2028	11,738,771.92	11,738,771.68	18,009,642.05
May 2028	11,522,545.26	11,522,545.02	17,677,906.77
June 2028	11,309,772.03	11,309,771.79	17,351,469.75
July 2028	11,100,400.69	11,100,400.45	17,030,251.91
August 2028	10,894,380.43	10,894,380.19	16,714,175.31
September 2028	10,691,661.18	10,691,660.94	16,403,163.13
October 2028	10,492,193.59	10,492,193.35	16,097,139.64
November 2028	10,295,929.01	10,295,928.78	15,796,030.23
December 2028	10,102,819.51	10,102,819.28	15,499,761.34
January 2029	9,912,817.83	9,912,817.60	15,208,260.47
February 2029	9,725,877.41	9,725,877.18	14,921,456.17
March 2029	9,541,952.33	9,541,952.10	14,639,278.03
April 2029	9,360,997.36	9,360,997.13	14,361,656.63
May 2029	9,182,967.91	9,182,967.69	14,088,523.58
June 2029	9,007,820.05	9,007,819.83	13,819,811.46
July 2029	8,835,510.45	8,835,510.23	13,555,453.81

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
August 2029 . . . . .	\$ 8,665,996.44	\$ 8,665,996.22	\$ 13,295,385.15
September 2029 . . . . .	8,499,235.95	8,499,235.73	13,039,540.95
October 2029 . . . . .	8,335,187.52	8,335,187.30	12,787,857.59
November 2029 . . . . .	8,173,810.28	8,173,810.06	12,540,272.38
December 2029 . . . . .	8,015,063.96	8,015,063.75	12,296,723.54
January 2030 . . . . .	7,858,908.88	7,858,908.67	12,057,150.17
February 2030 . . . . .	7,705,305.92	7,705,305.71	11,821,492.28
March 2030 . . . . .	7,554,216.54	7,554,216.33	11,589,690.70
April 2030 . . . . .	7,405,602.73	7,405,602.52	11,361,687.17
May 2030 . . . . .	7,259,427.06	7,259,426.86	11,137,424.24
June 2030 . . . . .	7,115,652.64	7,115,652.44	10,916,845.29
July 2030 . . . . .	6,974,243.09	6,974,242.89	10,699,894.54
August 2030 . . . . .	6,835,162.58	6,835,162.38	10,486,517.01
September 2030 . . . . .	6,698,375.80	6,698,375.60	10,276,658.52
October 2030 . . . . .	6,563,847.93	6,563,847.74	10,070,265.66
November 2030 . . . . .	6,431,544.69	6,431,544.50	9,867,285.81
December 2030 . . . . .	6,301,432.26	6,301,432.07	9,667,667.12
January 2031 . . . . .	6,173,477.34	6,173,477.15	9,471,358.48
February 2031 . . . . .	6,047,647.09	6,047,646.91	9,278,309.53
March 2031 . . . . .	5,923,909.18	5,923,909.00	9,088,470.64
April 2031 . . . . .	5,802,231.72	5,802,231.54	8,901,792.89
May 2031 . . . . .	5,682,583.30	5,682,583.12	8,718,228.09
June 2031 . . . . .	5,564,932.95	5,564,932.77	8,537,728.74
July 2031 . . . . .	5,449,250.17	5,449,249.99	8,360,248.04
August 2031 . . . . .	5,335,504.89	5,335,504.71	8,185,739.86
September 2031 . . . . .	5,223,667.50	5,223,667.32	8,014,158.76
October 2031 . . . . .	5,113,708.79	5,113,708.61	7,845,459.93
November 2031 . . . . .	5,005,599.99	5,005,599.82	7,679,599.26
December 2031 . . . . .	4,899,312.77	4,899,312.60	7,516,533.24
January 2032 . . . . .	4,794,819.19	4,794,819.02	7,356,219.02
February 2032 . . . . .	4,692,091.71	4,692,091.54	7,198,614.36
March 2032 . . . . .	4,591,103.21	4,591,103.05	7,043,677.66
April 2032 . . . . .	4,491,826.97	4,491,826.81	6,891,367.89
May 2032 . . . . .	4,394,236.65	4,394,236.49	6,741,644.67
June 2032 . . . . .	4,298,306.29	4,298,306.13	6,594,468.16
July 2032 . . . . .	4,204,010.33	4,204,010.17	6,449,799.15
August 2032 . . . . .	4,111,323.55	4,111,323.39	6,307,598.95
September 2032 . . . . .	4,020,221.14	4,020,220.98	6,167,829.49
October 2032 . . . . .	3,930,678.63	3,930,678.47	6,030,453.23
November 2032 . . . . .	3,842,671.90	3,842,671.75	5,895,433.18
December 2032 . . . . .	3,756,177.22	3,756,177.07	5,762,732.90
January 2033 . . . . .	3,671,171.16	3,671,171.01	5,632,316.47
February 2033 . . . . .	3,587,630.67	3,587,630.53	5,504,148.53
March 2033 . . . . .	3,505,533.03	3,505,532.89	5,378,194.20
April 2033 . . . . .	3,424,855.84	3,424,855.70	5,254,419.13
May 2033 . . . . .	3,345,577.05	3,345,576.91	5,132,789.49

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
June 2033 . . . . .	\$ 3,267,674.92	\$ 3,267,674.78	\$ 5,013,271.92
July 2033 . . . . .	3,191,128.03	3,191,127.89	4,895,833.56
August 2033 . . . . .	3,115,915.28	3,115,915.14	4,780,442.05
September 2033 . . . . .	3,042,015.89	3,042,015.75	4,667,065.48
October 2033 . . . . .	2,969,409.36	2,969,409.22	4,555,672.43
November 2033 . . . . .	2,898,075.51	2,898,075.38	4,446,231.93
December 2033 . . . . .	2,827,994.46	2,827,994.33	4,338,713.48
January 2034 . . . . .	2,759,146.62	2,759,146.49	4,233,087.02
February 2034 . . . . .	2,691,512.69	2,691,512.56	4,129,322.93
March 2034 . . . . .	2,625,073.64	2,625,073.51	4,027,392.04
April 2034 . . . . .	2,559,810.74	2,559,810.61	3,927,265.60
May 2034 . . . . .	2,495,705.54	2,495,705.41	3,828,915.29
June 2034 . . . . .	2,432,739.83	2,432,739.71	3,732,313.22
July 2034 . . . . .	2,370,895.72	2,370,895.60	3,637,431.88
August 2034 . . . . .	2,310,155.54	2,310,155.42	3,544,244.20
September 2034 . . . . .	2,250,501.90	2,250,501.78	3,452,723.49
October 2034 . . . . .	2,191,917.67	2,191,917.56	3,362,843.48
November 2034 . . . . .	2,134,385.97	2,134,385.86	3,274,578.26
December 2034 . . . . .	2,077,890.18	2,077,890.07	3,187,902.32
January 2035 . . . . .	2,022,413.90	2,022,413.79	3,102,790.53
February 2035 . . . . .	1,967,941.00	1,967,940.89	3,019,218.13
March 2035 . . . . .	1,914,455.59	1,914,455.48	2,937,160.72
April 2035 . . . . .	1,861,941.99	1,861,941.89	2,856,594.28
May 2035 . . . . .	1,810,384.78	1,810,384.68	2,777,495.13
June 2035 . . . . .	1,759,768.76	1,759,768.66	2,699,839.95
July 2035 . . . . .	1,710,078.95	1,710,078.85	2,623,605.77
August 2035 . . . . .	1,661,300.61	1,661,300.51	2,548,769.96
September 2035 . . . . .	1,613,419.19	1,613,419.10	2,475,310.22
October 2035 . . . . .	1,566,420.40	1,566,420.31	2,403,204.60
November 2035 . . . . .	1,520,290.12	1,520,290.03	2,332,431.45
December 2035 . . . . .	1,475,014.46	1,475,014.37	2,262,969.47
January 2036 . . . . .	1,430,579.75	1,430,579.66	2,194,797.66
February 2036 . . . . .	1,386,972.50	1,386,972.41	2,127,895.35
March 2036 . . . . .	1,344,179.44	1,344,179.35	2,062,242.17
April 2036 . . . . .	1,302,187.48	1,302,187.40	1,997,818.05
May 2036 . . . . .	1,260,983.76	1,260,983.68	1,934,603.23
June 2036 . . . . .	1,220,555.56	1,220,555.49	1,872,578.23
July 2036 . . . . .	1,180,890.41	1,180,890.34	1,811,723.89
August 2036 . . . . .	1,141,975.98	1,141,975.91	1,752,021.31
September 2036 . . . . .	1,103,800.15	1,103,800.08	1,693,451.89
October 2036 . . . . .	1,066,350.97	1,066,350.90	1,635,997.30
November 2036 . . . . .	1,029,616.67	1,029,616.61	1,579,639.49
December 2036 . . . . .	993,585.68	993,585.62	1,524,360.69
January 2037 . . . . .	958,246.57	958,246.51	1,470,143.37
February 2037 . . . . .	923,588.10	923,588.04	1,416,970.29
March 2037 . . . . .	889,599.20	889,599.14	1,364,824.47

<u>Distribution Date</u>	<u>Classes AF, DF, FA, LP, PK and ZC (in the aggregate)</u>	<u>Classes AF, DF, FA, LP and PK (in the aggregate)</u>	<u>Classes BP, EF, FD, MP, PL, PM and ZE (in the aggregate)</u>
April 2037 . . . . .	\$ 856,268.96	\$ 856,268.90	\$ 1,313,689.16
May 2037 . . . . .	823,586.64	823,586.58	1,263,547.89
June 2037 . . . . .	791,541.66	791,541.60	1,214,384.43
July 2037 . . . . .	760,123.59	760,123.53	1,166,182.79
August 2037 . . . . .	729,322.19	729,322.13	1,118,927.22
September 2037 . . . . .	699,127.33	699,127.28	1,072,602.23
October 2037 . . . . .	669,529.06	669,529.01	1,027,192.52
November 2037 . . . . .	640,517.59	640,517.54	982,683.07
December 2037 . . . . .	612,083.25	612,083.20	939,059.06
January 2038 . . . . .	584,216.53	584,216.49	896,305.91
February 2038 . . . . .	556,908.08	556,908.04	854,409.23
March 2038 . . . . .	530,148.66	530,148.62	813,354.89
April 2038 . . . . .	503,929.20	503,929.16	773,128.95
May 2038 . . . . .	478,240.74	478,240.70	733,717.68
June 2038 . . . . .	453,074.49	453,074.45	695,107.58
July 2038 . . . . .	428,421.76	428,421.72	657,285.32
August 2038 . . . . .	404,274.01	404,273.98	620,237.82
September 2038 . . . . .	380,622.84	380,622.81	583,952.15
October 2038 . . . . .	357,459.96	357,459.93	548,415.61
November 2038 . . . . .	334,777.20	334,777.17	513,615.69
December 2038 . . . . .	312,566.54	312,566.51	479,540.06
January 2039 . . . . .	290,820.06	290,820.04	446,176.59
February 2039 . . . . .	269,529.99	269,529.97	413,513.32
March 2039 . . . . .	248,688.64	248,688.62	381,538.49
April 2039 . . . . .	228,288.46	228,288.44	350,240.50
May 2039 . . . . .	208,322.02	208,322.00	319,607.96
June 2039 . . . . .	188,781.99	188,781.98	289,629.62
July 2039 . . . . .	169,661.17	169,661.16	260,294.42
August 2039 . . . . .	150,952.45	150,952.44	231,591.48
September 2039 . . . . .	132,648.84	132,648.83	203,510.06
October 2039 . . . . .	114,743.47	114,743.46	176,039.60
November 2039 . . . . .	97,229.55	97,229.54	149,169.72
December 2039 . . . . .	80,100.41	80,100.40	122,890.17
January 2040 . . . . .	63,349.48	63,349.47	97,190.87
February 2040 . . . . .	46,970.29	46,970.29	72,061.90
March 2040 . . . . .	30,956.48	30,956.48	47,493.48
April 2040 . . . . .	15,301.78	15,301.78	23,476.01
May 2040 and thereafter . . . . .	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
Initial Balance . . . . .	\$397,708,000.00	\$312,283,000.00	\$17,924,000.00
November 2010 . . . . .	396,223,385.93	311,162,222.97	17,827,033.38
December 2010 . . . . .	394,687,017.53	309,962,798.50	17,746,150.85
January 2011 . . . . .	393,012,873.13	308,685,622.41	17,628,206.60
February 2011 . . . . .	391,217,894.64	307,331,163.43	17,486,850.17
March 2011 . . . . .	389,308,757.39	305,899,938.05	17,327,644.52
April 2011 . . . . .	387,286,415.52	304,392,510.13	17,153,225.37
May 2011 . . . . .	385,151,910.74	302,809,490.58	16,963,803.80
June 2011 . . . . .	382,906,371.39	301,151,536.89	16,759,611.89
July 2011 . . . . .	380,551,011.52	299,419,352.64	16,540,902.40
August 2011 . . . . .	378,087,129.75	297,613,687.03	16,307,948.45
September 2011 . . . . .	375,516,108.03	295,735,334.26	16,061,043.15
October 2011 . . . . .	372,839,410.37	293,785,132.90	15,800,499.28
November 2011 . . . . .	370,058,581.35	291,763,965.25	15,526,648.79
December 2011 . . . . .	367,175,244.61	289,672,756.61	15,239,842.37
January 2012 . . . . .	364,191,101.17	287,512,474.53	14,940,448.93
February 2012 . . . . .	361,107,927.72	285,284,127.96	14,628,855.14
March 2012 . . . . .	357,927,574.70	282,988,766.44	14,305,464.82
April 2012 . . . . .	354,651,964.43	280,627,479.22	13,970,698.31
May 2012 . . . . .	351,283,089.00	278,201,394.26	13,624,991.95
June 2012 . . . . .	347,823,008.12	275,711,677.31	13,268,797.36
July 2012 . . . . .	344,273,846.97	273,159,530.87	12,902,580.75
August 2012 . . . . .	340,637,793.78	270,546,193.13	12,526,822.30
September 2012 . . . . .	336,917,097.50	267,872,936.89	12,142,015.32
October 2012 . . . . .	333,114,065.30	265,141,068.41	11,748,665.58
November 2012 . . . . .	329,231,060.02	262,351,926.30	11,347,290.46
December 2012 . . . . .	325,378,103.82	259,579,018.63	10,953,042.98
January 2013 . . . . .	321,554,944.86	256,822,234.87	10,565,842.92
February 2013 . . . . .	317,761,333.25	254,081,465.16	10,185,610.82
March 2013 . . . . .	313,997,021.08	251,356,600.27	9,812,267.99
April 2013 . . . . .	310,261,762.33	248,647,531.65	9,445,736.50
May 2013 . . . . .	306,555,312.94	245,954,151.38	9,085,939.16
June 2013 . . . . .	302,877,430.73	243,276,352.18	8,732,799.51
July 2013 . . . . .	299,227,875.42	240,614,027.44	8,386,241.83
August 2013 . . . . .	295,606,408.60	237,967,071.16	8,046,191.13
September 2013 . . . . .	292,012,793.71	235,335,377.98	7,712,573.13
October 2013 . . . . .	288,446,796.06	232,718,843.17	7,385,314.26
November 2013 . . . . .	284,908,182.75	230,117,362.62	7,064,341.68
December 2013 . . . . .	281,396,722.74	227,530,832.84	6,749,583.24
January 2014 . . . . .	277,912,186.76	224,959,150.96	6,440,967.47

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
February 2014 . . . . .	\$274,454,347.33	\$222,402,214.73	\$ 6,138,423.60
March 2014 . . . . .	271,022,978.76	219,859,922.49	5,841,881.54
April 2014 . . . . .	267,617,857.09	217,332,173.20	5,551,271.89
May 2014 . . . . .	264,238,760.12	214,818,866.42	5,266,525.88
June 2014 . . . . .	260,885,467.38	212,319,902.29	4,987,575.47
July 2014 . . . . .	257,557,760.13	209,835,181.56	4,714,353.22
August 2014 . . . . .	254,255,421.29	207,364,605.56	4,446,792.37
September 2014 . . . . .	250,978,235.52	204,908,076.22	4,184,826.79
October 2014 . . . . .	247,725,989.13	202,465,496.04	3,928,391.00
November 2014 . . . . .	244,498,470.07	200,036,768.09	3,677,420.17
December 2014 . . . . .	241,295,467.99	197,621,796.03	3,431,850.08
January 2015 . . . . .	238,116,774.14	195,220,484.07	3,191,617.15
February 2015 . . . . .	234,962,181.40	192,832,737.02	2,956,658.40
March 2015 . . . . .	231,831,484.27	190,458,460.23	2,726,911.46
April 2015 . . . . .	228,724,478.82	188,097,559.61	2,502,314.60
May 2015 . . . . .	225,640,962.74	185,749,941.62	2,282,806.67
June 2015 . . . . .	222,580,735.27	183,415,513.29	2,068,327.11
July 2015 . . . . .	219,543,597.22	181,094,182.20	1,858,815.95
August 2015 . . . . .	216,529,350.92	178,785,856.45	1,655,269.78
September 2015 . . . . .	213,542,790.09	176,490,444.70	1,461,880.83
October 2015 . . . . .	210,586,960.35	174,207,856.15	1,281,277.93
November 2015 . . . . .	207,661,557.44	171,938,000.53	1,113,297.78
December 2015 . . . . .	204,766,280.05	169,680,788.11	957,779.04
January 2016 . . . . .	201,900,829.82	167,436,129.66	814,562.29
February 2016 . . . . .	199,064,911.24	165,203,936.51	683,489.95
March 2016 . . . . .	196,258,231.72	162,984,120.49	564,406.37
April 2016 . . . . .	193,480,501.48	160,776,593.96	457,157.70
May 2016 . . . . .	190,731,433.57	158,581,269.78	361,591.95
June 2016 . . . . .	188,010,743.81	156,398,061.33	277,558.92
July 2016 . . . . .	185,318,150.79	154,226,882.50	204,910.23
August 2016 . . . . .	182,653,375.84	152,067,647.67	143,499.27
September 2016 . . . . .	180,016,142.99	149,920,271.75	93,181.14
October 2016 . . . . .	177,406,178.96	147,784,670.12	53,812.74
November 2016 . . . . .	174,823,213.11	145,660,758.66	25,252.66
December 2016 . . . . .	172,266,977.44	143,548,453.75	7,361.17
January 2017 . . . . .	169,737,206.56	141,447,672.27	0.25
February 2017 . . . . .	167,233,637.66	139,361,364.84	0.24
March 2017 . . . . .	164,756,010.47	137,296,675.52	0.24
April 2017 . . . . .	162,304,067.26	135,253,389.50	0.24
May 2017 . . . . .	159,877,552.81	133,231,294.12	0.24

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
June 2017 . . . . .	\$157,476,214.38	\$131,230,178.76	\$ 0.24
July 2017 . . . . .	155,099,801.69	129,249,834.85	0.24
August 2017 . . . . .	152,748,066.89	127,290,055.84	0.24
September 2017 . . . . .	150,420,764.54	125,350,637.22	0.24
October 2017 . . . . .	148,117,651.60	123,431,376.43	0.24
November 2017 . . . . .	145,838,487.37	121,532,072.90	0.24
December 2017 . . . . .	143,587,491.67	119,656,243.15	0.24
January 2018 . . . . .	141,369,477.60	117,807,898.09	0.24
February 2018 . . . . .	139,183,976.27	115,986,646.97	0.24
March 2018 . . . . .	137,030,525.31	114,192,104.51	0.24
April 2018 . . . . .	134,908,668.84	112,423,890.77	0.24
May 2018 . . . . .	132,817,957.29	110,681,631.15	0.24
June 2018 . . . . .	130,757,947.42	108,964,956.25	0.24
July 2018 . . . . .	128,728,202.14	107,273,501.85	0.24
August 2018 . . . . .	126,728,290.48	105,606,908.79	0.24
September 2018 . . . . .	124,757,787.49	103,964,822.97	0.24
October 2018 . . . . .	122,816,274.17	102,346,895.20	0.24
November 2018 . . . . .	120,903,337.35	100,752,781.18	0.24
December 2018 . . . . .	119,018,569.64	99,182,141.42	0.24
January 2019 . . . . .	117,161,569.37	97,634,641.19	0.24
February 2019 . . . . .	115,331,940.46	96,109,950.43	0.24
March 2019 . . . . .	113,529,292.37	94,607,743.68	0.24
April 2019 . . . . .	111,753,240.03	93,127,700.07	0.24
May 2019 . . . . .	110,003,403.76	91,669,503.17	0.24
June 2019 . . . . .	108,279,409.19	90,232,841.02	0.24
July 2019 . . . . .	106,580,887.17	88,817,406.00	0.24
August 2019 . . . . .	104,907,473.74	87,422,894.81	0.24
September 2019 . . . . .	103,258,810.04	86,049,008.39	0.24
October 2019 . . . . .	101,634,542.21	84,695,451.86	0.24
November 2019 . . . . .	100,034,321.36	83,361,934.48	0.24
December 2019 . . . . .	98,457,803.48	82,048,169.58	0.24
January 2020 . . . . .	96,904,649.39	80,753,874.50	0.24
February 2020 . . . . .	95,374,524.66	79,478,770.56	0.24
March 2020 . . . . .	93,867,099.54	78,222,582.95	0.24
April 2020 . . . . .	92,382,048.90	76,985,040.75	0.24
May 2020 . . . . .	90,919,052.17	75,765,876.81	0.24
June 2020 . . . . .	89,477,793.29	74,564,827.74	0.24
July 2020 . . . . .	88,057,960.62	73,381,633.85	0.24
August 2020 . . . . .	86,659,246.90	72,216,039.08	0.24
September 2020 . . . . .	85,281,349.16	71,067,790.96	0.24

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
October 2020 . . . . .	\$ 83,923,968.71	\$ 69,936,640.58	\$ 0.24
November 2020 . . . . .	82,586,811.03	68,822,342.51	0.24
December 2020 . . . . .	81,269,585.74	67,724,654.77	0.24
January 2021 . . . . .	79,972,006.56	66,643,338.78	0.24
February 2021 . . . . .	78,693,791.19	65,578,159.31	0.24
March 2021 . . . . .	77,434,661.34	64,528,884.43	0.24
April 2021 . . . . .	76,194,342.59	63,495,285.47	0.24
May 2021 . . . . .	74,972,564.40	62,477,136.97	0.24
June 2021 . . . . .	73,769,060.03	61,474,216.66	0.24
July 2021 . . . . .	72,583,566.48	60,486,305.37	0.24
August 2021 . . . . .	71,415,824.46	59,513,187.02	0.24
September 2021 . . . . .	70,265,578.33	58,554,648.58	0.24
October 2021 . . . . .	69,132,576.03	57,610,479.99	0.24
November 2021 . . . . .	68,016,569.06	56,680,474.18	0.24
December 2021 . . . . .	66,917,312.41	55,764,426.97	0.24
January 2022 . . . . .	65,834,564.52	54,862,137.06	0.24
February 2022 . . . . .	64,768,087.24	53,973,405.99	0.24
March 2022 . . . . .	63,717,645.76	53,098,038.09	0.24
April 2022 . . . . .	62,683,008.58	52,235,840.44	0.24
May 2022 . . . . .	61,663,947.48	51,386,622.85	0.24
June 2022 . . . . .	60,660,237.42	50,550,197.81	0.24
July 2022 . . . . .	59,671,656.58	49,726,380.44	0.24
August 2022 . . . . .	58,697,986.22	48,914,988.47	0.24
September 2022 . . . . .	57,739,010.72	48,115,842.22	0.24
October 2022 . . . . .	56,794,517.47	47,328,764.51	0.24
November 2022 . . . . .	55,864,296.89	46,553,580.69	0.24
December 2022 . . . . .	54,948,142.34	45,790,118.57	0.24
January 2023 . . . . .	54,045,850.10	45,038,208.37	0.24
February 2023 . . . . .	53,157,219.32	44,297,682.71	0.24
March 2023 . . . . .	52,282,052.00	43,568,376.61	0.24
April 2023 . . . . .	51,420,152.92	42,850,127.38	0.24
May 2023 . . . . .	50,571,329.63	42,142,774.63	0.24
June 2023 . . . . .	49,735,392.40	41,446,160.28	0.24
July 2023 . . . . .	48,912,154.16	40,760,128.41	0.23
August 2023 . . . . .	48,101,430.53	40,084,525.39	0.23
September 2023 . . . . .	47,303,039.69	39,419,199.69	0.22
October 2023 . . . . .	46,516,802.40	38,764,001.95	0.22
November 2023 . . . . .	45,742,541.99	38,118,784.94	0.22
December 2023 . . . . .	44,980,084.25	37,483,403.49	0.22
January 2024 . . . . .	44,229,257.46	36,857,714.49	0.22

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
February 2024 . . . . .	\$ 43,489,892.31	\$ 36,241,576.87	\$ 0.22
March 2024 . . . . .	42,761,821.91	35,634,851.53	0.22
April 2024 . . . . .	42,044,881.71	35,037,401.37	0.22
May 2024 . . . . .	41,338,909.53	34,449,091.22	0.22
June 2024 . . . . .	40,643,745.44	33,869,787.81	0.22
July 2024 . . . . .	39,959,231.81	33,299,359.79	0.22
August 2024 . . . . .	39,285,213.24	32,737,677.64	0.21
September 2024 . . . . .	38,621,536.52	32,184,613.71	0.21
October 2024 . . . . .	37,968,050.62	31,640,042.13	0.21
November 2024 . . . . .	37,324,606.66	31,103,838.82	0.20
December 2024 . . . . .	36,691,057.86	30,575,881.49	0.20
January 2025 . . . . .	36,067,259.54	30,056,049.56	0.20
February 2025 . . . . .	35,453,069.07	29,544,224.17	0.20
March 2025 . . . . .	34,848,345.83	29,040,288.13	0.20
April 2025 . . . . .	34,252,951.22	28,544,125.96	0.20
May 2025 . . . . .	33,666,748.59	28,055,623.76	0.20
June 2025 . . . . .	33,089,603.24	27,574,669.31	0.20
July 2025 . . . . .	32,521,382.40	27,101,151.94	0.20
August 2025 . . . . .	31,961,955.16	26,634,962.57	0.20
September 2025 . . . . .	31,411,192.49	26,175,993.68	0.20
October 2025 . . . . .	30,868,967.20	25,724,139.27	0.20
November 2025 . . . . .	30,335,153.90	25,279,294.86	0.20
December 2025 . . . . .	29,809,628.99	24,841,357.43	0.19
January 2026 . . . . .	29,292,270.63	24,410,225.46	0.19
February 2026 . . . . .	28,782,958.71	23,985,798.86	0.19
March 2026 . . . . .	28,281,574.84	23,567,978.97	0.19
April 2026 . . . . .	27,788,002.31	23,156,668.53	0.19
May 2026 . . . . .	27,302,126.08	22,751,771.67	0.19
June 2026 . . . . .	26,823,832.74	22,353,193.89	0.19
July 2026 . . . . .	26,353,010.51	21,960,842.03	0.19
August 2026 . . . . .	25,889,549.21	21,574,624.28	0.19
September 2026 . . . . .	25,433,340.22	21,194,450.12	0.19
October 2026 . . . . .	24,984,276.47	20,820,230.33	0.19
November 2026 . . . . .	24,542,252.42	20,451,876.95	0.18
December 2026 . . . . .	24,107,164.05	20,089,303.31	0.18
January 2027 . . . . .	23,678,908.81	19,732,423.94	0.18
February 2027 . . . . .	23,257,385.63	19,381,154.63	0.18
March 2027 . . . . .	22,842,494.87	19,035,412.33	0.18
April 2027 . . . . .	22,434,138.33	18,695,115.21	0.18
May 2027 . . . . .	22,032,219.21	18,360,182.61	0.18

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
June 2027 . . . . .	\$ 21,636,642.09	\$ 18,030,535.01	\$ 0.18
July 2027 . . . . .	21,247,312.92	17,706,094.03	0.18
August 2027 . . . . .	20,864,138.99	17,386,782.43	0.18
September 2027 . . . . .	20,487,028.94	17,072,524.05	0.18
October 2027 . . . . .	20,115,892.69	16,763,243.84	0.18
November 2027 . . . . .	19,750,641.48	16,458,867.84	0.18
December 2027 . . . . .	19,391,187.79	16,159,323.09	0.17
January 2028 . . . . .	19,037,445.38	15,864,537.75	0.17
February 2028 . . . . .	18,689,329.24	15,574,440.97	0.17
March 2028 . . . . .	18,346,755.58	15,288,962.92	0.17
April 2028 . . . . .	18,009,641.82	15,008,034.78	0.17
May 2028 . . . . .	17,677,906.54	14,731,588.72	0.17
June 2028 . . . . .	17,351,469.52	14,459,557.87	0.17
July 2028 . . . . .	17,030,251.69	14,191,876.34	0.17
August 2028 . . . . .	16,714,175.09	13,928,479.18	0.17
September 2028 . . . . .	16,403,162.91	13,669,302.36	0.17
October 2028 . . . . .	16,097,139.42	13,414,282.79	0.17
November 2028 . . . . .	15,796,030.01	13,163,358.28	0.17
December 2028 . . . . .	15,499,761.12	12,916,467.54	0.17
January 2029 . . . . .	15,208,260.25	12,673,550.14	0.16
February 2029 . . . . .	14,921,455.95	12,434,546.56	0.16
March 2029 . . . . .	14,639,277.81	12,199,398.11	0.16
April 2029 . . . . .	14,361,656.42	11,968,046.96	0.16
May 2029 . . . . .	14,088,523.37	11,740,436.08	0.15
June 2029 . . . . .	13,819,811.25	11,516,509.31	0.15
July 2029 . . . . .	13,555,453.60	11,296,211.27	0.15
August 2029 . . . . .	13,295,384.95	11,079,487.40	0.15
September 2029 . . . . .	13,039,540.75	10,866,283.90	0.15
October 2029 . . . . .	12,787,857.39	10,656,547.76	0.15
November 2029 . . . . .	12,540,272.18	10,450,226.75	0.15
December 2029 . . . . .	12,296,723.34	10,247,269.39	0.15
January 2030 . . . . .	12,057,149.97	10,047,624.92	0.15
February 2030 . . . . .	11,821,492.08	9,851,243.34	0.14
March 2030 . . . . .	11,589,690.51	9,658,075.37	0.14
April 2030 . . . . .	11,361,686.98	9,468,072.42	0.14
May 2030 . . . . .	11,137,424.05	9,281,186.65	0.14
June 2030 . . . . .	10,916,845.10	9,097,370.86	0.14
July 2030 . . . . .	10,699,894.36	8,916,578.58	0.14
August 2030 . . . . .	10,486,516.83	8,738,763.97	0.13
September 2030 . . . . .	10,276,658.34	8,563,881.89	0.13

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
October 2030 . . . . .	\$ 10,070,265.48	\$ 8,391,887.84	\$ 0.13
November 2030 . . . . .	9,867,285.63	8,222,737.97	0.13
December 2030 . . . . .	9,667,666.94	8,056,389.06	0.13
January 2031 . . . . .	9,471,358.31	7,892,798.54	0.13
February 2031 . . . . .	9,278,309.36	7,731,924.41	0.13
March 2031 . . . . .	9,088,470.47	7,573,725.34	0.13
April 2031 . . . . .	8,901,792.72	7,418,160.55	0.13
May 2031 . . . . .	8,718,227.92	7,265,189.88	0.12
June 2031 . . . . .	8,537,728.57	7,114,773.76	0.12
July 2031 . . . . .	8,360,247.87	6,966,873.17	0.12
August 2031 . . . . .	8,185,739.69	6,821,449.69	0.12
September 2031 . . . . .	8,014,158.59	6,678,465.44	0.12
October 2031 . . . . .	7,845,459.77	6,537,883.09	0.12
November 2031 . . . . .	7,679,599.10	6,399,665.86	0.12
December 2031 . . . . .	7,516,533.08	6,263,777.51	0.12
January 2032 . . . . .	7,356,218.86	6,130,182.33	0.12
February 2032 . . . . .	7,198,614.20	5,998,845.12	0.12
March 2032 . . . . .	7,043,677.50	5,869,731.20	0.11
April 2032 . . . . .	6,891,367.74	5,742,806.40	0.11
May 2032 . . . . .	6,741,644.52	5,618,037.05	0.11
June 2032 . . . . .	6,594,468.02	5,495,389.97	0.11
July 2032 . . . . .	6,449,799.01	5,374,832.46	0.10
August 2032 . . . . .	6,307,598.81	5,256,332.30	0.10
September 2032 . . . . .	6,167,829.35	5,139,857.75	0.10
October 2032 . . . . .	6,030,453.09	5,025,377.53	0.10
November 2032 . . . . .	5,895,433.04	4,912,860.82	0.10
December 2032 . . . . .	5,762,732.76	4,802,277.25	0.10
January 2033 . . . . .	5,632,316.34	4,693,596.90	0.10
February 2033 . . . . .	5,504,148.40	4,586,790.29	0.10
March 2033 . . . . .	5,378,194.07	4,481,828.35	0.10
April 2033 . . . . .	5,254,419.01	4,378,682.46	0.09
May 2033 . . . . .	5,132,789.37	4,277,324.43	0.09
June 2033 . . . . .	5,013,271.80	4,177,726.45	0.09
July 2033 . . . . .	4,895,833.44	4,079,861.16	0.09
August 2033 . . . . .	4,780,441.93	3,983,701.57	0.09
September 2033 . . . . .	4,667,065.36	3,889,221.09	0.09
October 2033 . . . . .	4,555,672.31	3,796,393.55	0.09
November 2033 . . . . .	4,446,231.82	3,705,193.14	0.09
December 2033 . . . . .	4,338,713.37	3,615,594.43	0.09
January 2034 . . . . .	4,233,086.91	3,527,572.38	0.09

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
February 2034 . . . . .	\$ 4,129,322.82	\$ 3,441,102.31	\$ 0.09
March 2034 . . . . .	4,027,391.93	3,356,159.90	0.09
April 2034 . . . . .	3,927,265.49	3,272,721.20	0.09
May 2034 . . . . .	3,828,915.18	3,190,762.61	0.09
June 2034 . . . . .	3,732,313.11	3,110,260.89	0.09
July 2034 . . . . .	3,637,431.77	3,031,193.10	0.08
August 2034 . . . . .	3,544,244.09	2,953,536.70	0.08
September 2034 . . . . .	3,452,723.39	2,877,269.45	0.08
October 2034 . . . . .	3,362,843.38	2,802,369.45	0.08
November 2034 . . . . .	3,274,578.16	2,728,815.10	0.07
December 2034 . . . . .	3,187,902.22	2,656,585.15	0.07
January 2035 . . . . .	3,102,790.43	2,585,658.66	0.07
February 2035 . . . . .	3,019,218.03	2,516,014.99	0.07
March 2035 . . . . .	2,937,160.62	2,447,633.82	0.06
April 2035 . . . . .	2,856,594.18	2,380,495.12	0.06
May 2035 . . . . .	2,777,495.03	2,314,579.16	0.06
June 2035 . . . . .	2,699,839.86	2,249,866.52	0.06
July 2035 . . . . .	2,623,605.68	2,186,338.03	0.06
August 2035 . . . . .	2,548,769.87	2,123,974.86	0.06
September 2035 . . . . .	2,475,310.13	2,062,758.41	0.06
October 2035 . . . . .	2,403,204.51	2,002,670.39	0.06
November 2035 . . . . .	2,332,431.36	1,943,692.77	0.06
December 2035 . . . . .	2,262,969.38	1,885,807.79	0.06
January 2036 . . . . .	2,194,797.58	1,828,997.95	0.06
February 2036 . . . . .	2,127,895.27	1,773,246.03	0.06
March 2036 . . . . .	2,062,242.09	1,718,535.04	0.06
April 2036 . . . . .	1,997,817.97	1,664,848.28	0.06
May 2036 . . . . .	1,934,603.15	1,612,169.26	0.06
June 2036 . . . . .	1,872,578.15	1,560,481.76	0.06
July 2036 . . . . .	1,811,723.81	1,509,769.81	0.06
August 2036 . . . . .	1,752,021.23	1,460,017.67	0.06
September 2036 . . . . .	1,693,451.81	1,411,209.82	0.06
October 2036 . . . . .	1,635,997.22	1,363,330.99	0.05
November 2036 . . . . .	1,579,639.42	1,316,366.16	0.05
December 2036 . . . . .	1,524,360.62	1,270,300.49	0.05
January 2037 . . . . .	1,470,143.30	1,225,119.39	0.05
February 2037 . . . . .	1,416,970.22	1,180,808.50	0.05
March 2037 . . . . .	1,364,824.40	1,137,353.64	0.04
April 2037 . . . . .	1,313,689.09	1,094,740.89	0.04
May 2037 . . . . .	1,263,547.83	1,052,956.51	0.04

<u>Distribution Date</u>	<u>Classes BP, EF, FD, MP, PL and PM (in the aggregate)</u>	<u>Classes BP, FD and PL (in the aggregate)</u>	<u>Class PM</u>
June 2037 . . . . .	\$ 1,214,384.37	\$ 1,011,986.96	\$ 0.04
July 2037 . . . . .	1,166,182.73	971,818.92	0.04
August 2037 . . . . .	1,118,927.16	932,439.28	0.04
September 2037 . . . . .	1,072,602.17	893,835.13	0.04
October 2037 . . . . .	1,027,192.47	855,993.71	0.04
November 2037 . . . . .	982,683.02	818,902.50	0.04
December 2037 . . . . .	939,059.01	782,549.16	0.04
January 2038 . . . . .	896,305.86	746,921.54	0.04
February 2038 . . . . .	854,409.19	712,007.64	0.03
March 2038 . . . . .	813,354.85	677,795.69	0.03
April 2038 . . . . .	773,128.91	644,274.08	0.03
May 2038 . . . . .	733,717.64	611,431.35	0.03
June 2038 . . . . .	695,107.54	579,256.27	0.03
July 2038 . . . . .	657,285.29	547,737.73	0.03
August 2038 . . . . .	620,237.79	516,864.81	0.03
September 2038 . . . . .	583,952.12	486,626.76	0.03
October 2038 . . . . .	548,415.58	457,012.98	0.02
November 2038 . . . . .	513,615.66	428,013.04	0.02
December 2038 . . . . .	479,540.03	399,616.69	0.02
January 2039 . . . . .	446,176.56	371,813.79	0.01
February 2039 . . . . .	413,513.29	344,594.40	0.01
March 2039 . . . . .	381,538.46	317,948.71	0.01
April 2039 . . . . .	350,240.48	291,867.06	0.01
May 2039 . . . . .	319,607.94	266,339.94	0.01
June 2039 . . . . .	289,629.60	241,357.99	0.01
July 2039 . . . . .	260,294.41	216,912.00	0.01
August 2039 . . . . .	231,591.47	192,992.89	0.01
September 2039 . . . . .	203,510.05	169,591.70	0.00
October 2039 . . . . .	176,039.59	146,699.66	0.00
November 2039 . . . . .	149,169.71	124,308.09	0.00
December 2039 . . . . .	122,890.16	102,408.47	0.00
January 2040 . . . . .	97,190.86	80,992.38	0.00
February 2040 . . . . .	72,061.89	60,051.58	0.00
March 2040 . . . . .	47,493.48	39,577.90	0.00
April 2040 . . . . .	23,476.01	19,563.34	0.00
May 2040 and thereafter . . . . .	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2010-039	PK(3)(4)	March 30, 2010	38376XFB4	5.0%	FIX	November 2038	SC/SEQ	\$798,027,000	1.000000000	\$62,300,000	7.8067534056%	5.341%	347	12	II
3	Ginnie Mae	2010-105	JY(3)(5)	August 30, 2010	38377D3Y0	5.0	FIX	August 2039	SC/PAC/AD	7,860,000	1.000000000	144,527	1.8387659033	(5)	(5)	(5)	II
4	Ginnie Mae	2010-125	MY(6)	September 30, 2010	38377JYE7	4.5	FIX	April 2039	SC/PAC	12,474,000	1.000000000	12,474,000	100.0000000000	(6)	(6)	(6)	II
4	Ginnie Mae	2010-082	NE(3)(7)	June 30, 2010	38377H4F5	4.5	FIX	April 2039	SC/PAC/AD	201,395,000	0.98692801	518,478	0.2608535465	(7)	(7)	(7)	II
5	Ginnie Mae	2010-125	AI(8)	September 30, 2010	38377JYW7	4.5	FIX	June 2039	SC/PAC	8,714,000	1.000000000	8,714,000	100.0000000000	(8)	(8)	(8)	II
5	Ginnie Mae	2010-093	PG(3)	July 30, 2010	38374YBQ5	4.5	FIX	May 2040	PAC	127,091,000	1.000000000	75,000,000	59.0128333242	4.898	356	3	II

- (1) As defined under "Class Type" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of October 2010.
- (3) MX Class.
- (4) Ginnie Mae 2010-039 Class PK is backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Page, Terms Sheet and Schedule I from Ginnie Mae REMIC Trust 2010-003 are included in Exhibit B to this Supplement.
- (5) Ginnie Mae 2010-105 Class JY is backed by previously issued (i) MX certificates, Classes MK and NK from Ginnie Mae MX Trust 2010-051 and Class BN from Ginnie Mae MX Trust 2010-003 and (ii) certificates, Class MA from Ginnie Mae REMIC Trust 2009-047 and Class MP from Ginnie Mae REMIC Trust 2010-051. Copies of the Cover Pages, Terms Sheets and Schedule I, if applicable, from Ginnie Mae REMIC Trusts 2009-047, 2010-003

and 2010-051 are included in Exhibit B to this Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans(9)</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(9)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(9)</u>
2010-051	MK	5.295%	352	8
2009-047	MA	5.386	340	18
2010-051	MP	5.295	352	8
2010-003	BN	5.341	347	12
2010-051	NK	5.295	352	8

(6) Ginnie Mae 2010-125 Class MY is backed by previously issued (i) MX certificates, Class GP from Ginnie Mae MX Trust 2010-082 and Class PH from Ginnie Mae MX Trust 2010-039 and (ii) a certificate, Class L from Ginnie Mae REMIC Trust 2010-082. Class PH is in turn backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Classes GP and L are in turn backed by (i) previously issued MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060, Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae REMIC Trust 2010-060 and Class XE from Ginnie Mae REMIC Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae REMIC Trust 2009-074. Copies of the Cover Pages, Term Sheets, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2009-074, 2009-104, 2009-116, 2009-121, 2010-003, 2010-039, 2010-060 and 2010-082 are included in Exhibit B to this Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans(9)</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(9)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(9)</u>
2010-003	NM	5.341%	347	12
2010-003	P	5.341	347	12
2009-104	NK	5.331	348	11
2010-060	ND	5.296	353	7
2009-074	XB	5.379	345	14
2009-074	XC	5.379	345	14
2010-060	PH	5.296	353	7
2010-060	MD	5.296	353	7
2009-116	KL	5.331	348	11

(7) Ginnie Mae 2010-082 Class NE is backed by previously issued (i) MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060 and Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae REMIC Trust 2010-060 and Class XE from Ginnie Mae REMIC Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae REMIC Trust 2009-074. Copies of the Cover Pages, Terms Sheets, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2009-074, 2009-104, 2009-116, 2009-121 and 2010-060 are included in Exhibit B to this Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans(9)</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(9)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(9)</u>
2009-104	NK	5.331%	348	11
2010-060	ND	5.296	353	7
2009-074	XB	5.379	345	14
2009-074	XC	5.379	345	14
2010-060	PH	5.296	353	7
2010-060	MD	5.296	353	7
2009-116	KL	5.331	348	11

(8) Ginnie Mae 2010-125 Class AL is backed by previously issued MX certificates, Class PA from Ginnie Mae MX Trust 2010-105, Classes NP and GP from Ginnie Mae MX Trust 2010-093 and Class TX from Ginnie Mae MX Trust 2009-042. Copies of the Cover Pages, Term Sheets and Schedule I, if

applicable, from Ginnie Mae REMIC Trusts 2009-042, 2010-093 and 2010-105 are included in Exhibit B to this Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<b>Series</b>	<b>Class</b>	<b>Approximate Weighted Average Coupon of Mortgage Loans(9)</b>	<b>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(9)</b>	<b>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(9)</b>
2010-105	PA	4.878%	356	3
2010-093	NP	4.926	355	5
2010-093	GP	4.926	355	5
2009-042	TX	4.943	340	17

(9) Based on information as of the first Business Day of October 2010.

**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	38374UI8	December 2037
HL	5,000,000	5.00	SUP	FIX	38374IUK5	December 2037
HM	793,000	4.00	SUP	FIX	38374IUL3	September 2038
HN	2,382,000	4.00	SUP	FIX	38374IUM1	June 2039
HP	2,000,000	5.50	SUP	FIX	38374IUN9	December 2037
HU	793,000	5.00	SUP	FIX	38374IUP4	September 2038
PA(1)	100,432,454	4.50	PAC I	FIX	38374IUQ2	November 2036
PL(1)	32,603,546	4.50	PAC I	FIX	38374IUR0	June 2039
TL(1)	158,487,000	4.50	PAC I	FIX	38374IUS8	December 2034
TM(1)	84,411,000	4.50	PAC I	FIX	38374IUT6	September 2038
TN(1)	19,582,000	4.50	PAC I	FIX	38374IUI3	June 2039
<b>Security Group 2</b>						
FA	82,595,955	(5)	SC/PT	FLT	38374IUV1	April 2037
FB	77,574,754	(5)	SC/PT	FLT	38374IUV9	April 2037
FL	77,574,754	(5)	NTL (SC/PT)	FLT/IO	38374IUX7	April 2037
FM	86,893,830	(5)	SC/PT	FLT	38374IUX5	May 2037
GC(1)	40,132,000	4.50	SC/PAC	FIX	38374IUZ2	May 2037
GE(1)	15,698,000	4.50	SC/SUP	FIX	38374UVA6	May 2037
GH(1)	1,181,559	4.50	SC/SUP	FIX	38374UVB4	May 2037
GX(1)	133,000	4.50	SC/PAC	FIX	38374UVC2	May 2037
SM	86,893,830	(5)	NTL (SC/PT)	INV/IO	38374UVD0	May 2037
<b>Security Group 3</b>						
EF(1)	84,814,285	(5)	NTL (PAC I)	FLT/IO	38374UVE8	September 2038
EO(1)	118,740,000	0.00	PAC I	PO	38374UVF5	September 2038
ES(1)	84,814,285	(5)	NTL (PAC I)	INV/IO	38374UVG3	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	38374VLM0	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	37,778,000	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	38374UW7	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	38374UT27	August 2035
CT	25,821,731	6.00	SC/PT	FIX	38374UT35	August 2035
<b>Security Group 11</b>						
GT	28,201,216	6.75	SC/PT	FIX	38374UT43	April 2037
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38374UXF3	June 2039

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

## TERMS SHEET

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

**Sponsor:** Banc of America Securities LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** June 30, 2009

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

**Trust Assets:**

<u>Trust Asset Group or Subgroup<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)
JJ . . . . .	43,461,200	40% of NA and NB (PAC I Classes) (in the aggregate)
MI . . . . .	64,491,272	36.3636363636% of MA (SEQ Class)
NI . . . . .	20,048,000	20% of NB and NC (PAC I Classes) (in the aggregate)
PI . . . . .	33,477,484	33.3333333333% of PA (PAC I Class)
SC . . . . .	95,000,000	100% of FC and FE (PT Classes) (in the aggregate)
SD . . . . .	100,000,000	100% of FD (PT Class)
SE . . . . .	100,000,000	100% of FD (PT Class)
SG . . . . .	100,000,000	100% of FG (PT Class)
SI . . . . .	10,000,000	10% of FD (PT Class)
SM . . . . .	86,893,830	100% of FM (SC/PT Class)
SP . . . . .	93,749,285	71.4285714286% of EO and GO (PAC I Classes) (in the aggregate)
TI . . . . .	31,697,400	20% of TL (PAC I Class)
VI . . . . .	6,549,200	20% of DV (SEQ/AD Class)

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

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

Available Combinations(1)

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 11								
EF	\$ 84,814,285	BI	\$ 109,374,166	NTL (PAC I)	6.00%	FIX/IO	38374UXY2	June 2039
ES	84,814,285							
GF	8,935,000							
GS	8,935,000							
Combination 12								
EF	\$ 84,814,285	FP	\$ 93,749,285	PAC I	(5)	FLT	38374UYX3	June 2039
EO	84,814,285							
GF	8,935,000							
GO	8,935,000							
Combination 13								
ES	\$ 84,814,285	SP	\$ 93,749,285	NTL (PAC I)	(5)	INV/IO	38374UB67	June 2039
GS	8,935,000							
Combination 14								
VN	\$ 28,760,000	LN	\$ 68,282,000	SUP	5.00%	FIX	38374UZN4	June 2039
ZN	39,522,000							
<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						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16(6)								
NA	\$ 14,712,000	JA	\$108,653,000	PAC I	5.00%	FIX	38374UZB0	December 2037
NB	93,941,000	JB	108,653,000	PAC I	3.00	FIX	38374UZC8	December 2037
		JC	108,653,000	PAC I	3.25	FIX	38374UZD6	December 2037
		JD	108,653,000	PAC I	3.50	FIX	38374UZE4	December 2037
		JE	108,653,000	PAC I	3.75	FIX	38374UZF1	December 2037
		JG	108,653,000	PAC I	4.00	FIX	38374UZG9	December 2037
		JH	108,653,000	PAC I	4.25	FIX	38374UZH7	December 2037
		JI	43,461,200	NTL (PAC I)	5.00	FIX/IO	38374UZJ3	December 2037
		JL	108,653,000	PAC I	4.50	FIX	38374UZK0	December 2037
		JM	108,653,000	PAC I	4.75	FIX	38374UZL8	December 2037
Combination 17								
NC	\$ 6,299,000	JX	\$ 22,286,000	PAC I	5.00%	FIX	38374UZM6	June 2039
ND	15,987,000							
Combination 18								
NA	\$ 14,712,000	J	\$130,939,000	PAC I	5.00%	FIX	38374UZA2	June 2039
NB	93,941,000							
NC	6,299,000							
ND	15,987,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<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	38374UYP0	July 2031
		EH	241,595,000	SEQ/AD	4.00	FIX	38374UYQ8	July 2031
		EI	96,638,000	NTL (SEQ/AD)	5.00	FIX/IO	38374UYR6	July 2031
		EJ	241,595,000	SEQ/AD	4.25	FIX	38374UYS4	July 2031
		EK	241,595,000	SEQ/AD	4.50	FIX	38374UYT2	July 2031
		EL	241,595,000	SEQ/AD	4.75	FIX	38374UYU9	July 2031
		EM	241,595,000	SEQ/AD	5.00	FIX	38374UYV7	July 2031

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21(6)								
DV	\$ 32,746,000	VA	\$ 32,746,000	SEQ/AD	4.00%	FIX	38374UZ61	June 2020
		VB	32,746,000	SEQ/AD	4.25	FIX	38374UZ79	June 2020
		VC	32,746,000	SEQ/AD	4.50	FIX	38374UZ87	June 2020
		VE	32,746,000	SEQ/AD	4.75	FIX	38374UZ95	June 2020
		VI	6,549,200	NTL (SEQ/AD)	5.00	FIX/IO	38374U2A8	June 2020
<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 Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23(6)								
MA	\$177,351,000	AB	\$201,695,000	SEQ/AD	5.00%	FIX	38374UXG1	January 2036
MV	24,344,000	AC	201,695,000	SEQ/AD	3.00	FIX	38374UXH9	January 2036
		AD	201,695,000	SEQ/AD	3.25	FIX	38374UXJ5	January 2036
		AE	201,695,000	SEQ/AD	3.50	FIX	38374UXK2	January 2036
		AG	201,695,000	SEQ/AD	3.75	FIX	38374UXL0	January 2036
		AH	201,695,000	SEQ/AD	4.00	FIX	38374UXM8	January 2036
		AI	73,343,636	NTL (SEQ/AD)	5.50	FIX/IO	38374UXN6	January 2036
		AJ	201,695,000	SEQ/AD	4.25	FIX	38374UXP1	January 2036
		AL	201,695,000	SEQ/AD	4.50	FIX	38374UXQ9	January 2036
		AM	201,695,000	SEQ/AD	4.75	FIX	38374UXR7	January 2036
Combination 24								
SE	\$100,000,000	SD	\$100,000,000	NTL(PT)	(5)	INV/IO	38374UB59	June 2039
SI	10,000,000							
Combination 25								
WZ	\$ 636,000	XZ	\$ 9,197,000	SUP	5.00%	FIX/Z	38374UC90	June 2039
ZW	8,561,000							
Combination 26(6)								
MV	\$ 24,344,000	VH	\$ 24,344,000	SEQ/AD	4.00%	FIX	38374U2B6	June 2020
		VK	24,344,000	SEQ/AD	4.25	FIX	38374U2C4	June 2020
		VL	24,344,000	SEQ/AD	4.50	FIX	38374U2D2	June 2020
		VP	24,344,000	SEQ/AD	4.75	FIX	38374U2E0	June 2020
		IV	4,426,181	NTL (SEQ/AD)	5.50	FIX/IO	38374U2F7	June 2020

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



\$1,879,545,772

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2009-047

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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>						
DJ(1)	\$555,000,000	(5)	NTL (TAC/AD)	FLT/IO	38374T5T7	June 2039
DO(1)	777,000,000	0.0%	TAC/AD	PO	38374T5U4	June 2039
DS(1)	555,000,000	(5)	NTL (TAC/AD)	INV/IO	38374T5V2	June 2039
DZ	23,000,000	5.0	SUP/SEQ	FIX/Z	38374T5W0	June 2039
KA	100,000,000	4.5	TAC/AD	FIX	38374T5X8	June 2039
KF	383,333,333	(5)	PT	FLT	38374T5Y6	June 2039
KI	9,090,909	5.5	NTL (TAC/AD)	FIX/IO	38374T5Z3	June 2039
KS	383,333,333	(5)	NTL (PT)	INV/IO	38374T6A7	June 2039
KZ	20,000,000	5.0	TAC/AD	FIX/Z	38374T6B5	June 2039
ZD	230,000,000	5.0	SUP/SEQ	FIX/Z	38374T6C3	June 2039
<b>Security Group 2</b>						
FC	7,000,000	(5)	SUP	FLT	38374T6D1	June 2039
LC	6,842,302	5.0	SUP	FIX	38374T6E9	June 2039
LE	3,000,000	5.0	SUP	FIX	38374T6F6	June 2038
LJ	70,000,000	5.0	PAC I	FIX	38374T6G4	May 2038
LK	40,591,498	5.0	PAC I	FIX	38374T6H2	May 2038
LP	94,695,000	5.0	PAC I	FIX	38374T6J8	May 2038
LQ	19,132,038	5.0	PAC II/AD	FIX	38374T6K5	June 2038
LS	2,000,000	(5)	SUP	INV	38374T6L3	June 2039
LT	25,467,271	5.0	PAC I	FIX	38374T6M1	June 2039
LW	3,000,000	5.0	SUP	FIX	38374T6N9	March 2039
LY	1,500,000	5.0	SUP	FIX	38374T6P4	June 2039
LZ	30,000,000	5.0	SUP	FIX/Z	38374T6Q2	June 2038
SC	2,000,000	(5)	SUP	INV	38374T6R0	June 2039
<b>Security Group 3</b>						
MA	27,564,727	5.0	PAC I	FIX	38374T6S8	May 2038
MB	3,419,603	5.0	PAC I	FIX	38374T6T6	June 2039
MC	3,000,000	5.0	SUP	FIX	38374T6U3	June 2039
MQ	1,936,510	5.0	PAC II	FIX	38374T6V1	June 2038
MT	5,063,490	5.0	SUP	FIX	38374T6W9	June 2038
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38374T6X7	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.

Citi

Guzman & Co.

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:** Citigroup Global Markets Inc.

**Co-Sponsor:** Guzman & Co.

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

**Tax Administrator:** The Trustee

**Closing Date:** June 30, 2009

**Distribution Dates:** For the Group 1 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 2 and 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2009.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term to Maturity (in years)</u>
1	Ginnie Mae I	5.5%	30
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae II	5.0%	30

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement.

**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>			
\$1,533,333,333	352	7	6.000%
<b>Group 2 Trust Assets</b>			
\$ 305,228,109	356	3	5.393%
<b>Group 3 Trust Assets</b>			
\$ 40,984,330	356	3	5.393%

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

<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 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, in the case of the Group 2 and 3 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DF	LIBOR + 0.60%	0.920%	0.60%	7.00%	0	0.00%
DJ	LIBOR + 0.60%	0.920%	0.60%	7.00%	0	0.00%
DS	6.40% – LIBOR	6.080%	0.00%	6.40%	0	6.40%
FC	LIBOR + 1.30%	1.618%	1.30%	7.00%	0	0.00%
KF	LIBOR + 0.95%	1.270%	0.95%	7.00%	0	0.00%
KS	6.05% – LIBOR	5.730%	0.00%	6.05%	0	6.05%
LS	8.70% – LIBOR	8.382%	3.00%	8.70%	0	5.70%
SC	14.25% – (LIBOR × 2.50)	13.455%	0.00%	14.25%	0	5.70%

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

**Allocation of Principal:** On each Distribution Date 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 DZ, KZ and ZD Accrual Amounts will be allocated as follows:

- The KZ Accrual Amount in the following order of priority:
  1. To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To KZ, until retired
- The DZ and ZD Accrual Amounts in the following order of priority:
  1. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
    - a. 86.6220735786% to DO, until retired

- b. 13.3779264214% in the following order of priority:
  - (i) To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
  - (ii) To KZ, until retired
  - (iii) To KA, without regard to its Scheduled Principal Balance, until retired
- 2. After the Distribution Date in July 2009, to ZD, until retired
- 3. To DZ, until its Principal Balance is reduced to \$28,750.00
- 4. To the TAC Classes in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
- 5. Sequentially, to ZD and DZ, in that order, until retired
- The Group 1 Principal Distribution Amount, concurrently, as follows:
  - 1. 24.9999999837% to KF, until retired
  - 2. 75.0000000163% in the following order of priority:
    - a. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
      - i. 86.6220735786% to DO, until retired
      - ii. 13.3779264214% in the following order of priority:
        - (a) To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
        - (b) To KZ, until retired
        - (c) To KA, without regard to its Scheduled Principal Balance, until retired
    - b. After the Distribution Date in July 2009, to ZD, until retired
    - c. To DZ, until its Principal Balance is reduced to \$28,750.00
    - d. To the TAC Classes in the same manner and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
    - e. Sequentially, to ZD and DZ, in that order, 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 LZ Accrual Amount will be allocated as follows:

- The LZ Accrual Amount in the following order of priority:
  - 1. To LQ, until reduced to its Scheduled Principal Balance for that Distribution Date
  - 2. To LZ, until retired
- The Group 2 Adjusted Principal Distribution Amount in the following order of priority:
  - 1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, to LJ, LK and LP, pro rata, until retired
    - b. To LT, until retired
  - 2. Concurrently, as follows:
    - a. 5.7546186857% to LE, until retired
    - b. 94.2453813143% in the following order of priority:
      - (1) To LQ, until reduced to its Scheduled Principal Balance for that Distribution Date

- (2) To LZ, until retired
- (3) To LQ, without regard to its Scheduled Principal Balance, until retired
- 3. Concurrently, as follows:
  - a. 79.8588345999% concurrently, to FC, LC, LS and SC, pro rata, until retired
  - b. 20.1411654001% sequentially, to LW and LY, in that order, until retired
- 4. To the Group 2 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 3**

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

- 1. Sequentially, to MA and MB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To MQ, until reduced to its Scheduled Principal Balance for that Distribution Date
- 3. To MT, until retired
- 4. To MQ, without regard to its Scheduled Principal Balance, until retired
- 5. To MC, until retired
- 6. Sequentially, to MA and MB, 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 I Classes</b>	
LJ, LK, LP and LT (in the aggregate) . . . . .	130% PSA through 275% PSA
MA and MB (in the aggregate) . . . . .	130% PSA through 275% PSA
<b>PAC II Classes</b>	
LQ . . . . .	183% PSA through 275% PSA
MQ . . . . .	155% PSA through 230% PSA
<b>TAC Classes</b>	
DO, KA and KZ (in the aggregate) . . . . .	410% PSA
KA* . . . . .	410% PSA

\* No 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 Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DI.....	\$706,363,636	90.9090909091% of DO (TAC/AD Class)
DJ.....	\$555,000,000	71.4285714286% of DO (TAC/AD Class)
DS.....	\$555,000,000	71.4285714286% of DO (TAC/AD Class)
KI.....	\$ 9,090,909	9.0909090909% of KA (TAC/AD Class)
KS.....	\$383,333,333	100% of KF (PT Class)

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

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



\$2,043,166,200

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

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**  
**Ginnie Mae REMIC Trust 2009-074**

**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 September 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>						
CQ(1)	\$193,074,000	5.00%	PAC I	FIX	38376FXK3	January 2033
CT(1)	37,261,000	5.00	PAC I	FIX	38376FXL1	February 2034
CW(1)	92,797,000	5.00	PAC I	FIX	38376FXM9	September 2036
GA	38,717,000	5.00	SUP	FIX	38376FXN7	June 2039
GC	3,000,000	5.50	SUP	FIX	38376FXP2	June 2039
GD	3,000,000	4.50	SUP	FIX	38376FXQ0	June 2039
GL	4,969,000	5.00	SUP	FIX	38376FXR8	September 2039
HG(1)	37,641,000	5.00	PAC I	FIX	38376FXS6	January 2039
HY(1)	35,050,000	5.00	PAC I	FIX	38376FXT4	September 2039
KB	16,874,000	5.00	PAC II	FIX	38376FXU1	September 2039
MA	15,960,000	5.00	SUP	FIX	38376FXV9	November 2038
MB	1,899,000	5.00	SUP	FIX	38376FXW7	February 2039
MC	1,487,000	5.00	SUP	FIX	38376FXX5	April 2039
MD	3,196,000	5.00	SUP	FIX	38376FXY3	September 2039
ME	4,566,000	5.00	PAC II	FIX	38376FXZ0	September 2039
MG	1,000,000	5.00	PAC II	FIX	38376FYA4	August 2039
MH	172,000	5.00	PAC II	FIX	38376FVB2	September 2039
TA	27,128,000	5.00	SUP	FIX	38376FVC0	February 2039
TB	3,374,000	5.00	SUP	FIX	38376FYD8	April 2039
TC	10,104,000	5.00	SUP	FIX	38376FYE6	September 2039
TD	14,754,000	5.00	PAC II	FIX	38376FYF3	April 2039
TE	5,556,000	5.00	PAC II	FIX	38376FYG1	July 2039
TG	4,974,000	5.00	PAC II	FIX	38376FYH9	September 2039
TH	6,900,000	4.75	SUP	FIX	38376FYJ5	February 2039
TJ	3,250,000	5.50	SUP	FIX	38376FYK2	February 2039
TK	1,800,000	7.00	SUP	FIX	38376FYL0	February 2039
TL	7,000,000	4.50	SUP	FIX	38376FYM8	February 2039
XA(1)	14,414,000	5.00	PAC I	FIX	38376FYN6	January 2037
XB(1)	30,984,000	5.00	PAC I	FIX	38376FYP1	October 2037
XC(1)	14,466,000	5.00	PAC I	FIX	38376FYQ9	February 2038
<b>Security Group 2</b>						
NZ	25,000,000	5.50	SUP	FIX/Z	38376FYR7	September 2039
QA(1)	64,955,000	5.50	PAC/AD	FIX	38376FYS5	December 2038
QX	5,916,000	5.50	PAC/AD	FIX	38376FYT3	September 2039
<b>Security Group 3</b>						
HL(1)	45,000,000	5.00	SEQ	FIX	38376FYU0	October 2035
HV(1)	6,865,000	5.00	AD/SEQ	FIX	38376FV8	September 2020
ZH(1)	9,434,000	5.00	SEQ	FIX/Z	38376FYW6	September 2039

(Table continued on next page)

**BOFA MERRILL LYNCH**

**LOOP CAPITAL MARKETS LLC**

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

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 4</b>						
NA(1)	20,000,000	5.00	PAC I	FIX	38376FYX4	March 2037
NY(1)	5,906,000	5.00	PAC I	FIX	38376FYY2	September 2039
TN	5,872,000	5.00	PAC II	FIX	38376FYZ9	September 2039
TP	6,000,000	6.00	SUP	FIX	38376FZA3	February 2039
TU	18,000,000	4.50	SUP	FIX	38376FZB1	February 2039
TV	2,000,000	6.50	SUP	FIX	38376FZC9	February 2039
TW	5,950,000	5.00	SUP	FIX	38376FZD7	February 2039
TX	2,158,000	5.00	SUP	FIX	38376FZE5	April 2039
TY	6,790,000	5.00	SUP	FIX	38376FZF2	September 2039
WA(1)	114,004,000	5.00	PAC I	FIX	38376FZG0	August 2038
WY(1)	13,320,000	5.00	PAC I	FIX	38376FZH8	September 2039
<b>Security Group 5</b>						
FI(1)	160,540,285	(5)	NTL (PAC/AD)	FLT/IO	38376FZJ4	August 2039
HI(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZK1	August 2039
IB(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZL9	August 2039
IC(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZM7	August 2039
ID(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZN5	August 2039
IE(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZP0	August 2039
IG(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZQ8	August 2039
IJ(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZR6	August 2039
JY	2,840,000	5.50	PAC/AD	FIX	38376FZS4	September 2039
JZ	50,000,000	5.50	SUP	FIX/Z	38376FZT2	September 2039
PO(1)	204,324,000	0.00	PAC/AD	PO	38376FZU9	August 2039
SA(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZV7	August 2039
<b>Security Group 6</b>						
EY(1)	22,623,975	5.50	PAC I/AD	FIX	38376FZW5	September 2039
KA(1)	64,916,775	5.50	PAC II/AD	FIX	38376FZX3	September 2039
KZ	2,475	5.50	PAC II/AD	FIX/Z	38376FZY1	September 2039
MZ	148,500,000	5.50	SUP	FIX/Z	38376FZZ8	September 2039
PA(1)	527,217,075	5.50	PAC I/AD	FIX	38376FA28	November 2038
PW(1)	30,204,900	5.50	PAC I/AD	FIX	38376FA36	May 2039
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376FA44	September 2039

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

## TERMS SHEET

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

**Sponsor:** Banc of America Securities LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** September 30, 2009

**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 October 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 II	5.5%	30
3	Ginnie Mae II	5.0%	30
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.5%	30
6	Ginnie Mae II	5.5%	30

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement.

**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>			
\$635,367,000	357	2	5.35%
<b>Group 2 Trust Assets</b>			
\$ 95,871,000	346	12	6.00%
<b>Group 3 Trust Assets</b>			
\$ 61,299,000	356	2	5.35%
<b>Group 4 Trust Assets</b>			
\$200,000,000	357	2	5.35%
<b>Group 5 Trust Assets</b>			
\$257,164,000	346	12	6.00%
<b>Group 6 Trust Assets</b>			
\$793,465,200	346	12	6.00%

<sup>1</sup> As of September 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 will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only or 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>
FA . . . . .	LIBOR + 1.00%	1.24%	1.00%	7.00%	0	0.00%
FB . . . . .	LIBOR + 0.95%	1.19%	0.95%	7.00%	0	0.00%
FC . . . . .	LIBOR + 0.90%	1.14%	0.90%	7.00%	0	0.00%
FD . . . . .	LIBOR + 0.85%	1.09%	0.85%	7.00%	0	0.00%
FE . . . . .	LIBOR + 0.80%	1.04%	0.80%	7.00%	0	0.00%
FG . . . . .	LIBOR + 0.75%	0.99%	0.75%	7.00%	0	0.00%
FH . . . . .	LIBOR + 0.70%	0.94%	0.70%	7.00%	0	0.00%
FI . . . . .	LIBOR + 0.65%	0.89%	0.65%	7.00%	0	0.00%
FJ . . . . .	LIBOR + 0.65%	0.89%	0.65%	7.00%	0	0.00%
HI . . . . .	6.30% – LIBOR	0.05%	0.00%	0.05%	0	6.30%
IB . . . . .	6.05% – LIBOR	0.05%	0.00%	0.05%	0	6.05%
IC . . . . .	6.10% – LIBOR	0.05%	0.00%	0.05%	0	6.10%
ID . . . . .	6.15% – LIBOR	0.05%	0.00%	0.05%	0	6.15%
IE . . . . .	6.20% – LIBOR	0.05%	0.00%	0.05%	0	6.20%
IG . . . . .	6.25% – LIBOR	0.05%	0.00%	0.05%	0	6.25%
IJ . . . . .	6.35% – LIBOR	0.05%	0.00%	0.05%	0	6.35%
SA . . . . .	6.00% – LIBOR	5.76%	0.00%	6.00%	0	6.00%
SB . . . . .	6.05% – LIBOR	5.81%	0.00%	6.05%	0	6.05%
SC . . . . .	6.10% – LIBOR	5.86%	0.00%	6.10%	0	6.10%
SD . . . . .	6.15% – LIBOR	5.91%	0.00%	6.15%	0	6.15%
SE . . . . .	6.20% – LIBOR	5.96%	0.00%	6.20%	0	6.20%
SG . . . . .	6.25% – LIBOR	6.01%	0.00%	6.25%	0	6.25%
SH . . . . .	6.30% – LIBOR	6.06%	0.00%	6.30%	0	6.30%
SJ . . . . .	6.35% – LIBOR	6.11%	0.00%	6.35%	0	6.35%

- (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 CQ, CT, CW, XA, XB, XC, HG and HY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Concurrently,

a. 37.0436331256% in the following order of priority:

i. To KB, until reduced to its Scheduled Principal Balance for that Distribution Date, while outstanding

ii. Concurrently, to GA, GC and GD, pro rata, until retired

iii. To GL, until retired

iv. To KB, without regard to its Scheduled Principal Balance, until retired

b. 15.7390917186% in the following order of priority:

i. To ME, MG and MH, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

1. 20.4252352736%, sequentially, to MG and MH, in that order, while outstanding

2. 79.5747647264%, to ME, while outstanding

ii. Sequentially, to MA, MB, MC and MD, in that order, until retired

iii. To ME, MG and MH in the same manner and order of priority described in Step 2.b.i above, but without regard to their Aggregate Scheduled Principal Balance, until retired

c. 47.2172751558% in the following order of priority:

i. Sequentially, to TD, TE and TG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

ii. Concurrently, to TA, TH, TJ, TK and TL, pro rata, until retired

iii. Sequentially, to TB and TC, in that order, until retired

iv. Sequentially, to TD, TE and TG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

3. Sequentially, to CQ, CT, CW, XA, XB, XC, HG and HY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

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

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

2. To NZ, until retired

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

**SECURITY GROUP 3**

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

- The ZH Accrual Amount, sequentially, to HV and ZH, in that order, until retired

- The Group 3 Principal Distribution Amount will be allocated, sequentially, to HL, HV and ZH, in that order, until retired

#### **SECURITY GROUP 4**

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

1. To NA, NY, WA and WY, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
  - a. 16.9066109770%, sequentially, to NA and NY, in that order, while outstanding
  - b. 83.0933890230%, sequentially, to WA and WY, in that order, while outstanding
2. To TN, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently, to TP, TU, TV and TW, pro rata, until retired
4. Sequentially, to TX and TY, in that order, until retired
5. To TN, but without regard to its Scheduled Principal Balance, until retired
6. To NA, NY, WA and WY, 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**

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

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

#### **SECURITY GROUP 6**

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

- The KZ Accrual Amount, sequentially, to KA and KZ, in that order, until retired
- The Group 6 Principal Distribution Amount and the MZ Accrual Amount will be allocated in the following order of priority:
  1. Sequentially, to PA, PW and EY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to KA and KZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. To MZ, until retired
  4. Sequentially, to KA and KZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  5. Sequentially, to PA, PW and EY, 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>Class</u>	<u>Structuring Ranges</u>
<b>PAC Classes</b>	
JY and PO (in the aggregate) . . . . .	336% PSA through 550% PSA
QA and QX (in the aggregate) . . . . .	100% PSA through 300% PSA
<b>PAC I Classes</b>	
CQ, CT, CW, HG, HY, XA, XB and XC (in the aggregate) . . . . .	100% PSA through 250% PSA
NA, NY, WA and WY (in the aggregate) . . . . .	120% PSA through 250% PSA
PA, PW and EY (in the aggregate) . . . . .	100% PSA through 300% PSA
<b>PAC II Classes</b>	
KA and KZ (in the aggregate) . . . . .	175% PSA through 300% PSA
KB . . . . .	130% PSA through 250% PSA
ME, MG and MH (in the aggregate) . . . . .	125% PSA through 250% PSA
TD, TE and TG (in the aggregate) . . . . .	125% PSA through 205% PSA
TN . . . . .	133% 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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI . . . . .	\$135,018,400	40% of CQ,CT,CW and XA (PAC I Classes) (in the aggregate)
CI . . . . .	115,844,400	60% of CQ (PAC I Class)
EI . . . . .	253,373,625	45.4545454545% of PA and PW (PAC I/AD Classes) (in the aggregate)
FI . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
HI . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
IB . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
IC . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
ID . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
IE . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
IG . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
IH . . . . .	18,000,000	40% of HL (SEQ Class)
IJ . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
JI . . . . .	204,324,000	100% of PO (PAC/AD Class)
KI . . . . .	29,507,625	45.4545454545% of KA (PAC II/AD Class)
LI . . . . .	147,412,000	40% of CQ,CT,CW,XA and XB (PAC I Classes) (in the aggregate)
NI . . . . .	8,000,000	40% of NA (PAC I Class)
PI . . . . .	239,644,125	45.4545454545% of PA (PAC I/AD Class)
QI . . . . .	29,525,000	45.4545454545% of QA (PAC/AD Class)
SA . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SB . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SC . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SD . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SE . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SG . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SH . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
SJ . . . . .	160,540,285	78.5714285714% of PO (PAC/AD Class)
TI . . . . .	11,178,300	30% of CT (PAC I Class)
WI . . . . .	45,601,600	40% of WA (PAC I Class)

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

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



\$1,195,251,143

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2009-104

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

**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 November 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 "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>						
CA	\$ 10,000,000	5.00%	SUP	FIX	38376JGX6	June 2039
CB	4,000,000	5.00	SUP	FIX	38376JGY4	November 2039
CF	23,807,857	(5)	SUP	FLT/DLY	38376JGZ1	June 2039
CF	3,168,049	4.50	SUP	FIX	38376JHA5	June 2039
CF	2,000,000	(5)	SUP	INV/DLY	38376JHB3	June 2039
CS	2,100,000	(5)	SUP	INV/DLY	38376JHC1	June 2039
CV	1,056,016	6.50	SUP	FIX	38376JHD9	June 2039
DF	4,478,019	(5)	SUP	FLT/DLY	38376JHE7	November 2039
DS	1,455,356	(5)	SUP	INV/DLY	38376JHF4	November 2039
DT	335,850	(5)	SUP	INV/DLY	38376JHG2	November 2039
GA	1,404,900	4.25	PAC I	FIX	38376JHH0	June 2024
GB	28,595,100	4.25	PAC I	FIX	38376JHJ6	June 2037
GC	3,898,825	5.00	PAC I	FIX	38376JHK3	July 2038
GD	1,316,049	4.50	PAC I	FIX	38376JHL1	June 2024
GE(1)	24,183,951	3.50	PAC I	FIX	38376JHM9	July 2036
GI(1)	4,500,000	5.00	NTL (PAC I)	FIX/IO	38376JHN7	June 2037
GJ(1)	4,836,790	5.00	NTL (PAC I)	FIX/IO	38376JHP2	July 2036
NB	33,078,000	5.00	PAC I	FIX	38376JHQ0	July 2038
ND(1)	108,487,000	3.00	PAC I	FIX	38376JHR8	July 2036
NI(1)	13,398,700	5.00	NTL (PAC I)	FIX/IO	38376JHS6	July 2036
NO(1)	29,379,825	0.00	PAC I	PO	38376JHT4	November 2039
NU(1)	29,379,825	(5)	NTL (PAC I)	INV/IO/DLY	38376JHU1	November 2039
NV(1)	29,379,825	(5)	NTL (PAC I)	FLT/IO/DLY	38376JHV9	November 2039
NY(1)	32,546,100	5.00	NTL (PAC I)	FIX/IO	38376JHW7	July 2036
QA	11,359,060	5.00	PAC II	FIX	38376JHX5	November 2039
UT	3,429,842	(5)	SUP	INV/DLY	38376JHY3	June 2039
UX	3,193,301	(5)	SUP	INV/DLY	38376JHZ0	June 2039
<b>Security Group 2</b>						
FK	1,000,000	(5)	PAC/AD	FLT	38376JJA3	August 2039
KB	1,774,000	5.50	PAC/AD	FIX	38376JJB1	November 2039
KE(1)	186,867,965	2.50	PAC/AD	FIX	38376JJC9	August 2039
KF	66,642,725	(5)	PAC/AD	FLT	38376JJD7	August 2039
KI(1)	11,000,000	5.50	NTL (PAC/AD)	FIX/IO	38376JJE5	November 2039
KJ(1)	67,951,987	5.50	NTL (PAC/AD)	FIX/IO	38376JJF2	August 2039
KS	67,642,725	(5)	NTL (PAC/AD)	INV/IO	38376JJG0	August 2039
LA(1)	18,991,000	4.50	PAC/AD	FIX	38376JJH8	November 2039
LB(1)	19,219,310	2.50	PAC/AD	FIX	38376JJJ4	August 2039
LI(1)	2,739,257	5.50	NTL (PAC/AD)	FIX/IO	38376JJK1	November 2039
LY(1)	15,724,890	5.50	NTL (PAC/AD)	FIX/IO	38376JLL9	August 2039
ZA	95,505,000	5.50	SUP	FIX/Z	38376JMM7	November 2039
<b>Security Group 3</b>						
LI(1)	18,762,100	4.50	NTL (SC/PT)	FIX/IO	38376JNN5	December 2018
<b>Security Group 4</b>						
XG(1)	95,000,000	4.00	SEQ	FIX	38376JJP0	March 2036
XI(1)	19,000,000	5.00	NTL (SEQ)	FIX/IO	38376JJQ9	March 2036
XJ	50,000,000	5.00	SEQ	FIX	38376JJR6	March 2036
XN	50,000,000	5.00	SEQ	FIX	38376JJS4	March 2036
XU(1)	20,800,000	5.00	SEQ/AD	FIX	38376JJT2	November 2020
XV(1)	15,600,000	5.00	SEQ/AD	FIX	38376JJU9	May 2026
XZ(1)	28,600,000	5.00	SEQ	FIX/Z	38376JVV7	November 2039
<b>Security Group 5</b>						
SM	1,000,000	(5)	SUP	INV/DLY	38376JW5	August 2039
SP	2,159,335	(5)	SUP	INV/DLY	38376JX3	August 2039
YA	5,555,556	5.00	PAC	FIX	38376JY1	December 2024
YD	11,895,414	5.00	PAC	FIX	38376JZ8	November 2039
YE(1)	2,777,778	4.50	PAC	FIX	38376JKA1	October 2037
YF	2,759,335	(5)	SUP	FLT/DLY	38376JKB9	August 2039
YG(1)	22,222,222	4.50	PAC	FIX	38376JKC7	October 2037
YN	559,335	4.50	SUP	FIX	38376KDD5	August 2039
YU(1)	2,777,778	5.00	NTL (PAC)	FIX/IO	38376KE3E	October 2037
YV(1)	2,222,222	5.00	NTL (PAC)	FIX/IO	38376KFF0	October 2037
YW	2,159,335	5.50	SUP	FIX	38376KGG8	August 2039
YX	1,769,166	5.00	SUP	FIX	38376KHH6	November 2039
<b>Security Group 6</b>						
DA	55,012,000	4.50	PAC	FIX	38376KJJ2	November 2039
DB	41,000	4.50	PAC	FIX	38376KJK9	November 2039
FD	100,000,000	(5)	PT	FLT	38376KJL7	November 2039
HF(1)	7,465,929	(5)	SUP	FLT/DLY	38376KJM5	November 2039
HS(1)	4,147,738	(5)	SUP	INV/DLY	38376KJN3	November 2039
SD	100,000,000	(5)	NTL (PT)	INV/IO	38376KJP8	November 2039
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376KQ6	November 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. See "Terms Sheet — Notional Classes" for a certain class that reduces with the notional balance of its related Trust Asset Group.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

Citi

Sandgrain Securities Inc.

The date of this Offering Circular Supplement is November 19, 2009.

## TERMS SHEET

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

**Sponsor:** Citigroup Global Markets Inc.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** November 30, 2009

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term</u>
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae I	5.5%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.0%	30
6	Ginnie Mae I	6.0%	30

<sup>(1)</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 certain MX Classes in Groups 1, 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, 5 and 6 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$300,727,000	358	2	5.346%
<b>Group 2 Trust Assets</b>			
\$390,000,000	341	18	6.000%
<b>Group 4 Trust Assets</b>			
\$260,000,000	358	2	5.460%
<b>Group 5 Trust Assets</b>			
\$ 77,857,476	356	2	5.500%
<b>Group 6 Trust Assets</b>			
\$166,666,667	334	25	6.500%

<sup>1</sup> As of November 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, Group 4 and Group 5 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
CF . . . . .	LIBOR + 1.30%	1.54375000%	1.30%	7.00000000%	19	0.00%
CP . . . . .	8.70% – LIBOR	8.45625000%	3.00%	8.70000000%	19	5.70%
CS . . . . .	14.2500009% – (LIBOR x 2.50000016)	13.64062586%	0.00%	14.25000090%	19	5.70%
DF . . . . .	LIBOR + 1.40%	1.64375000%	1.40%	7.00000000%	19	0.00%
DS . . . . .	15.38461538% – (LIBOR x 3.07692308)	14.63461538%	0.00%	15.38461538%	19	5.00%
DT . . . . .	74.66666667% – (LIBOR x 13.33333333)	8.00000000%	0.00%	8.00000000%	19	5.60%
FD . . . . .	LIBOR + 0.65%	0.89156000%	0.65%	7.00000000%	0	0.00%
FK . . . . .	LIBOR + 0.50%	0.74156000%	0.50%	7.00000000%	0	0.00%
HF . . . . .	LIBOR + 1.30%	1.54156000%	1.30%	7.00000000%	15	0.00%
HS . . . . .	10.26% – (LIBOR x 1.80)	9.82519200%	0.00%	10.26000000%	15	5.70%
KF . . . . .	LIBOR + 0.50%	0.74156000%	0.50%	7.00000000%	0	0.00%
KS . . . . .	6.50% – LIBOR	6.25844000%	0.00%	6.50000000%	0	6.50%
NU . . . . .	170% – (LIBOR x 20)	5.00000000%	0.00%	5.00000000%	19	8.50%
NV . . . . .	(LIBOR x 20) – 165%	0.00000000%	0.00%	5.00000000%	19	8.25%
SD . . . . .	6.35% – LIBOR	6.10844000%	0.00%	6.35000000%	0	6.35%
SM . . . . .	6.42% – (LIBOR x 0.60)	6.27300000%	3.00%	6.42000000%	19	5.70%
SP . . . . .	8.70% – LIBOR	8.45500000%	3.00%	8.70000000%	19	5.70%
UT . . . . .	27.51724138% – (LIBOR x 4.82758621)	7.00000000%	0.00%	7.00000000%	19	5.70%
UX . . . . .	22.03703704% – (LIBOR x 5.18518519)	20.77314815%	0.00%	22.03703704%	19	4.25%
YF . . . . .	LIBOR + 1.30%	1.54500000%	1.30%	7.00000000%	19	0.00%

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

Classes MA and MB are Weighted Average Coupon Classes. Each of the Weighted Average Coupon Classes will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “Description of the Securities — Modification and Exchange” in this Supplement. The approximate initial Interest Rate for each Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is as follows:

<u>Class</u>	<u>Initial Interest Rate</u>
MA . . . . .	14.85210%
MB . . . . .	14.59270%

**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, in the following order of priority:
  - a. Concurrently, as follows:
    - i. 83.1318770928%, in the following order of priority:
      - A. Concurrently, as follows:
        1. 80.9683028951% to ND, until retired
        2. 19.0316971049% sequentially, to GD and GE, in that order, until retired
      - B. To NB, until retired
    - ii. 16.8681229072% sequentially, to GA, GB and GC, in that order, until retired
  - b. To NO, until retired
2. To QA, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently, to CA, CF, CJ, CP, CS, CV, UT and UX, pro rata, until retired
4. Concurrently, to CB, DF, DS and DT, pro rata, until retired
5. To QA, without regard to its Scheduled Principal Balance, until retired
6. To the Group 1 PAC I Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

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

1. Up to \$100 concurrently, as follows:
  - a. 68.2672578819% to KE, until retired
  - b. 31.7327421181% in the following order of priority:
    - i. Concurrently, to FK and LB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - ii. To KF, until retired
    - iii. Concurrently, to FK and LB, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
2. Up to \$100 to LA, until retired
3. 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. To LA, until its Principal Balance has been reduced to \$5,198,414.63
  - b. Concurrently, as follows:
    - i. 68.2672578819% to KE, until retired

- ii. 31.7327421181% in the following order of priority:
  - A. Concurrently, to FK and LB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - B. To KF, until retired
  - C. Concurrently, to FK and LB, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
- c. Sequentially, to LA and KB, in that order, until retired
- 4. To ZA, until retired
- 5. To the Group 2 PAC Classes, in the same manner and priority described in step 3 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 4**

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

- The XZ Accrual Amount, sequentially, to XU, XV and XZ, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
  - 1. Concurrently, to XG, XM and XN, pro rata, until retired
  - 2. Sequentially, to XU, XV and XZ, in that order, until retired

#### **SECURITY GROUP 5**

The Group 5 Principal Distribution 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. Concurrently, as follows:
    - i. 50% to YE, until retired
    - ii. 50% sequentially, to YA and YG, in that order, until retired
  - b. To YD, until retired
- 2. Concurrently, to SM, SP, YF, YN and YW, pro rata, until retired
- 3. To YX, until retired
- 4. To the Group 5 PAC Classes, in the same manner and priority as 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 concurrently, as follows:

- 1. 60% to FD, until retired
- 2. 40% in the following order of priority:
  - a. Sequentially, to DA and DB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. Concurrently, to HF and HS, pro rata, until retired
  - c. Sequentially, to DA and DB, in that order, 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>Class</u>	<u>Structuring Ranges</u>
<b>PAC Classes</b>	
DA and DB (in the aggregate) . . . . .	400% PSA through 606% PSA
FK and LB (in the aggregate) . . . . .	175% PSA through 350% PSA
FK, KB, KE, KF, LA and LB (in the aggregate) . . . . .	175% PSA through 350% PSA
YA, YD, YE and YG (in the aggregate) . . . . .	168% PSA through 250% PSA
<b>PAC I Classes</b>	
GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
QA . . . . .	140% 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 Balances or the outstanding notional balance of the Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GI . . . . .	\$ 4,500,000	15% of GA and GB (in the aggregate) (PAC I Classes)
GJ . . . . .	4,836,790	20% of GE (PAC I Class)
KI . . . . .	11,000,000	3.7578445004% of FK, KE, KF, LA and LB (in the aggregate) (PAC/AD Classes)
KJ . . . . .	67,951,987	36.3636363636% of KE (PAC/AD Class)
KS . . . . .	67,642,725	100% of FK and KF (in the aggregate) (PAC/AD Classes)
LI . . . . .	18,762,100	100% of Group 3 Trust Assets
LJ . . . . .	2,739,257	14.4239745142% of LA (PAC/AD Class)
LU . . . . .	\$ 2,739,257	14.4239745142% of LA (PAC/AD Class)
	<u>8,736,050</u>	45.4545454545% of LB (PAC/AD Class)
	<u>\$ 11,475,307</u>	
LY . . . . .	\$ 15,724,890	81.8181818182% of LB (PAC/AD Class)
NI . . . . .	13,398,700	10% of GD, GE and ND (in the aggregate) (PAC I Classes)
NU . . . . .	29,379,825	100% of NO (PAC I Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
NV .....	\$ 29,379,825	100% of NO (PAC I Class)
NY .....	32,546,100	30% of ND (PAC I Class)
SD .....	100,000,000	100% of FD (PT Class)
XI .....	19,000,000	20% of XG (SEQ Class)
YI .....	5,000,000	10% of YE and YG (in the aggregate) (PAC Classes)
YU .....	2,777,778	10% of YE (PAC Class)
YV .....	2,222,222	10% of YG (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.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
GE	\$ 24,183,951	GF	\$ 24,183,951	PAC I	3.75%	FIX	38376JKR4	July 2036
GJ	1,209,198							
Combination 2								
GE	\$ 24,183,951	GH	\$ 24,183,951	PAC I	4.00%	FIX	38376JKS2	July 2036
GJ	2,418,396							
Combination 3								
GE	\$ 24,183,951	GK	\$ 24,183,951	PAC I	4.25%	FIX	38376JKT0	July 2036
GJ	3,627,593							
Combination 4								
GE	\$ 24,183,951	GL	\$ 24,183,951	PAC I	4.50%	FIX	38376JKU7	July 2036
GJ	4,836,790							
Combination 5								
GE	\$ 19,347,160	GM	\$ 19,347,160	PAC I	4.75%	FIX	38376JKV5	July 2036
GJ	4,836,790							
Combination 6								
GE	\$ 16,122,634	GN	\$ 16,122,634	PAC I	5.00%	FIX	38376JKW3	July 2036
GJ	4,836,790							
Combination 7								
ND	\$108,487,000	NE	\$108,487,000	PAC I	3.25%	FIX	38376JKX1	July 2036
NY	5,424,350							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
ND	\$108,487,000	NF	\$108,487,000	PAC I	3.50%	FIX	38376JKY9	July 2036
NY	10,848,700							
Combination 9								
ND	\$108,487,000	NG	\$108,487,000	PAC I	3.75%	FIX	38376JKZ6	July 2036
NY	16,273,050							
Combination 10								
ND	\$108,487,000	NH	\$108,487,000	PAC I	4.00%	FIX	38376JLA0	July 2036
NY	21,697,400							
Combination 11								
ND	\$108,487,000	NJ	\$108,487,000	PAC I	4.25%	FIX	38376JLB8	July 2036
NY	27,121,750							
Combination 12								
ND	\$108,487,000	NK	\$108,487,000	PAC I	4.50%	FIX	38376JLC6	July 2036
NY	32,546,100							
Combination 13								
ND	\$ 92,988,857	NL	\$ 92,988,857	PAC I	4.75%	FIX	38376JLD4	July 2036
NY	32,546,100							
Combination 14								
ND	\$ 81,365,250	NA	\$ 81,365,250	PAC I	5.00%	FIX	38376JLE2	July 2036
NY	32,546,100							

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								
NO	\$ 29,379,825	NC	\$ 29,379,825	PAC I	5.00%	FIX	38376JLF9	November 2039
NU	29,379,825							
NV	29,379,825							
<b>Security Group 2</b>								
Combination 16								
KE	\$186,867,965	KA	\$186,867,965	PAC/AD	4.50%	FIX	38376JLG7	August 2039
KJ	67,951,987							
Combination 17								
KE	\$186,867,965	KC	\$186,867,965	PAC/AD	2.75%	FIX	38376JLH5	August 2039
KJ	8,493,999							
Combination 18								
KE	\$186,867,965	KG	\$186,867,965	PAC/AD	3.00%	FIX	38376JLJ1	August 2039
KJ	16,987,997							
Combination 19								
KE	\$186,867,965	KH	\$186,867,965	PAC/AD	3.25%	FIX	38376JLK8	August 2039
KJ	25,481,996							
Combination 20								
KE	\$186,867,965	KY	\$186,867,965	PAC/AD	3.50%	FIX	38376JLL6	August 2039
KJ	33,975,994							
Combination 21								
KE	\$186,867,965	KL	\$186,867,965	PAC/AD	3.75%	FIX	38376JLM4	August 2039
KJ	42,469,993							

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								
KE	\$186,867,965	KM	\$186,867,965	PAC/AD	4.00%	FIX	38376JLN2	August 2039
KJ	50,963,991							
Combination 23								
KE	\$186,867,965	KN	\$186,867,965	PAC/AD	4.25%	FIX	38376JLP7	August 2039
KJ	59,457,989							
Combination 24								
KE	\$166,104,857	KT	\$166,104,857	PAC/AD	4.75%	FIX	38376JLQ5	August 2039
KJ	67,951,987							
Combination 25								
KE	\$149,494,372	KU	\$149,494,372	PAC/AD	5.00%	FIX	38376JLR3	August 2039
KJ	67,951,987							
Combination 26								
KE	\$135,903,974	KV	\$135,903,974	PAC/AD	5.25%	FIX	38376JLS1	August 2039
KJ	67,951,987							
Combination 27								
KE	\$124,578,643	KW	\$124,578,643	PAC/AD	5.50%	FIX	38376JLT9	August 2039
KJ	67,951,987							
Combination 28								
LB	\$ 19,219,310	LE	\$ 19,219,310	PAC/AD	2.75%	FIX	38376JLU6	August 2039
LY	873,605							
Combination 29								
LB	\$ 19,219,310	LF	\$ 19,219,310	PAC/AD	3.00%	FIX	38376JLV4	August 2039
LY	1,747,210							

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 30								
LB	\$ 19,219,310	LG	\$ 19,219,310	PAC/AD	3.25%	FIX	38376JLW2	August 2039
LY	2,620,815							
Combination 31								
LB	\$ 19,219,310	LH	\$ 19,219,310	PAC/AD	3.50%	FIX	38376JLX0	August 2039
LY	3,494,420							
Combination 32								
LB	\$ 19,219,310	LK	\$ 19,219,310	PAC/AD	3.75%	FIX	38376JLY8	August 2039
LY	4,368,025							
Combination 33								
LB	\$ 19,219,310	LM	\$ 19,219,310	PAC/AD	4.00%	FIX	38376JLZ5	August 2039
LY	5,241,630							
Combination 34								
LB	\$ 19,219,310	LN	\$ 19,219,310	PAC/AD	4.25%	FIX	38376JMA9	August 2039
LY	6,115,235							
Combination 35								
LB	\$ 19,219,310	LC	\$ 19,219,310	PAC/AD	4.50%	FIX	38376JMB7	August 2039
LY	6,988,840							
Combination 36								
LB	\$ 19,219,310	LT	\$ 19,219,310	PAC/AD	4.75%	FIX	38376JMC5	August 2039
LY	7,862,445							
Combination 37								
LB	\$ 19,219,310	LV	\$ 19,219,310	PAC/AD	5.00%	FIX	38376JMD3	August 2039
LY	8,736,050							

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 38								
LB	\$ 19,219,310	LX	\$ 19,219,310	PAC/AD	5.50%	FIX	38376JME1	August 2039
LY	10,483,260							
Combination 39								
LB	\$ 19,219,310	LW	\$ 19,219,310	PAC/AD	6.00%	FIX	38376JMF8	August 2039
LY	12,230,470							
Combination 40								
LB	\$ 19,219,310	AB	\$ 19,219,310	PAC/AD	7.00%	FIX	38376JMG6	August 2039
LY	15,724,890							
Combination 41								
LB	\$ 10,810,861	AC	\$ 10,810,861	PAC/AD	10.50%	FIX	38376JMH4	August 2039
LY	15,724,890							
Combination 42								
LB	\$ 7,520,599	AD	\$ 7,520,599	PAC/AD	14.00%	FIX	38376JMJ0	August 2039
LY	15,724,890							
Combination 43								
IJ	\$ 2,739,257	LU	\$ 11,475,307	NTL (PAC/AD)	5.50%	FIX/IO	38376JMK7	November 2039
LY	8,736,050							
Combination 44								
KE	\$ 8,000,000	MV	\$ 18,991,000	PAC/AD	4.50%	FIX	38376JML5	November 2039
KJ	2,909,091							
LA	10,991,000							

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)
<b>Security Groups 1 and 2</b>								
Combination 45(6)								
GI	\$ 4,500,000	MB(7)	\$ 8,991,000	PAC	(5)	WAC/DLY	38376JMM3	November 2039
KE	3,787,478							
KJ	1,377,265							
LA	5,203,522							
NI	13,398,700							
NY	250,000							
<b>Security Groups 2 and 3</b>								
Combination 46(6)								
KE	\$ 6,000,000	MA(7)	\$ 14,000,000	SC/PAC	(5)	WAC/DLY	38376JMN1	November 2039
KI	11,000,000							
KJ	2,181,819							
LA	8,000,000							
LI	18,762,100							
<b>Security Group 4</b>								
Combination 47								
XG	\$ 95,000,000	XH	\$ 95,000,000	SEQ	4.25%	FIX	38376JMP6	March 2036
XI	4,750,000							
Combination 48								
XG	\$ 95,000,000	XJ	\$ 95,000,000	SEQ	4.50%	FIX	38376JMQ4	March 2036
XI	9,500,000							
Combination 49								
XG	\$ 95,000,000	XK	\$ 95,000,000	SEQ	4.75%	FIX	38376JMR2	March 2036
XI	14,250,000							

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 50								
XG	\$ 95,000,000	XA	\$ 95,000,000	SEQ	5.00%	FIX	38376JMS0	March 2036
XI	19,000,000							
Combination 51								
XU	\$ 20,800,000	XB	\$ 65,000,000	SEQ	5.00%	FIX	38376JMT8	November 2039
XV	15,600,000							
XZ	28,600,000							
Combination 52								
XU	\$ 20,800,000	XC	\$ 36,400,000	SEQ/AD	5.00%	FIX	38376JMU5	May 2026
XV	15,600,000							
<b>Security Group 5</b>								
Combination 53								
YE	\$ 27,777,778	YK	\$ 50,000,000	PAC	4.50%	FIX	38376JMV3	October 2037
YG	22,222,222							
Combination 54								
YE	\$ 27,777,778	YH	\$ 50,000,000	PAC	4.65%	FIX	38376JMW1	October 2037
YG	22,222,222							
YU	833,334							
YV	666,667							
Combination 55								
YE	\$ 27,777,778	YJ	\$ 50,000,000	PAC	4.75%	FIX	38376JMX9	October 2037
YG	22,222,222							
YU	1,388,889							
YV	1,111,112							

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 56								
YE	\$ 27,777,778	YM	\$ 50,000,000	PAC	5.00%	FIX	38376JMY7	October 2037
YG	22,222,222							
YU	2,777,778							
YV	2,222,222							
Combination 57								
YU	\$ 2,777,778	YI	\$ 5,000,000	NTL (PAC)	5.00%	FIX/IO	38376JMZ4	October 2037
YV	2,222,222							
Combination 58								
YE	\$ 27,777,778	YL	\$ 27,777,778	PAC	4.65%	FIX	38376JNA8	October 2037
YU	833,334							
Combination 59								
YE	\$ 27,777,778	YP	\$ 27,777,778	PAC	4.75%	FIX	38376JNB6	October 2037
YU	1,388,889							
Combination 60								
YE	\$ 27,777,778	YB	\$ 27,777,778	PAC	5.00%	FIX	38376JNC4	October 2037
YU	2,777,778							
Combination 61								
YG	\$ 22,222,222	YQ	\$ 22,222,222	PAC	4.65%	FIX	38376JND2	October 2037
YV	666,667							
Combination 62								
YG	\$ 22,222,222	YT	\$ 22,222,222	PAC	4.75%	FIX	38376JNE0	October 2037
YV	1,111,112							

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 63								
YG	\$ 22,222,222	YC	\$ 22,222,222	PAC	5.00%	FIX	38376JNF7	October 2037
YV	2,222,222							
<b>Security Group 6</b>								
Combination 64								
HF	\$ 7,465,929	HA	\$ 11,613,667	SUP	4.50%	FIX	38376JNG5	November 2039
HS	4,147,738							

(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) Combinations 45 and 46 are derived from REMIC classes of separate Security Groups.

(7) In the event that the Interest Rate of this MX Class will equal or exceed 1,200% per annum of its Class Principal Balance for any Accrual Period, the Trustee will, prior to the Distribution Date for that Accrual Period, effect a mandatory exchange of that MX Class for its related REMIC Securities. Thereafter, no further exchanges of such REMIC Securities will be permitted.



**\$2,238,717,867**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2009-116**

**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 December 30, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
AN	\$ 5,000,000	5.0%	SEQ/AD	FIX	38376PYS3	February 2031
AQ(1)	94,770,000	0.0	SEQ/AD	PO	38376PYT1	February 2031
AZ	20,000,000	(5)	SEQ	FIX/Z	38376PYU8	December 2039
FU(1)	67,692,857	5.0	NTL (SEQ/AD)	FLT/IO	38376PV6	February 2031
TU(1)	67,692,857	(5)	NTL (SEQ/AD)	INV/IO	38376PW4	February 2031
TV(1)	67,692,857	(5)	NTL (SEQ/AD)	INV/IO	38376PYX2	February 2031
<b>Security Group 2</b>						
BH	2,250,000	5.0	SEQ	FIX	38376PYY0	December 2039
BO(1)	12,750,000	0.0	SEQ	PO	38376PYZ7	August 2037
FW(1)	9,107,143	(5)	NTL (SEQ)	FLT/IO	38376PZA1	August 2037
TW(1)	9,107,143	(5)	NTL (SEQ)	INV/IO	38376PZB9	August 2037
TX(1)	9,107,143	(5)	NTL (SEQ)	INV/IO	38376PZC7	August 2037
<b>Security Group 3</b>						
GA	8,215,215	6.0	SEQ/AD	FIX	38376PZD5	December 2039
GZ	1,000	6.0	SEQ	FIX/Z	38376PZE3	December 2039
<b>Security Group 4</b>						
BN(1)	53,592,000	5.0	PAC I	FIX	38376PZF0	July 2038
FG(1)	309,107,142	(5)	NTL (PAC I)	FLT/IO	38376PZG8	May 2037
GM(1)	19,673,000	5.0	PAC II	FIX	38376PZH6	December 2039
GS(1)	309,107,142	(5)	NTL (PAC I)	INV/IO	38376PZJ2	May 2037
LN(1)	432,750,000	0.0	PAC I	FIX	38376PZK9	December 2039
NO(1)	432,750,000	(5)	PAC I	PO	38376PZL7	May 2037
VM(1)	70,652,000	5.0	TAC/AD	FIX	38376PZM5	December 2039
ZG(1)	80,282,000	5.0	SUP	FIX/Z	38376PZN3	December 2039
<b>Security Group 5</b>						
AS(1)	87,717,857	(5)	NTL (PAC I)	INV/IO	38376PZP8	November 2038
EM(1)	4,831,000	5.0	PAC II	FIX	38376PZQ6	December 2039
FM(1)	87,717,857	(5)	NTL (PAC I)	FLT/IO	38376PZR4	November 2038
MO(1)	122,805,000	0.0	PAC I	PO	38376PZS2	November 2038
MP	13,506,000	5.0	PAC I	FIX	38376PZT0	December 2039
TAK(1)	87,717,857	(5)	NTL (PAC I)	INV/IO	38376PAU7	November 2038
VH(1)	17,352,000	5.0	TAC/AD	FIX	38376PZV5	December 2039
ZH(1)	19,718,000	5.0	SUP	FIX/Z	38376PZW3	December 2039
<b>Security Group 6</b>						
DL	100,000	4.0	PAC	FIX	38376PZX1	December 2039
DO(1)	61,613,000	0.0	PAC	PO	38376PZY9	December 2039
FB(1)	35,207,428	(5)	NTL (PAC)	FLT/IO	38376PZZ6	December 2039
FJ	100,000,000	(5)	PT	FLT	38376PA34	December 2039
FL(1)	7,592,571	(5)	SUP	FLT	38376PA26	December 2039
KF	50,000,000	(5)	PT	FLT	38376PA42	December 2039
KS	50,000,000	(5)	NTL (PT)	INV/IO	38376PA59	December 2039
SA(1)	35,207,428	(5)	NTL (PAC)	INV/IO	38376PA67	December 2039
SI	100,000,000	(5)	NTL (PT)	INV/IO	38376PA75	December 2039
SL(1)	5,694,429	(5)	SUP	INV	38376PA83	December 2039
<b>Security Group 7</b>						
FO(1)	94,642,857	(5)	NTL (PAC I)	FLT/IO	38376PA91	December 2038
J	14,329,000	5.0	PAC I	FIX	38376PB25	December 2039
JO(1)	132,500,000	0.0	PAC I	PO	38376PB33	December 2038
JS(1)	94,642,857	(5)	NTL (PAC I)	INV/IO	38376PB41	December 2038
MT(1)	5,162,000	5.0	PAC II	FIX	38376PB58	December 2039
TJ(1)	94,642,857	(5)	NTL (PAC I)	INV/IO	38376PB66	December 2038
VF(1)	18,553,000	5.0	TAC/AD	FIX	38376PB74	December 2039
ZT(1)	21,132,000	5.0	SUP	FIX/Z	38376PB82	December 2039
<b>Security Group 8</b>						
EN(1)	39,261,000	5.0	PAC I	FIX	38376PB90	September 2038
FX(1)	228,235,714	(5)	NTL (PAC I)	FLT/IO	38376PC24	August 2037
KO(1)	319,530,000	0.0	PAC I	PO	38376PC32	August 2037
LW(1)	50,234,000	5.0	PAC I	FIX	38376PC40	December 2039
MU(1)	14,381,000	5.0	PAC II	FIX	38376PC57	December 2039
PS(1)	228,235,714	(5)	NTL (PAC I)	INV/IO	38376PC65	August 2037
VU(1)	51,682,000	5.0	TAC/AD	FIX	38376PC73	December 2039
ZU(1)	58,868,000	5.0	SUP	FIX/Z	38376PC81	December 2039
<b>Security Group 9</b>						
EQ(1)	151,365,000	0.0	SEQ	PO	38376PC99	December 2034
ES(1)	97,306,071	(5)	NTL (SEQ)	INV/IO	38376PD23	December 2034
FE(1)	97,306,071	(5)	NTL (SEQ)	FLT/IO	38376PD31	December 2034
TD(1)	97,306,071	(5)	NTL (SEQ)	INV/IO	38376PD49	December 2034
VD(1)	23,174,000	4.5	SEQ/AD	FIX	38376PD56	September 2022
VE(1)	16,187,000	4.5	SEQ/AD	FIX	38376PD64	August 2028
ZE	30,000,000	4.5	SEQ	FIX/Z	38376PD72	December 2039
<b>Security Group 10</b>						
LK(1)	20,541,652	5.0	SC/PT	FIX	38376PD80	February 2036
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38376PD98	December 2039

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

## 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:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** December 30, 2009

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	5.0%	30
2	Ginnie Mae I	5.0%	30
3	Ginnie Mae I	6.0%	15
4	Ginnie Mae I	5.0%	30
5	Ginnie Mae I	5.0%	30
6	Ginnie Mae I	6.0%	30
7	Ginnie Mae II	5.0%	30
8	Ginnie Mae II	5.0%	30
9	Ginnie Mae II	4.5%	30
10	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, 4, 5, 6, 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>			
\$119,770,000	355	5	5.50%
<b>Group 2 Trust Assets</b>			
\$15,000,000	355	5	5.50%
<b>Group 3 Trust Assets</b>			
\$8,216,215	163	16	6.50%
<b>Group 4 Trust Assets</b>			
\$725,620,000	357	3	5.50%
<b>Group 5 Trust Assets</b>			
\$178,212,000	357	3	5.50%
<b>Group 6 Trust Assets</b>			
\$225,000,000	342	18	6.50%
<b>Group 7 Trust Assets</b>			
\$191,676,000	356	3	5.33%
<b>Group 8 Trust Assets</b>			
\$533,956,000	356	3	5.33%
<b>Group 9 Trust Assets</b>			
\$220,726,000	355	5	4.95%

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

<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 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, in the case of the Group 7, 8 and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 4, 5, 6, 7, 8 and 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AF. . . . .	LIBOR + 0.55%	0.7950000%	0.55%	7.00%	0	0.00%
AS. . . . .	6.45% – LIBOR	6.2050000%	0.00%	6.45%	0	6.45%
DF. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
DS. . . . .	6.50% – LIBOR	6.2650000%	0.00%	6.50%	0	6.50%
EF. . . . .	LIBOR + 0.55%	0.7850000%	0.55%	7.00%	0	0.00%
ES. . . . .	6.45% – LIBOR	6.2150000%	0.00%	6.45%	0	6.45%
F. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
FA. . . . .	LIBOR + 0.50%	0.7343800%	0.50%	7.00%	0	0.00%
FB. . . . .	LIBOR + 0.50%	0.7343800%	0.50%	7.00%	0	0.00%
FE. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
FG. . . . .	LIBOR + 0.45%	0.6950000%	0.45%	7.00%	0	0.00%
FJ. . . . .	LIBOR + 0.52%	0.7553100%	0.52%	7.00%	0	0.00%
FK. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
FL. . . . .	LIBOR + 1.25%	1.4843800%	1.25%	7.00%	0	0.00%
FM. . . . .	LIBOR + 0.50%	0.7450000%	0.50%	7.00%	0	0.00%
FU. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
FV. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
FW. . . . .	LIBOR + 0.50%	0.7350000%	0.50%	7.00%	0	0.00%
FX. . . . .	LIBOR + 0.45%	0.6850000%	0.45%	7.00%	0	0.00%
FY. . . . .	LIBOR + 0.55%	0.7850000%	0.55%	7.00%	0	0.00%
GF. . . . .	LIBOR + 0.45%	0.6950000%	0.45%	7.00%	0	0.00%
GS. . . . .	6.55% – LIBOR	6.3050000%	0.00%	6.55%	0	6.55%
JF. . . . .	LIBOR + 0.55%	0.7850000%	0.55%	7.00%	0	0.00%
JS. . . . .	6.45% – LIBOR	6.2150000%	0.00%	6.45%	0	6.45%
KF. . . . .	LIBOR + 0.53%	0.7643800%	0.53%	7.00%	0	0.00%
KS. . . . .	6.47% – LIBOR	6.2356200%	0.00%	6.47%	0	6.47%
MF. . . . .	LIBOR + 0.50%	0.7450000%	0.50%	7.00%	0	0.00%
MS. . . . .	6.50% – LIBOR	6.2550000%	0.00%	6.50%	0	6.50%
PF. . . . .	LIBOR + 0.45%	0.6850000%	0.45%	7.00%	0	0.00%
PS. . . . .	6.55% – LIBOR	6.3150000%	0.00%	6.55%	0	6.55%
SA. . . . .	6.50% – LIBOR	6.2656200%	0.00%	6.50%	0	6.50%
SJ. . . . .	6.48% – LIBOR	6.2446900%	0.00%	6.48%	0	6.48%
SK. . . . .	6.50% – LIBOR	6.2650000%	0.00%	6.50%	0	6.50%
SL. . . . .	7.66666618% – (LIBOR × 1.33333316)	7.3541595%	0.00%	7.66666618%	0	5.75%
SV. . . . .	6.50% – LIBOR	6.2650000%	0.00%	6.50%	0	6.50%
SY. . . . .	6.45% – LIBOR	6.2150000%	0.00%	6.45%	0	6.45%
TA. . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05%	0	6.50%
TD. . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05%	0	6.50%
TJ. . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05%	0	6.50%
TU. . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05%	0	6.50%
TV. . . . .	6.45% – LIBOR	6.2150000%	0.00%	6.45%	0	6.45%
TW. . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05%	0	6.50%
TX. . . . .	6.45% – LIBOR	6.2150000%	0.00%	6.45%	0	6.45%

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

1. Concurrently, to AN and AO, pro rata, until retired; and
2. To AZ, until retired.

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount will be allocated sequentially, to BO and BH, in that order, until retired.

#### **SECURITY GROUP 3**

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

#### **SECURITY GROUP 4**

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

- The ZG Accrual Amount, in the following order of priority:
  1. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZG, until retired.
- The Group 4 Principal Distribution Amount, in the following order of priority:
  1. Sequentially, to NO, BN and LN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  2. To GM, until reduced to its Scheduled Principal Balance for that Distribution Date;
  3. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date;
  4. To ZG, until retired;
  5. To VM, without regard to its Scheduled Principal Balance, until retired;
  6. To GM, without regard to its Scheduled Principal Balance, until retired; and
  7. Sequentially, to NO, BN and LN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

### **SECURITY GROUP 5**

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

- The ZH Accrual Amount, in the following order of priority:
  1. To VH, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZH, until retired.
- The Group 5 Principal Distribution Amount, in the following order of priority:
  1. Sequentially, to MO and MP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  2. To EM, until reduced to its Scheduled Principal Balance for that Distribution Date;
  3. To VH, until reduced to its Scheduled Principal Balance for that Distribution Date;
  4. To ZH, until retired;
  5. To VH, without regard to its Scheduled Principal Balance, until retired;
  6. To EM, without regard to its Scheduled Principal Balance, until retired; and
  7. Sequentially, to MO and MP, 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, as follows:

- 33.3333333333% in the following order of priority:
  1. Sequentially, to DO and DL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  2. Concurrently, to FL and SL, pro rata, until retired; and
  3. Sequentially, to DO and DL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.
- 66.6666666667%, concurrently, to FJ and KF, pro rata, until retired.

### **SECURITY GROUP 7**

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

- The ZT Accrual Amount, in the following order of priority:
  1. To VT, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZT, until retired.
- The Group 7 Principal Distribution Amount, in the following order of priority:
  1. Sequentially, to JO and J, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  2. To MT, until reduced to its Scheduled Principal Balance for that Distribution Date;
  3. To VT, until reduced to its Scheduled Principal Balance for that Distribution Date;

4. To ZT, until retired;
5. To VT, without regard to its Scheduled Principal Balance, until retired;
6. To MT, without regard to its Scheduled Principal Balance, until retired; and
7. Sequentially, to JO and J, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

#### **SECURITY GROUP 8**

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

- The ZU Accrual Amount, in the following order of priority:
  1. To VU, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZU, until retired.
- The Group 8 Principal Distribution Amount, in the following order of priority:
  1. Sequentially, to KO, EN and LW, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  2. To MU, until reduced to its Scheduled Principal Balance for that Distribution Date;
  3. To VU, until reduced to its Scheduled Principal Balance for that Distribution Date;
  4. To ZU, until retired;
  5. To VU, without regard to its Scheduled Principal Balance, until retired;
  6. To MU, without regard to its Scheduled Principal Balance, until retired; and
  7. Sequentially, to KO, EN and LW, 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 ZE Accrual Amount will be allocated as follows:

- The ZE Accrual Amount, sequentially, to VD, VE and ZE, in that order, until retired; and
- The Group 9 Adjusted Principal Distribution Amount sequentially, to EO, VD, VE and ZE, in that order, until retired.

#### **SECURITY GROUP 10**

The Group 10 Principal Distribution Amount to LK, 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 Rates</u>
<b>Security Group 4</b>	
<b>PAC I Classes</b>	
BN, LN, NO (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
GM . . . . .	133% PSA through 250% PSA
<b>TAC Class</b>	
VM* . . . . .	250% PSA
<b>Security Group 5</b>	
<b>PAC I Classes</b>	
MO and MP (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
EM . . . . .	133% PSA through 250% PSA
<b>TAC Class</b>	
VH* . . . . .	250% PSA
<b>Security Group 6</b>	
<b>PAC Classes</b>	
DL and DO (in the aggregate) . . . . .	200% PSA through 325% PSA
<b>Security Group 7</b>	
<b>PAC I Classes</b>	
J and JO (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
MT . . . . .	133% PSA through 250% PSA
<b>TAC Class</b>	
VT* . . . . .	250% PSA
<b>Security Group 8</b>	
<b>PAC I Classes</b>	
EN, KO and LW (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
MU . . . . .	133% PSA through 250% PSA
<b>TAC Class</b>	
VU* . . . . .	250% PSA

\* No Initial 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 .....	\$ 94,770,000	100% of AO (SEQ/AD Class)
	<u>12,750,000</u>	100% of BO (SEQ Class)
	<u>\$107,520,000</u>	
AS .....	\$ 87,717,857	71.4285714286% of MO (PAC I Class)
DI .....	41,075,333	66.666666667% of DO (PAC Class)
DS .....	97,306,071	64.2857142857% of EO (SEQ Class)
EI .....	151,365,000	100% of EO (SEQ Class)
ES .....	97,306,071	64.2857142857% of EO (SEQ Class)
F .....	94,642,857	71.4285714286% of JO (PAC I Class)
FB .....	35,207,428	57.1428571429% of DO (PAC Class)
FE .....	97,306,071	64.2857142857% of EO (SEQ Class)
FG .....	309,107,142	71.4285714286% of NO (PAC I Class)
FM .....	87,717,857	71.4285714286% of MO (PAC I Class)
FU .....	67,692,857	71.4285714286% of AO (SEQ/AD Class)
FW .....	9,107,143	71.428572549% of BO (SEQ Class)
FX .....	228,235,714	71.4285714286% of KO (PAC I Class)
GI .....	3,926,100	10% of EN (PAC I Class)
GS .....	309,107,142	71.4285714286% of NO (PAC I Class)
IK .....	8,949,500	10% of EN and LW (PAC I Classes)
IL .....	6,867,100	10% of LN (PAC I Class)
IM .....	122,805,000	100% of MO (PAC I Class)
IN .....	5,359,200	10% of BN (PAC I Class)
IY .....	12,226,300	10% of BN and LN (PAC I Classes)
JI .....	132,500,000	100% of JO (PAC I Class)
JS .....	94,642,857	71.4285714286% of JO (PAC I Class)
KI .....	319,530,000	100% of KO (PAC I Class)
KS .....	50,000,000	100% of KF (PT Class)
LI .....	8,216,660	40% of LK (SC/PT Class)
MS .....	87,717,857	71.4285714286% of MO (PAC I Class)
NI .....	432,750,000	100% of NO (PAC I Class)
PS .....	228,235,714	71.4285714286% of KO (PAC I Class)
SA .....	35,207,428	57.1428571429% of DO (PAC Class)
SJ .....	100,000,000	100% of FJ (PT Class)
SK .....	94,642,857	71.4285714286% of JO (PAC I Class)
SV .....	\$ 67,692,857	71.4285714286% of AO (SEQ/AD Class)
	<u>9,107,143</u>	71.428572549% of BO (SEQ Class)
	<u>\$ 76,800,000</u>	

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
SY .....	\$ 67,692,857	71.4285714286% of AO (SEQ/AD Class)
	9,107,143	71.428572549% of BO (SEQ Class)
	<u>\$ 76,800,000</u>	
TA .....	\$ 87,717,857	71.4285714286% of MO (PAC I Class)
TD .....	97,306,071	64.2857142857% of EO (SEQ Class)
TI .....	5,023,400	10% of LW (PAC I Class)
TJ .....	94,642,857	71.4285714286% of JO (PAC I Class)
TU .....	67,692,857	71.4285714286% of AO (SEQ/AD Class)
TV .....	67,692,857	71.4285714286% of AO (SEQ/AD Class)
TW .....	9,107,143	71.428572549% of BO (SEQ Class)
TX .....	9,107,143	71.428572549% of BO (SEQ Class)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Groups 1 and 2</b>								
Combination 1(7)								
AO	\$ 94,770,000	AB	\$107,520,000	SEQ/AD	2.50%	FIX	38376PE22	August 2037
BO	12,750,000							
FU	33,846,429							
FW	4,553,572							
TU	33,846,429							
TV	33,846,429							
TW	4,553,572							
TX	4,553,572							
Combination 2(7)								
AO	\$ 94,770,000	AC	\$107,520,000	SEQ/AD	2.75%	FIX	38376PE30	August 2037
BO	12,750,000							
FU	37,231,071							
FW	5,008,929							
TU	37,231,071							
TV	37,231,071							
TW	5,008,929							
TX	5,008,929							

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(7)								
AO	\$ 94,770,000	AD	\$107,520,000	SEQ/AD	3.00%	FIX	38376PE48	August 2037
BO	12,750,000							
FU	40,615,714							
FW	5,464,286							
TU	40,615,714							
TV	40,615,714							
TW	5,464,286							
TX	5,464,286							
Combination 4(7)								
AO	\$ 94,770,000	AE	\$107,520,000	SEQ/AD	3.25%	FIX	38376PE55	August 2037
BO	12,750,000							
FU	44,000,357							
FW	5,919,643							
TU	44,000,357							
TV	44,000,357							
TW	5,919,643							
TX	5,919,643							
Combination 5(7)								
AO	\$ 94,770,000	AG	\$107,520,000	SEQ/AD	3.50%	FIX	38376PE63	August 2037
BO	12,750,000							
FU	47,385,000							
FW	6,375,000							
TU	47,385,000							
TV	47,385,000							
TW	6,375,000							
TX	6,375,000							

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 6(7)								
AO	\$ 94,770,000	AH	\$107,520,000	SEQ/AD	3.75%	FIX	38376PE71	August 2037
BO	12,750,000							
FU	50,769,643							
FW	6,830,357							
TU	50,769,643							
TV	50,769,643							
TW	6,830,357							
TX	6,830,357							
Combination 7(7)								
AO	\$ 94,770,000	AJ	\$107,520,000	SEQ/AD	4.00%	FIX	38376PE89	August 2037
BO	12,750,000							
FU	54,154,286							
FW	7,285,714							
TU	54,154,286							
TV	54,154,286							
TW	7,285,714							
TX	7,285,714							
Combination 8(7)								
AO	\$ 94,770,000	AK	\$107,520,000	SEQ/AD	4.25%	FIX	38376PE97	August 2037
BO	12,750,000							
FU	57,538,928							
FW	7,741,072							
TU	57,538,928							
TV	57,538,928							
TW	7,741,072							
TX	7,741,072							

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 9(7)								
AO	\$ 94,770,000	AL	\$107,520,000	SEQ/AD	4.50%	FIX	38376PF21	August 2037
BO	12,750,000							
FU	60,923,571							
FW	8,196,429							
TU	60,923,571							
TV	60,923,571							
TW	8,196,429							
TX	8,196,429							
Combination 10(7)								
AO	\$ 94,770,000	AM	\$107,520,000	SEQ/AD	4.75%	FIX	38376PF39	August 2037
BO	12,750,000							
FU	64,308,214							
FW	8,651,786							
TU	64,308,214							
TV	64,308,214							
TW	8,651,786							
TX	8,651,786							
Combination 11(7)								
AO	\$ 94,770,000	AT	\$107,520,000	SEQ/AD	5.00%	FIX	38376PF47	August 2037
BO	12,750,000							
FU	67,692,857							
FW	9,107,143							
TU	67,692,857							
TV	67,692,857							
TW	9,107,143							
TX	9,107,143							

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 12(7)								
AO	\$ 67,692,857	FV	\$ 76,800,000	SEQ/AD	(5)	FLT	38376PF54	August 2037
BO	9,107,143							
FU	67,692,857							
FW	9,107,143							
Combination 13(7)								
AO	\$ 67,692,857	FY	\$ 76,800,000	SEQ/AD	(5)	FLT	38376PF62	August 2037
BO	9,107,143							
FU	67,692,857							
FW	9,107,143							
TU	67,692,857							
TW	9,107,143							
Combination 14(7)								
TV	\$ 67,692,857	SY	\$ 76,800,000	NTL(SEQ/AD)	(5)	INV/IO	38376PF70	August 2037
TX	9,107,143							
Combination 15(7)								
TU	\$ 67,692,857	SV	\$ 76,800,000	NTL(SEQ/AD)	(5)	INV/IO	38376PF88	August 2037
TV	67,692,857							
TW	9,107,143							
TX	9,107,143							
Combination 16(7)								
FU	\$ 67,692,857	AI	\$107,520,000	NTL(SEQ/AD)	5.00%	FIX/IO	38376PF96	August 2037
FW	9,107,143							
TU	67,692,857							
TV	67,692,857							
TW	9,107,143							
TX	9,107,143							

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 4</b>								
Combination 17(6)								
BN	\$ 53,592,000	CN	\$ 53,592,000	PAC I	4.50%	FIX	38376PG20	July 2038
		DN	53,592,000	PAC I	4.75	FIX	38376PG38	July 2038
		IN	5,359,200	NTL (PAC I)	5.00	FIX/IO	38376PG46	July 2038
Combination 18(6)								
LN	\$ 68,671,000	IL	\$ 6,867,100	NTL (PAC I)	5.00%	FIX/IO	38376PG53	December 2039
		LM	68,671,000	PAC I	4.75	FIX	38376PG61	December 2039
		LP	68,671,000	PAC I	4.50	FIX	38376PG79	December 2039
Combination 19(6)								
BN	\$ 53,592,000	YA	\$122,263,000	PAC I	4.50%	FIX	38376PG87	December 2039
LN	68,671,000	YB	122,263,000	PAC I	4.75	FIX	38376PG95	December 2039
		YC	122,263,000	PAC I	5.00	FIX	38376PH29	December 2039
		IY	12,226,300	NTL (PAC I)	5.00	FIX/IO	38376PH37	December 2039
Combination 20								
FG	\$309,107,142	GF	\$309,107,142	PAC I	(5)	FLT	38376PH45	May 2037
NO	309,107,142							
Combination 21								
FG	\$154,553,571	NA	\$432,750,000	PAC I	2.50%	FIX	38376PH52	May 2037
GS	154,553,571							
NO	432,750,000							
Combination 22								
FG	\$170,008,928	NB	\$432,750,000	PAC I	2.75%	FIX	38376PH60	May 2037
GS	170,008,928							
NO	432,750,000							

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 23								
FG	\$185,464,285	NC	\$432,750,000	PAC I	3.00%	FIX	38376PH78	May 2037
GS	185,464,285							
NO	432,750,000							
Combination 24								
FG	\$200,919,642	ND	\$432,750,000	PAC I	3.25%	FIX	38376PH86	May 2037
GS	200,919,642							
NO	432,750,000							
Combination 25								
FG	\$216,374,999	NE	\$432,750,000	PAC I	3.50%	FIX	38376PH94	May 2037
GS	216,374,999							
NO	432,750,000							
Combination 26								
FG	\$231,830,357	NG	\$432,750,000	PAC I	3.75%	FIX	38376PJ27	May 2037
GS	231,830,357							
NO	432,750,000							
Combination 27								
FG	\$247,285,714	NH	\$432,750,000	PAC I	4.00%	FIX	38376PJ35	May 2037
GS	247,285,714							
NO	432,750,000							
Combination 28								
FG	\$262,741,071	NJ	\$432,750,000	PAC I	4.25%	FIX	38376PJ43	May 2037
GS	262,741,071							
NO	432,750,000							

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 29								
FG	\$278,196,428	NK	\$432,750,000	PAC I	4.50%	FIX	38376PJ50	May 2037
GS	278,196,428							
NO	432,750,000							
Combination 30								
FG	\$293,651,785	NL	\$432,750,000	PAC I	4.75%	FIX	38376PJ68	May 2037
GS	293,651,785							
NO	432,750,000							
Combination 31								
FG	\$309,107,142	NM	\$432,750,000	PAC I	5.00%	FIX	38376PJ76	May 2037
GS	309,107,142							
NO	432,750,000							
Combination 32								
FG	\$309,107,142	NI	\$432,750,000	NTL (PAC I)	5.00%	FIX/IO	38376PJ84	May 2037
GS	309,107,142							
<b>Security Group 5</b>								
Combination 33								
FM	\$ 87,717,857	MF	\$ 87,717,857	PAC I	(5)	FLT	38376PJ92	November 2038
MO	87,717,857							
Combination 34								
AS	\$ 52,630,714	MC	\$122,805,000	PAC I	3.00%	FIX	38376PK25	November 2038
FM	52,630,714							
MO	122,805,000							
TA	52,630,714							

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 35								
AS	\$ 57,016,607	MD	\$122,805,000	PAC I	3.25%	FIX	38376PK33	November 2038
FM	57,016,607							
MO	122,805,000							
TA	57,016,607							
Combination 36								
AS	\$ 61,402,500	ME	\$122,805,000	PAC I	3.50%	FIX	38376PK41	November 2038
FM	61,402,500							
MO	122,805,000							
TA	61,402,500							
Combination 37								
AS	\$ 65,788,393	MG	\$122,805,000	PAC I	3.75%	FIX	38376PK58	November 2038
FM	65,788,393							
MO	122,805,000							
TA	65,788,393							
Combination 38								
AS	\$ 70,174,286	MH	\$122,805,000	PAC I	4.00%	FIX	38376PK66	November 2038
FM	70,174,286							
MO	122,805,000							
TA	70,174,286							
Combination 39								
AS	\$ 74,560,178	MJ	\$122,805,000	PAC I	4.25%	FIX	38376PK74	November 2038
FM	74,560,178							
MO	122,805,000							
TA	74,560,178							

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 40								
AS	\$ 78,946,071	MK	\$122,805,000	PAC I	4.50%	FIX	38376PK82	November 2038
FM	78,946,071							
MO	122,805,000							
TA	78,946,071							
Combination 41								
AS	\$ 83,331,964	ML	\$122,805,000	PAC I	4.75%	FIX	38376PK90	November 2038
FM	83,331,964							
MO	122,805,000							
TA	83,331,964							
Combination 42								
AS	\$ 87,717,857	MN	\$122,805,000	PAC I	5.00%	FIX	38376PL24	November 2038
FM	87,717,857							
MO	122,805,000							
TA	87,717,857							
Combination 43								
AS	\$ 87,717,857	IM	\$122,805,000	NTL (PAC I)	5.00%	FIX/IO	38376PL32	November 2038
FM	87,717,857							
TA	87,717,857							
Combination 44								
FM	\$ 87,717,857	AF	\$ 87,717,857	PAC I	(5)	FLT	38376PL40	November 2038
MO	87,717,857							
TA	87,717,857							
Combination 45								
AS	\$ 87,717,857	MS	\$ 87,717,857	NTL (PAC I)	(5)	INV/IO	38376PL57	November 2038
TA	87,717,857							

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 Groups 4 and 5</b>								
Combination 46(7)								
ZG	\$ 80,282,000	ZA	\$ 100,000,000	SUP	5.00%	FIX/Z	38376PL65	December 2039
ZH	19,718,000							
Combination 47(7)								
EM	\$ 4,831,000	MA	\$ 24,504,000	PAC II	5.00%	FIX	38376PL73	December 2039
GM	19,673,000							
Combination 48(7)								
EM	\$ 4,831,000	MB	\$ 24,504,000	PAC II	5.00%	FIX	38376PL81	December 2039
GM	19,673,000							
Combination 49(7)								
VH	\$ 17,352,000	VK	\$ 88,004,000	TAC/AD	5.00%	FIX	38376PL99	December 2039
VM	70,652,000							
<b>Security Group 6</b>								
Combination 50								
FL	\$ 7,592,571	HA	\$ 13,287,000	SUP	4.00%	FIX	38376PM23	December 2039
SL	5,694,429							
Combination 51								
DO	\$ 35,207,428	FA	\$ 35,207,428	PAC	(5)	FLT	38376PM31	December 2039
FB	35,207,428							
Combination 52								
DO	\$ 61,613,000	DA	\$ 61,613,000	PAC	2.50%	FIX	38376PM49	December 2039
FB	22,004,643							
SA	22,004,643							

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 53								
DO	\$ 61,613,000	DB	\$ 61,613,000	PAC	2.75%	FIX	38376PM56	December 2039
FB	24,205,107							
SA	24,205,107							
Combination 54								
DO	\$ 61,613,000	DC	\$ 61,613,000	PAC	3.00%	FIX	38376PM64	December 2039
FB	26,405,571							
SA	26,405,571							
Combination 55								
DO	\$ 61,613,000	DG	\$ 61,613,000	PAC	3.50%	FIX	38376PM72	December 2039
FB	30,806,500							
SA	30,806,500							
Combination 56								
DO	\$ 61,613,000	DJ	\$ 61,613,000	PAC	4.00%	FIX	38376PM80	December 2039
FB	35,207,428							
SA	35,207,428							
Combination 57								
FB	\$ 35,207,428	DI	\$ 41,075,333	NLT (PAC)	6.00%	FIX/IO	38376PM98	December 2039
SA	35,207,428							
<b>Security Group 7</b>								
Combination 58								
F	\$ 94,642,857	JF	\$ 94,642,857	PAC I	(5)	FLT	38376PN22	December 2038
JO	94,642,857							
TJ	94,642,857							
Combination 59								
F	\$ 94,642,857	FK	\$ 94,642,857	PAC I	(5)	FLT	38376PN30	December 2038
JO	94,642,857							

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 60								
JS	\$ 94,642,857	SK	\$ 94,642,857	NTL (PAC I)	(5)	INV/IO	38376PN48	December 2038
TJ	94,642,857							
Combination 61								
F	\$ 56,785,714	JC	\$ 132,500,000	PAC I	3.00%	FIX	38376PN55	December 2038
JO	132,500,000							
JS	56,785,714							
TJ	56,785,714							
Combination 62								
F	\$ 61,517,857	JD	\$ 132,500,000	PAC I	3.25%	FIX	38376PN63	December 2038
JO	132,500,000							
JS	61,517,857							
TJ	61,517,857							
Combination 63								
F	\$ 66,250,000	JE	\$ 132,500,000	PAC I	3.50%	FIX	38376PN71	December 2038
JO	132,500,000							
JS	66,250,000							
TJ	66,250,000							
Combination 64								
F	\$ 70,982,143	JH	\$ 132,500,000	PAC I	3.75%	FIX	38376PN89	December 2038
JO	132,500,000							
JS	70,982,143							
TJ	70,982,143							

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 65								
F	\$ 75,714,286	JG	\$132,500,000	PAC I	4.00%	FIX	38376PN97	December 2038
JO	132,500,000							
JS	75,714,286							
TJ	75,714,286							
Combination 66								
F	\$ 80,446,428	JK	\$132,500,000	PAC I	4.25%	FIX	38376PP20	December 2038
JO	132,500,000							
JS	80,446,428							
TJ	80,446,428							
Combination 67								
F	\$ 85,178,571	JL	\$132,500,000	PAC I	4.50%	FIX	38376PP38	December 2038
JO	132,500,000							
JS	85,178,571							
TJ	85,178,571							
Combination 68								
F	\$ 89,910,714	JM	\$132,500,000	PAC I	4.75%	FIX	38376PP46	December 2038
JO	132,500,000							
JS	89,910,714							
TJ	89,910,714							
Combination 69								
F	\$ 94,642,857	JN	\$132,500,000	PAC I	5.00%	FIX	38376PP53	December 2038
JO	132,500,000							
JS	94,642,857							
TJ	94,642,857							

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 70								
F	\$ 94,642,857	WU	\$ 55,208,333	PAC I	12.00%	FIX	38376PP61	December 2038
JO	55,208,333							
JS	94,642,857							
TJ	94,642,857							
Combination 71								
F	\$ 94,642,857	JI	\$ 132,500,000	NTL (PAC I)	5.00%	FIX/IO	38376PP79	December 2038
JS	94,642,857							
TJ	94,642,857							
<b>Security Group 8</b>								
Combination 72(6)								
EN	\$ 39,261,000	GI	\$ 3,926,100	NTL (PAC I)	5.00%	FIX/IO	38376PP87	September 2038
		GN	39,261,000	PAC I	4.50	FIX	38376PP95	September 2038
		HN	39,261,000	PAC I	4.75	FIX	38376PQ29	September 2038
Combination 73(6)								
LW	\$ 50,234,000	LT	\$ 50,234,000	PAC I	4.50%	FIX	38376PQ37	December 2039
		LU	50,234,000	PAC I	4.75	FIX	38376PQ45	December 2039
		TI	5,023,400	NTL (PAC I)	5.00	FIX/IO	38376PQ52	December 2039
Combination 74(6)								
EN	\$ 39,261,000	IK	\$ 8,949,500	NTL (PAC I)	5.00%	FIX/IO	38376PQ60	December 2039
LW	50,234,000	K	89,495,000	PAC I	5.00	FIX	38376PQ78	December 2039
		KU	89,495,000	PAC I	4.75	FIX	38376PQ86	December 2039
		KW	89,495,000	PAC I	4.50	FIX	38376PQ94	December 2039
Combination 75								
FX	\$228,235,714	PF	\$228,235,714	PAC I	(5)	FLT	38376PR28	August 2037
KO	228,235,714							

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 76								
FX	\$114,117,857	KA	\$319,530,000	PAC I	2.50%	FIX	38376PR36	August 2037
KO	319,530,000							
PS	114,117,857							
Combination 77								
FX	\$125,529,643	KB	\$319,530,000	PAC I	2.75%	FIX	38376PR44	August 2037
KO	319,530,000							
PS	125,529,643							
Combination 78								
FX	\$136,941,428	KC	\$319,530,000	PAC I	3.00%	FIX	38376PR51	August 2037
KO	319,530,000							
PS	136,941,428							
Combination 79								
FX	\$148,353,214	KD	\$319,530,000	PAC I	3.25%	FIX	38376PR69	August 2037
KO	319,530,000							
PS	148,353,214							
Combination 80								
FX	\$159,765,000	KE	\$319,530,000	PAC I	3.50%	FIX	38376PR77	August 2037
KO	319,530,000							
PS	159,765,000							
Combination 81								
FX	\$171,176,786	KG	\$319,530,000	PAC I	3.75%	FIX	38376PR85	August 2037
KO	319,530,000							
PS	171,176,786							

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 82								
FX	\$182,588,571	KH	\$319,530,000	PAC I	4.00%	FIX	38376PR93	August 2037
KO	319,530,000							
PS	182,588,571							
Combination 83								
FX	\$194,000,357	KJ	\$319,530,000	PAC I	4.25%	FIX	38376PS27	August 2037
KO	319,530,000							
PS	194,000,357							
Combination 84								
FX	\$205,412,143	KL	\$319,530,000	PAC I	4.50%	FIX	38376PS35	August 2037
KO	319,530,000							
PS	205,412,143							
Combination 85								
FX	\$216,823,928	KM	\$319,530,000	PAC I	4.75%	FIX	38376PS43	August 2037
KO	319,530,000							
PS	216,823,928							
Combination 86								
FX	\$228,235,714	KN	\$319,530,000	PAC I	5.00%	FIX	38376PS50	August 2037
KO	319,530,000							
PS	228,235,714							
Combination 87								
FX	\$228,235,714	KI	\$319,530,000	NTL (PAC I)	5.00%	FIX/IO	38376PS68	August 2037
PS	228,235,714							
<b>Security Groups 7 and 8</b>								
Combination 88(7)								
ZT	\$ 21,132,000	ZB	\$ 80,000,000	SUP	5.00%	FIX/Z	38376PS76	December 2039
ZU	58,868,000							

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 89(7)								
VT	\$ 18,553,000	VB	\$ 70,235,000	TAC/AD	5.00%	FIX	38376PS84	December 2039
VU	51,682,000							
Combination 90(7)								
MT	\$ 5,162,000	M	\$ 19,543,000	PAC II	5.00%	FIX	38376PS92	December 2039
MU	14,381,000							
<b>Security Group 9</b>								
Combination 91								
VD	\$ 23,174,000	VG	\$ 39,361,000	SEQ/AD	4.50%	FIX	38376PT26	August 2028
VE	16,187,000							
Combination 92								
EO	\$ 97,306,071	DF	\$ 97,306,071	SEQ	(5)	FLT	38376PT34	December 2034
FE	97,306,071							
Combination 93								
ES	\$ 97,306,071	DS	\$ 97,306,071	NTL (SEQ)	(5)	INV/IO	38376PT42	December 2034
TD	97,306,071							
Combination 94								
EO	\$151,365,000	EB	\$151,365,000	SEQ	3.00%	FIX	38376PT59	December 2034
ES	64,870,714							
FE	64,870,714							
TD	64,870,714							
Combination 95								
EO	\$151,365,000	EC	\$151,365,000	SEQ	3.25%	FIX	38376PT67	December 2034
ES	70,276,607							
FE	70,276,607							
TD	70,276,607							

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 96								
EO	\$151,365,000	ED	\$151,365,000	SEQ	3.50%	FIX	38376PT75	December 2034
ES	75,682,500							
FE	75,682,500							
TD	75,682,500							
Combination 97								
EO	\$151,365,000	EG	\$151,365,000	SEQ	3.75%	FIX	38376PT83	December 2034
ES	81,088,393							
FE	81,088,393							
TD	81,088,393							
Combination 98								
EO	\$151,365,000	EH	\$151,365,000	SEQ	4.00%	FIX	38376PT91	December 2034
ES	86,494,285							
FE	86,494,285							
TD	86,494,285							
Combination 99								
EO	\$151,365,000	EJ	\$151,365,000	SEQ	4.25%	FIX	38376PU24	December 2034
ES	91,900,178							
FE	91,900,178							
TD	91,900,178							
Combination 100								
EO	\$151,365,000	EK	\$151,365,000	SEQ	4.50%	FIX	38376PU32	December 2034
ES	97,306,071							
FE	97,306,071							
TD	97,306,071							

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 101								
EO	\$151,365,000	ET	\$151,365,000	SEQ	2.50%	FIX	38376PU40	December 2034
ES	54,058,928							
FE	54,058,928							
TD	54,058,928							
Combination 102								
EO	\$151,365,000	EU	\$151,365,000	SEQ	2.75%	FIX	38376PU57	December 2034
ES	59,464,821							
FE	59,464,821							
TD	59,464,821							
Combination 103								
EO	\$ 97,306,071	EF	\$ 97,306,071	SEQ	(5)	FLT	38376PU65	December 2034
FE	97,306,071							
TD	97,306,071							
Combination 104								
ES	\$ 97,306,071	EI	\$151,365,000	NTL (SEQ)	4.50%	FIX/IO	38376PU73	December 2034
FE	97,306,071							
TD	97,306,071							

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 10</b>								
Combination 105(6)								
LK	\$ 20,541,652	LA	\$ 20,541,652	SC/PT	3.00%	FIX	38376PU81	February 2036
		LB	20,541,652	SC/PT	3.25	FIX	38376PU99	February 2036
		LC	20,541,652	SC/PT	3.50	FIX	38376PV23	February 2036
		LD	20,541,652	SC/PT	3.75	FIX	38376PV31	February 2036
		LE	20,541,652	SC/PT	4.00	FIX	38376PV49	February 2036
		LG	20,541,652	SC/PT	4.25	FIX	38376PV56	February 2036
		LH	20,541,652	SC/PT	4.50	FIX	38376PV64	February 2036
		LI	8,216,660	NTL (SC/PT)	5.00	FIX/IO	38376PV72	February 2036
		LJ	20,541,652	SC/PT	4.75	FIX	38376PV80	February 2036

- (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 17, 18, 19, 72, 73, 74 and 105 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.
- (7) Combinations 1 through 16, 46 through 49 and 88 through 90 are derived from REMIC Classes of separate Security Groups.



\$12,054,920,239

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

**Guaranteed REMIC Pass-Through Securities  
and MX Securities**  
**Ginnie Mae REMIC Trust 2009-121**

**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-14 which highlights some of these risks.**

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
HZ . . . . .	\$ 71,170,478	5.50%	SC/PT/SUP	FIX/Z	38376PAA8	October 2039
<b>Security Group 2</b>						
VA(1) . . . . .	22,871,017	5.50	SC/AD/SEQ	FIX	38376PAB6	November 2020
Z . . . . .	28,015,000	5.50	SC/SEQ	FIX/Z	38376PAC4	September 2039
<b>Security Group 3</b>						
BZ . . . . .	30,000,000	5.00	SUP	FIX/Z	38376PAD2	December 2039
KA(1) . . . . .	24,382,000	5.00	PAC II/AD	FIX	38376PAE0	December 2039
KZ . . . . .	1,000	5.00	PAC II/AD	FIX/Z	38376PAF7	December 2039
NA(1) . . . . .	237,490,000	5.00	PAC I/AD	FIX	38376PAG5	April 2037
PN(1) . . . . .	40,023,000	5.00	PAC I/AD	FIX	38376PAH3	October 2038
V(1) . . . . .	14,972,000	5.00	AD/PAC I	FIX	38376PAJ9	December 2020
ZA(1) . . . . .	20,576,000	5.00	PAC I/AD	FIX/Z	38376PAK6	December 2039
ZB . . . . .	30,000,000	5.00	SUP	FIX/Z	38376PAL4	December 2039
<b>Security Group 4</b>						
FD . . . . .	87,954,786	(5)	SC/PT	FLT	38376PAM2	March 2037
ID(1) . . . . .	732,956	6.00	NTL (SC/PT)	FIX/IO	38376PAN0	March 2037
OD(1) . . . . .	4,821,226	0.00	SC/PT	PO	38376PA5	March 2037
<b>Security Group 5</b>						
FE . . . . .	64,181,643	(5)	SC/PT	FLT	38376PAQ3	May 2036
IE(6) . . . . .	64,181,643	(5)	NTL (SC/PT)	SP/IO	38376PAR1	May 2036
OE . . . . .	4,612,408	0.00	SC/PT	PO	38376PAS9	May 2036
<b>Security Group 6</b>						
YH . . . . .	17,230,314	4.75	SC/PT	FIX	38376PAT7	September 2038
YI(1) . . . . .	861,515	5.00	NTL (SC/PT)	FIX/IO	38376PAU4	September 2038
<b>Security Group 7</b>						
VN(1) . . . . .	21,678,896	5.50	SC/AD/SEQ	FIX	38376PAV2	November 2020
ZQ . . . . .	26,555,133	5.50	SC/SEQ	FIX/Z	38376PAW0	September 2039
<b>Security Group 8</b>						
XE . . . . .	14,932,101	4.50	SC/PT	FIX	38376PAX8	February 2038
XI(1) . . . . .	1,493,210	5.00	NTL (SC/PT)	FIX/IO	38376PAY6	February 2038
<b>Security Group 9</b>						
A(1) . . . . .	139,428,571	(5)	NTL (PT)	INV/IO	38376PAZ3	December 2039
AV(1) . . . . .	139,428,571	(5)	NTL (PT)	FLT/IO	38376PBA7	December 2039
IA(1) . . . . .	139,428,571	(5)	NTL (PT)	INV/IO	38376PBB5	December 2039
IB(1) . . . . .	139,428,571	(5)	NTL (PT)	INV/IO	38376PBC3	December 2039
OA(1) . . . . .	244,000,000	0.00	PT	PO	38376PBD1	December 2039
SA(1) . . . . .	139,428,571	(5)	NTL (PT)	INV/IO	38376PBE9	December 2039

(Cover continued on next page)

**BOFA MERRILL LYNCH**

**LOOP CAPITAL MARKETS LLC**

**The date of this Offering Circular Supplement is December 22, 2009.**

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 10</b>						
BD(1)	\$ 52,714,285	(5)	NTL (PT)	INV/IO	38376PBF6	December 2039
BV(1)	52,714,285	(5)	NTL (PT)	FLT/IO	38376PBG4	December 2039
IC(1)	52,714,285	(5)	NTL (PT)	INV/IO	38376PBH2	December 2039
OB(1)	82,000,000	0.00%	PT	PO	38376PBJ8	December 2039
SB(1)	52,714,285	(5)	NTL (PT)	INV/IO	38376PBK5	December 2039
YB(1)	52,714,285	(5)	NTL (PT)	INV/IO	38376PBL3	December 2039
<b>Security Group 11</b>						
CV(1)	123,428,571	(5)	NTL (PT)	FLT/IO	38376PBM1	December 2039
D(1)	123,428,571	(5)	NTL (PT)	INV/IO	38376PBN9	December 2039
EV(1)	123,428,571	(5)	NTL (PT)	INV/IO	38376PBP4	December 2039
OC(1)	192,000,000	0.00	PT	PO	38376PBQ2	December 2039
SC(1)	123,428,571	(5)	NTL (PT)	INV/IO	38376PBR0	December 2039
YC(1)	123,428,571	(5)	NTL (PT)	INV/IO	38376PBS8	December 2039
<b>Security Group 12</b>						
DO(1)	3,920,767,252	0.00	PT	PO	38376PBT6	December 2039
DV(1)	2,520,493,233	(5)	NTL (PT)	FLT/IO	38376PBU3	December 2039
IG(1)	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBV1	December 2039
IH(1)	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBW9	December 2039
SD(1)	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBX7	December 2039
SK(1)	2,520,493,233	(5)	NTL (PT)	INV/IO	38376PBY5	December 2039
<b>Security Group 13</b>						
IN(1)	200,000,000	(5)	NTL (PT)	INV/IO	38376PCM0	December 2039
J(1)	200,000,000	(5)	NTL (PT)	INV/IO	38376PCN8	December 2039
JV(1)	200,000,000	(5)	NTL (PT)	FLT/IO	38376PCP3	December 2039
OJ(1)	280,000,000	0.00	PT	PO	38376PCQ1	December 2039
SH(1)	200,000,000	(5)	NTL (PT)	INV/IO	38376PCR9	December 2039
SJ(1)	200,000,000	(5)	NTL (PT)	INV/IO	38376PCS7	December 2039
<b>Security Group 14</b>						
IS(1)	30,108,432	(5)	NTL (PT)	INV/IO	38376PCZ1	December 2039
IT(1)	30,108,432	(5)	NTL (PT)	INV/IO	38376PDA5	December 2039
MV(1)	30,108,432	(5)	NTL (PT)	INV/IO	38376PDB3	December 2039
OM(1)	52,689,756	0.00	PT	PO	38376PDC1	December 2039
SM(1)	30,108,432	(5)	NTL (PT)	INV/IO	38376PDD9	December 2039
XV(1)	30,108,432	(5)	NTL (PT)	FLT/IO	38376PDE7	December 2039
<b>Security Group 15</b>						
IU(1)	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDF4	December 2039
OQ(1)	1,741,905,307	0.00	PT	PO	38376PDG2	December 2039
QV(1)	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDH0	December 2039
SP(1)	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDJ6	December 2039
SQ(1)	1,119,796,268	(5)	NTL (PT)	INV/IO	38376PDK3	December 2039
XN(1)	1,119,796,268	(5)	NTL (PT)	FLT/IO	38376PDL1	December 2039
<b>Security Group 16</b>						
IY(1)	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDT4	December 2039
OU(1)	4,650,514,159	0.00	PT	PO	38376PDU1	December 2039
SU(1)	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDV9	December 2039
U(1)	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDW7	December 2039
UV(1)	3,321,795,827	(5)	NTL (PT)	INV/IO	38376PDX5	December 2039
XH(1)	3,321,795,827	(5)	NTL (PT)	FLT/IO	38376PDY3	December 2039
<b>Security Group 17</b>						
NP(1)	46,594,382	(5)	NTL (PT)	INV/IO	38376PDZ0	December 2039
NQ(1)	46,594,382	(5)	NTL (PT)	INV/IO	38376PEA4	December 2039
OW(1)	59,301,941	0.00	PT	PO	38376PEB2	December 2039
SW(1)	46,594,382	(5)	NTL (PT)	INV/IO	38376PEC0	December 2039
W(1)	46,594,382	(5)	NTL (PT)	FLT/IO	38376PED8	December 2039
WV(1)	46,594,382	(5)	NTL (PT)	INV/IO	38376PEE6	December 2039
<b>Security Group 18</b>						
H(1)	3,262,759	(5)	NTL (SC/PT)	INV/IO	38376PEF3	February 2037
HS	16,313,798	(5)	NTL (SC/PT)	INV/IO	38376PEG1	February 2037
NF(1)	65,255,192	(5)	SC/PT	FLT	38376PEH9	February 2037
OH	5,019,630	0.00	SC/PT	PO	38376PEJ5	February 2037
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376PEK2	December 2039

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

## TERMS SHEET

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

**Sponsor:** Banc of America Securities LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** December 30, 2009

**Distribution Dates:** For the Group 1, 9, 10, 11, 12 and 13 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in January 2010. For the Group 2, 3, 4, 5, 6, 7, 8, 14, 15, 16, 17 and 18 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in January 2010.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Underlying Certificate	(1)	(1)
2	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	5.0%	30
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)
9	Ginnie Mae I	4.0%	30
10	Ginnie Mae I	4.5%	30
11	Ginnie Mae I	4.5%	30
12	Ginnie Mae I	4.5%	30
13	Ginnie Mae I	5.0%	30
14	Ginnie Mae II	4.0%	30
15	Ginnie Mae II	4.5%	30
16	Ginnie Mae II	5.0%	30
17	Ginnie Mae II	5.5%	30
18	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. Except in the case of Class IX 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 3, Group 9, Group 10, Group 11, Group 12, Group 13, Group 14, Group 15, Group 16 and Group 17 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 3 Trust Assets</b>			
\$ 397,444,000	359	0	5.38%
<b>Group 9 Trust Assets</b>			
\$ 244,000,000	359	1	4.50%
<b>Group 10 Trust Assets</b>			
\$ 82,000,000	359	1	5.00%
<b>Group 11 Trust Assets</b>			
\$ 192,000,000	359	1	5.00%
<b>Group 12 Trust Assets</b>			
\$3,920,767,252	359	1	5.00%
<b>Group 13 Trust Assets</b>			
\$ 280,000,000	359	1	5.50%
<b>Group 14 Trust Assets</b>			
\$ 52,689,756	359	1	4.44%
<b>Group 15 Trust Assets</b>			
\$1,741,905,307	359	1	4.94%
<b>Group 16 Trust Assets</b>			
\$4,650,514,159	359	1	5.39%
<b>Group 17 Trust Assets</b>			
\$ 59,301,941	359	1	5.93%

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

<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 3, Group 14, Group 15, Group 16 and Group 17 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 3, Group 14, Group 15, Group 16 and Group 17 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 3, Group 9, Group 10, Group 11, Group 12, Group 13, Group 14, Group 15, Group 16 and Group 17 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, Special 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>
A . . . . .	6.40% – LIBOR	0.200%	0.00%	0.20%	0	6.40%
AF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
AS . . . . .	6.40% – LIBOR	6.160%	0.00%	6.40%	0	6.40%
AV . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
BD . . . . .	6.60% – LIBOR	0.200%	0.00%	0.20%	0	6.60%
BF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
BS . . . . .	6.40% – LIBOR	6.160%	0.00%	6.40%	0	6.40%
BV . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
CF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
CS . . . . .	6.40% – LIBOR	6.160%	0.00%	6.40%	0	6.40%
CV . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
D . . . . .	6.60% – LIBOR	0.200%	0.00%	0.20%	0	6.60%
DF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
DS . . . . .	6.40% – LIBOR	6.160%	0.00%	6.40%	0	6.40%
DV . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
EV . . . . .	6.80% – LIBOR	0.200%	0.00%	0.20%	0	6.80%
FA . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FB . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FC . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FD . . . . .	LIBOR + 0.55%	0.78313%	0.55%	7.07%	0	0.00%
FE . . . . .	LIBOR + 0.50%	0.73313%	0.50%	7.50%	0	0.00%
FH . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FJ . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FK . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FM . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FP . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FQ . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FU . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FV . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FW . . . . .	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FY . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
H . . . . .	130.00% – (LIBOR × 20)	1.000%	0.00%	1.00%	0	6.50%
HA . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HB . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HC . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HE . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HF . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HG . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HN . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HS . . . . .	25.80% – (LIBOR × 4)	1.000%	0.00%	1.00%	0	6.45%

<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>
HT . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HU . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HV . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
IA . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IB . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
IC . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
If LIBOR < 7.11%: (LIBOR - 6.9500005%)						
If 7.11% <= LIBOR: (1.059474412 ×						
IE . . . . .	LIBOR) - 7.372863069%	0.0499995%	0.0499995%	0.181189546%	0	0.00%
IG . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IH . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
IN . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IS . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IT . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
IU . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
IY . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
J . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
JF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
JS . . . . .	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
JV . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
KF . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
KS . . . . .	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
M . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
MF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
MS . . . . .	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
MV . . . . .	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
NF . . . . .	LIBOR + 0.50%	0.73313%	0.50%	7.00%	0	0.00%
NP . . . . .	6.80% - LIBOR	0.200%	0.00%	0.20%	0	6.80%
NQ . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
NU . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
NX . . . . .	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
PF . . . . .	LIBOR + 0.55%	0.78313%	0.55%	7.00%	0	0.00%
PS . . . . .	6.80% - LIBOR	6.560%	0.00%	6.80%	0	6.80%
QF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
QS . . . . .	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
QV . . . . .	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
SA . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SB . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SC . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SD . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SH . . . . .	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
SJ . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SK . . . . .	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
SM . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SP . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
SQ . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SU . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
SW . . . . .	6.20% - LIBOR	5.960%	0.00%	6.20%	0	6.20%
U . . . . .	6.60% - LIBOR	0.200%	0.00%	0.20%	0	6.60%
UF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
US . . . . .	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%
UV . . . . .	6.40% - LIBOR	0.200%	0.00%	0.20%	0	6.40%
W . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
WF . . . . .	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
WS . . . . .	6.40% - LIBOR	6.160%	0.00%	6.40%	0	6.40%

<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>
WV . . . . .	6.40% – LIBOR	0.200%	0.00%	0.20%	0	6.40%
XB . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XC . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XD . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XH . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XJ . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XM . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XN . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XQ . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XS . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XU . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
XV . . . . .	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XW . . . . .	6.60% – LIBOR	6.360%	0.00%	6.60%	0	6.60%
YB . . . . .	6.40% – LIBOR	0.200%	0.00%	0.20%	0	6.40%
YC . . . . .	6.40% – LIBOR	0.200%	0.00%	0.20%	0	6.40%
YD . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%
YJ . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%
YM . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%
YQ . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%
YS . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%
YU . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%
YW . . . . .	6.80% – LIBOR	6.560%	0.00%	6.80%	0	6.80%

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

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

**SECURITY GROUP 1**

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

**SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the Z Accrual Amount will be allocated, sequentially, to VA and Z, in that order, 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 BZ, KZ, ZA and ZB Accrual Amounts will be allocated in the following order of priority:

- The BZ and ZB Accrual Amounts in the following order of priority:
  1. Sequentially, to NA, PN, V, ZA, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

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

3. Concurrently, to BZ and ZB, pro rata, until retired

- The KZ Accrual Amount, sequentially, to KA and KZ, in that order, until retired
- The ZA Accrual Amount, sequentially, to V and ZA, in that order, until retired
- The Group 3 Adjusted Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to NA, PN, V and ZA, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

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

3. Concurrently, to BZ and ZB, pro rata, until retired

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

5. Sequentially, to NA, PN, V and ZA, 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, concurrently, to FD and OD, pro rata, until retired

#### **SECURITY GROUP 5**

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

#### **SECURITY GROUP 6**

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

#### **SECURITY GROUP 7**

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

#### **SECURITY GROUP 8**

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

#### **SECURITY GROUP 9**

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

#### **SECURITY GROUP 10**

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

**SECURITY GROUP 11**

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

**SECURITY GROUP 12**

The Group 12 Principal Distribution Amount will be allocated to DO, until retired

**SECURITY GROUP 13**

The Group 13 Principal Distribution Amount will be allocated to OJ, until retired

**SECURITY GROUP 14**

The Group 14 Principal Distribution Amount will be allocated to OM, until retired

**SECURITY GROUP 15**

The Group 15 Principal Distribution Amount will be allocated to OQ, until retired

**SECURITY GROUP 16**

The Group 16 Principal Distribution Amount will be allocated to OU, until retired

**SECURITY GROUP 17**

The Group 17 Principal Distribution Amount will be allocated to OW, until retired

**SECURITY GROUP 18**

The Group 18 Principal Distribution Amount will be allocated, concurrently, to NF and OH, pro rata, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
NA, PN, V and ZA (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
KA and KZ* (in the aggregate) . . . . .	158% PSA through 250% PSA

\* The initial Effective Rate is 159% PSA through 250% PSA.

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

when received as the Group 1 Principal Distribution Amount from the Group 1 Underlying Certificate, as set forth in this Terms Sheet under "Allocation of Principal." The Group 1 Underlying Certificate is also an Accrual Class. Interest will accrue on the Group 1 Underlying Certificate at a rate set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. However, no interest will be distributed to the Group 1 Underlying Certificate as interest but will constitute an Accrual Amount with respect to the Underlying Trust, which will be added to the Class Principal Balance of the Group 1 Underlying Certificate on each Distribution Date and will be distributable as principal as set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. The Group 1 Underlying Certificate will receive principal distributions only if scheduled payments have been made on its related Accretion Directed Classes (or if such Classes have been retired).

**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>
<b>Security Group 2</b>		
VI .....	\$ 6,237,550	27.2727272727% of VA (SC/AD/SEQ Class)
<b>Security Group 3</b>		
IP .....	\$ 8,004,600	20% of PN (PAC I/AD Class)
KI .....	9,752,800	40% of KA (PAC II/AD Class)
NI .....	118,745,000	50% of NA (PAC I/AD Class)
PI .....	138,756,500	50% of NA and PN (in the aggregate) (PAC I/AD Classes)
<b>Security Group 4</b>		
ID .....	\$ 732,956	0.8333333333% of FD (SC/PT Class)
<b>Security Group 5</b>		
IE .....	\$ 64,181,643	100% of FE (SC/PT Class)
<b>Security Group 6</b>		
YI .....	\$ 861,515	5% of YH (SC/PT Class)
<b>Security Group 7</b>		
IV .....	\$ 7,883,234	36.3636363636% of VN (SC/AD/SEQ Class)
<b>Security Group 8</b>		
XI .....	\$ 1,493,210	10% of XE (SC/PT Class)
<b>Security Groups 6 and 8</b>		
IX .....	\$ 1,493,210	10% of XE (SC/PT Class)
	<u>861,515</u>	5% of YH (SC/PT Class)
	<u>\$ 2,354,725</u>	

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 9</b>		
A .....	\$ 139,428,571	57.1428571429% of OA (PT Class)
AI .....	244,000,000	100% of OA (PT Class)
AS .....	139,428,571	57.1428571429% of OA (PT Class)
AV .....	139,428,571	57.1428571429% of OA (PT Class)
IA .....	139,428,571	57.1428571429% of OA (PT Class)
IB .....	139,428,571	57.1428571429% of OA (PT Class)
SA .....	139,428,571	57.1428571429% of OA (PT Class)
XS .....	139,428,571	57.1428571429% of OA (PT Class)
YS .....	139,428,571	57.1428571429% of OA (PT Class)
<b>Security Group 10</b>		
BD .....	\$ 52,714,285	64.2857142857% of OB (PT Class)
BI .....	82,000,000	100% of OB (PT Class)
BS .....	52,714,285	64.2857142857% of OB (PT Class)
BV .....	52,714,285	64.2857142857% of OB (PT Class)
IC .....	52,714,285	64.2857142857% of OB (PT Class)
KS .....	52,714,285	64.2857142857% of OB (PT Class)
SB .....	52,714,285	64.2857142857% of OB (PT Class)
XB .....	52,714,285	64.2857142857% of OB (PT Class)
YB .....	52,714,285	64.2857142857% of OB (PT Class)
<b>Security Group 11</b>		
CI .....	\$ 192,000,000	100% of OC (PT Class)
CS .....	123,428,571	64.2857142857% of OC (PT Class)
CV .....	123,428,571	64.2857142857% of OC (PT Class)
D .....	123,428,571	64.2857142857% of OC (PT Class)
EV .....	123,428,571	64.2857142857% of OC (PT Class)
PS .....	123,428,571	64.2857142857% of OC (PT Class)
SC .....	123,428,571	64.2857142857% of OC (PT Class)
XC .....	123,428,571	64.2857142857% of OC (PT Class)
YC .....	123,428,571	64.2857142857% of OC (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 12</b>		
DI .....	\$3,920,767,252	100% of DO (PT Class)
DS .....	2,520,493,233	64.2857142857% of DO (PT Class)
DV .....	2,520,493,233	64.2857142857% of DO (PT Class)
IG .....	2,520,493,233	64.2857142857% of DO (PT Class)
IH .....	2,520,493,233	64.2857142857% of DO (PT Class)
SD .....	2,520,493,233	64.2857142857% of DO (PT Class)
SK .....	2,520,493,233	64.2857142857% of DO (PT Class)
XD .....	2,520,493,233	64.2857142857% of DO (PT Class)
YD .....	2,520,493,233	64.2857142857% of DO (PT Class)
<b>Security Group 13</b>		
IN .....	\$ 200,000,000	71.4285714286% of OJ (PT Class)
J .....	200,000,000	71.4285714286% of OJ (PT Class)
JI .....	280,000,000	100% of OJ (PT Class)
JS .....	200,000,000	71.4285714286% of OJ (PT Class)
JV .....	200,000,000	71.4285714286% of OJ (PT Class)
SH .....	200,000,000	71.4285714286% of OJ (PT Class)
SJ .....	200,000,000	71.4285714286% of OJ (PT Class)
XJ .....	200,000,000	71.4285714286% of OJ (PT Class)
YJ .....	200,000,000	71.4285714286% of OJ (PT Class)
<b>Security Group 14</b>		
IS .....	\$ 30,108,432	57.1428571429% of OM (PT Class)
IT .....	30,108,432	57.1428571429% of OM (PT Class)
MI .....	52,689,756	100% of OM (PT Class)
MS .....	30,108,432	57.1428571429% of OM (PT Class)
MV .....	30,108,432	57.1428571429% of OM (PT Class)
SM .....	30,108,432	57.1428571429% of OM (PT Class)
XM .....	30,108,432	57.1428571429% of OM (PT Class)
XV .....	30,108,432	57.1428571429% of OM (PT Class)
YM .....	30,108,432	57.1428571429% of OM (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 15</b>		
IU .....	\$1,119,796,268	64.2857142857% of OQ (PT Class)
QI .....	1,741,905,307	100% of OQ (PT Class)
QS .....	1,119,796,268	64.2857142857% of OQ (PT Class)
QV .....	1,119,796,268	64.2857142857% of OQ (PT Class)
SP .....	1,119,796,268	64.2857142857% of OQ (PT Class)
SQ .....	1,119,796,268	64.2857142857% of OQ (PT Class)
XN .....	1,119,796,268	64.2857142857% of OQ (PT Class)
XQ .....	1,119,796,268	64.2857142857% of OQ (PT Class)
YQ .....	1,119,796,268	64.2857142857% of OQ (PT Class)
<b>Security Group 16</b>		
IY .....	\$3,321,795,827	71.4285714286% of OU (PT Class)
SU .....	3,321,795,827	71.4285714286% of OU (PT Class)
U .....	3,321,795,827	71.4285714286% of OU (PT Class)
UI .....	4,650,514,159	100% of OU (PT Class)
US .....	3,321,795,827	71.4285714286% of OU (PT Class)
UV .....	3,321,795,827	71.4285714286% of OU (PT Class)
XH .....	3,321,795,827	71.4285714286% of OU (PT Class)
XU .....	3,321,795,827	71.4285714286% of OU (PT Class)
YU .....	3,321,795,827	71.4285714286% of OU (PT Class)
<b>Security Group 17</b>		
NP .....	\$ 46,594,382	78.5714285714% of OW (PT Class)
NQ .....	46,594,382	78.5714285714% of OW (PT Class)
SW .....	46,594,382	78.5714285714% of OW (PT Class)
W .....	46,594,382	78.5714285714% of OW (PT Class)
WI .....	59,301,941	100% of OW (PT Class)
WS .....	46,594,382	78.5714285714% of OW (PT Class)
WV .....	46,594,382	78.5714285714% of OW (PT Class)
XW .....	46,594,382	78.5714285714% of OW (PT Class)
YW .....	46,594,382	78.5714285714% of OW (PT Class)
<b>Security Group 18</b>		
H .....	\$ 3,262,759	5% of NF (SC/PT Class)
HS .....	16,313,798	25% of NF (SC/PT Class)

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

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 2</b>								
Combination 1(6)								
VA	\$ 22,871,017	VB	\$ 22,871,017	SC/AD/SEQ	4.00%	FIX	38375AMM3	November 2020
		VC	22,871,017	SC/AD/SEQ	4.25	FIX	38375AMN1	November 2020
		VD	22,871,017	SC/AD/SEQ	4.50	FIX	38375AMP6	November 2020
		VE	22,871,017	SC/AD/SEQ	4.75	FIX	38375AMQ4	November 2020
		VG	22,871,017	SC/AD/SEQ	5.00	FIX	38375AMR2	November 2020
		VH	22,871,017	SC/AD/SEQ	5.25	FIX	38375AMS0	November 2020
		VI	6,237,550	NTL(SC/AD/SEQ)	5.50	FIX/IO	38375AMT8	November 2020
<b>Security Group 3</b>								
Combination 2(6)								
NA	\$ 237,490,000	NB	\$ 237,490,000	PAC I/AD	2.50%	FIX	38375AMU5	April 2037
		NC	237,490,000	PAC I/AD	2.75	FIX	38375AMV3	April 2037
		ND	237,490,000	PAC I/AD	3.00	FIX	38375AMW1	April 2037
		NE	237,490,000	PAC I/AD	3.25	FIX	38375AMX9	April 2037
		NG	237,490,000	PAC I/AD	3.50	FIX	38375AMY7	April 2037
		NH	237,490,000	PAC I/AD	3.75	FIX	38375AMZ4	April 2037
		NI	118,745,000	NTL (PAC I/AD)	5.00	FIX/IO	38375ANA8	April 2037
		NJ	237,490,000	PAC I/AD	4.00	FIX	38375ANB6	April 2037
		NK	237,490,000	PAC I/AD	4.25	FIX	38375ANC4	April 2037
		NL	237,490,000	PAC I/AD	4.50	FIX	38375AND2	April 2037
		NM	237,490,000	PAC I/AD	4.75	FIX	38375ANE0	April 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 3(6)								
NA	\$ 237,490,000	PA	\$ 277,513,000	PAC I/AD	5.00%	FIX	38375ANF7	October 2038
PN	40,023,000	PB	277,513,000	PAC I/AD	4.75	FIX	38375ANG5	October 2038
		PC	277,513,000	PAC I/AD	4.50	FIX	38375ANH3	October 2038
		PD	277,513,000	PAC I/AD	4.25	FIX	38375ANJ9	October 2038
		PE	277,513,000	PAC I/AD	4.00	FIX	38375ANK6	October 2038
		PG	277,513,000	PAC I/AD	3.75	FIX	38375ANL4	October 2038
		PH	277,513,000	PAC I/AD	3.50	FIX	38375ANM2	October 2038
		PI	138,756,500	NTL (PAC I/AD)	5.00	FIX/IO	38375ANN0	October 2038
		PJ	277,513,000	PAC I/AD	3.25	FIX	38375ANP5	October 2038
		PK	277,513,000	PAC I/AD	3.00	FIX	38375ANQ3	October 2038
		PL	277,513,000	PAC I/AD	2.75	FIX	38375ANR1	October 2038
		PM	277,513,000	PAC I/AD	2.50	FIX	38375ANS9	October 2038
Combination 4(6)								
PN	\$ 40,023,000	IP	\$ 8,004,600	NTL (PAC I/AD)	5.00%	FIX/IO	38375ANT7	October 2038
		PQ	40,023,000	PAC I/AD	4.75	FIX	38375ANU4	October 2038
		PT	40,023,000	PAC I/AD	4.50	FIX	38375ANV2	October 2038
		PU	40,023,000	PAC I/AD	4.25	FIX	38375ANW0	October 2038
		PV	40,023,000	PAC I/AD	4.00	FIX	38375ANX8	October 2038
Combination 5(6)								
KA	\$ 24,382,000	KB	\$ 24,382,000	PAC II/AD	3.00%	FIX	38375ANY6	December 2039
		KC	24,382,000	PAC II/AD	3.50	FIX	38375ANZ3	December 2039
		KD	24,382,000	PAC II/AD	4.00	FIX	38375APA6	December 2039
		KE	24,382,000	PAC II/AD	4.50	FIX	38375APB4	December 2039
		KI	9,752,800	NTL (PAC II/AD)	5.00	FIX/IO	38375APC2	December 2039

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
PN	\$ 40,023,000	NY	\$ 75,571,000	PAC I/AD	5.00%	FIX	38375APD0	December 2039
V	14,972,000							
ZA	20,576,000							
Combination 7								
V	\$ 14,972,000	PY	\$ 35,548,000	PAC I/AD	5.00%	FIX	38375APE8	December 2039
ZA	20,576,000							
Combination 8								
NA	\$ 237,490,000	N	\$ 313,061,000	PAC I/AD	5.00%	FIX	38375APF5	December 2039
PN	40,023,000							
V	14,972,000							
ZA	20,576,000							
<b>Security Group 4</b>								
Combination 9								
ID	\$ 732,956	KT	\$ 732,956	SC/PT	6.00%	FIX	38375APG3	March 2037
OD	732,956							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>								
Combination 10(6)								
VN	\$ 21,678,896	IV	\$ 7,883,234	NTL (SC/AD/SEQ)	5.50%	FIX/IO	38375APH1	November 2020
		VJ	21,678,896	SC/AD/SEQ	3.50	FIX	38375APJ7	November 2020
		VK	21,678,896	SC/AD/SEQ	3.75	FIX	38375APK4	November 2020
		VL	21,678,896	SC/AD/SEQ	4.00	FIX	38375APL2	November 2020
		VM	21,678,896	SC/AD/SEQ	4.25	FIX	38375APM0	November 2020
		VP	21,678,896	SC/AD/SEQ	4.50	FIX	38375APN8	November 2020
		VQ	21,678,896	SC/AD/SEQ	4.75	FIX	38375APP3	November 2020
		VT	21,678,896	SC/AD/SEQ	5.00	FIX	38375APQ1	November 2020
		VU	21,678,896	SC/AD/SEQ	5.25	FIX	38375APR9	November 2020
<b>Security Groups 6 and 8</b>								
Combination 11(7)								
XI	\$ 1,493,210	IX	\$ 2,354,725	SC/NTL(PT)	5.00%	FIX/IO	38375APS7	September 2038
YI	861,515							
<b>Security Group 9</b>								
Combination 12								
A	\$ 104,571,429	AB	\$ 244,000,000	PT	3.00%	FIX	38375APT5	December 2039
AV	104,571,429							
IA	104,571,429							
IB	104,571,429							
OA	244,000,000							
SA	104,571,429							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
A	\$ 122,000,000	AC	\$ 244,000,000	PT	3.50%	FIX	38375APU2	December 2039
AV	122,000,000							
IA	122,000,000							
IB	122,000,000							
OA	244,000,000							
SA	122,000,000							
Combination 14								
A	\$ 139,428,571	AD	\$ 216,888,888	PT	4.50%	FIX	38375APV0	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	216,888,888							
SA	139,428,571							
Combination 15								
A	\$ 139,428,571	AE	\$ 195,200,000	PT	5.00%	FIX	38375APW8	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	195,200,000							
SA	139,428,571							

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 16								
A	\$ 139,428,571	AG	\$ 185,904,761	PT	5.25%	FIX	38375APX6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	185,904,761							
SA	139,428,571							
Combination 17								
A	\$ 139,428,571	AH	\$ 177,454,545	PT	5.50%	FIX	38375APY4	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	177,454,545							
SA	139,428,571							
Combination 18								
A	\$ 139,428,571	AI	\$ 244,000,000	NTL (PT)	4.00%	FIX/IO	38375APZ1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
SA	139,428,571							

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 19								
A	\$ 139,428,571	AJ	\$ 169,739,130	PT	5.75%	FIX	38375AQA5	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	169,739,130							
SA	139,428,571							
Combination 20								
A	\$ 139,428,571	AK	\$ 162,666,666	PT	6.00%	FIX	38375AQB3	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	162,666,666							
SA	139,428,571							
Combination 21								
A	\$ 139,428,571	AL	\$ 156,160,000	PT	6.25%	FIX	38375AQC1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	156,160,000							
SA	139,428,571							

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								
A	\$ 139,428,571	AM	\$ 150,153,846	PT	6.50%	FIX	38375AQD9	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	150,153,846							
SA	139,428,571							
Combination 23								
A	\$ 139,428,571	AN	\$ 144,592,592	PT	6.75%	FIX	38375AQE7	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	144,592,592							
SA	139,428,571							
Combination 24								
A	\$ 139,428,571	AP	\$ 139,428,571	PT	7.00%	FIX	38375AQF4	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
SA	139,428,571							

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 25								
A	\$ 139,428,571	AQ	\$ 134,620,689	PT	7.25%	FIX	38375AQQ2	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	134,620,689							
SA	139,428,571							
Combination 26								
A	\$ 139,428,571	AT	\$ 130,133,333	PT	7.50%	FIX	38375AQH0	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	130,133,333							
SA	139,428,571							
Combination 27								
A	\$ 139,428,571	AU	\$ 125,935,483	PT	7.75%	FIX	38375AQJ6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	125,935,483							
SA	139,428,571							

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 28								
A	\$ 139,428,571	AW	\$ 122,000,000	PT	8.00%	FIX	38375AQK3	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	122,000,000							
SA	139,428,571							
Combination 29								
A	\$ 139,428,571	AX	\$ 118,303,030	PT	8.25%	FIX	38375AQL1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	118,303,030							
SA	139,428,571							
Combination 30								
A	\$ 139,428,571	AY	\$ 114,823,529	PT	8.50%	FIX	38375AQM9	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	114,823,529							
SA	139,428,571							
Combination 31								
AV	\$ 139,428,571	HA	\$ 139,428,571	PT	(5)	FLT	38375AQN7	December 2039
OA	139,428,571							

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 32								
A	\$ 139,428,571	AS	\$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQP2	December 2039
SA	139,428,571							
Combination 33								
AV	\$ 139,428,571	AF	\$ 139,428,571	PT	(5)	FLT	38375AQQ0	December 2039
IA	139,428,571							
OA	139,428,571							
Combination 34								
AV	\$ 139,428,571	FA	\$ 139,428,571	PT	(5)	FLT	38375AQR8	December 2039
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
Combination 35								
A	\$ 139,428,571	HB	\$ 139,428,571	PT	(5)	FLT	38375AQS6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
Combination 36								
A	\$ 139,428,571	XS	\$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQT4	December 2039
IB	139,428,571							
SA	139,428,571							

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 37								
A	\$ 139,428,571	YS	\$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQUJ1	December 2039
IA	139,428,571							
IB	139,428,571							
SA	139,428,571							
<b>Security Group 10</b>								
Combination 38								
BD	\$ 35,142,857	BA	\$ 82,000,000	PT	3.00%	FIX	38375AQV9	December 2039
BV	35,142,857							
IC	35,142,857							
OB	82,000,000							
SB	35,142,857							
YB	35,142,857							
Combination 39								
BD	\$ 41,000,000	B	\$ 82,000,000	PT	3.50%	FIX	38375AQW7	December 2039
BV	41,000,000							
IC	41,000,000							
OB	82,000,000							
SB	41,000,000							
YB	41,000,000							

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 40								
BD	\$ 46,857,143	BC	\$ 82,000,000	PT	4.00%	FIX	38375AQX5	December 2039
BV	46,857,143							
IC	46,857,143							
OB	82,000,000							
SB	46,857,143							
YB	46,857,143							
Combination 41								
BD	\$ 52,714,285	BE	\$ 73,800,000	PT	5.00%	FIX	38375AQY3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	73,800,000							
SB	52,714,285							
YB	52,714,285							
Combination 42								
BD	\$ 52,714,285	BG	\$ 70,285,714	PT	5.25%	FIX	38375AQZ0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	70,285,714							
SB	52,714,285							
YB	52,714,285							

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 43								
BD	\$ 52,714,285	BH	\$ 67,090,909	PT	5.50%	FIX	38375ARA4	December 2039
BV	52,714,285							
IC	52,714,285							
OB	67,090,909							
SB	52,714,285							
YB	52,714,285							
Combination 44								
BD	\$ 52,714,285	BI	\$ 82,000,000	NTL (PT)	4.50%	FIX/IO	38375ARB2	December 2039
BV	52,714,285							
IC	52,714,285							
SB	52,714,285							
YB	52,714,285							
Combination 45								
BD	\$ 52,714,285	BJ	\$ 64,173,913	PT	5.75%	FIX	38375ARC0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	64,173,913							
SB	52,714,285							
YB	52,714,285							

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 46								
BD	\$ 52,714,285	BK	\$ 61,500,000	PT	6.00%	FIX	38375ARD8	December 2039
BV	52,714,285							
IC	52,714,285							
OB	61,500,000							
SB	52,714,285							
YB	52,714,285							
Combination 47								
BD	\$ 52,714,285	BL	\$ 59,040,000	PT	6.25%	FIX	38375ARE6	December 2039
BV	52,714,285							
IC	52,714,285							
OB	59,040,000							
SB	52,714,285							
YB	52,714,285							
Combination 48								
BD	\$ 52,714,285	BM	\$ 56,769,230	PT	6.50%	FIX	38375ARF3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	56,769,230							
SB	52,714,285							
YB	52,714,285							

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 49								
BD	\$ 52,714,285	BN	\$ 54,666,666	PT	6.75%	FIX	38375ARG1	December 2039
BV	52,714,285							
IC	52,714,285							
OB	54,666,666							
SB	52,714,285							
YB	52,714,285							
Combination 50								
BD	\$ 52,714,285	BP	\$ 52,714,285	PT	7.00%	FIX	38375ARR9	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
SB	52,714,285							
YB	52,714,285							
Combination 51								
BD	\$ 52,714,285	BQ	\$ 50,896,551	PT	7.25%	FIX	38375ARJ5	December 2039
BV	52,714,285							
IC	52,714,285							
OB	50,896,551							
SB	52,714,285							
YB	52,714,285							

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 52								
BD	\$ 52,714,285	BT	\$ 49,200,000	PT	7.50%	FIX	38375ARK2	December 2039
BV	52,714,285							
IC	52,714,285							
OB	49,200,000							
SB	52,714,285							
YB	52,714,285							
Combination 53								
BD	\$ 52,714,285	BU	\$ 47,612,903	PT	7.75%	FIX	38375ARL0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	47,612,903							
SB	52,714,285							
YB	52,714,285							
Combination 54								
BD	\$ 52,714,285	BW	\$ 46,125,000	PT	8.00%	FIX	38375ARM8	December 2039
BV	52,714,285							
IC	52,714,285							
OB	46,125,000							
SB	52,714,285							
YB	52,714,285							

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 55								
BD	\$ 52,714,285	BX	\$ 44,727,272	PT	8.25%	FIX	38375ARN6	December 2039
BV	52,714,285							
IC	52,714,285							
OB	44,727,272							
SB	52,714,285							
YB	52,714,285							
Combination 56								
BD	\$ 52,714,285	BY	\$ 43,411,764	PT	8.50%	FIX	38375ARP1	December 2039
BV	52,714,285							
IC	52,714,285							
OB	43,411,764							
SB	52,714,285							
YB	52,714,285							
Combination 57								
BV	\$ 52,714,285	HC	\$ 52,714,285	PT	(5)	FLT	38375ARQ9	December 2039
OB	52,714,285							
Combination 58								
SB	\$ 52,714,285	BS	\$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARR7	December 2039
YB	52,714,285							
Combination 59								
BV	\$ 52,714,285	BF	\$ 52,714,285	PT	(5)	FLT	38375ARS5	December 2039
IC	52,714,285							
OB	52,714,285							

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 60								
BD	\$ 52,714,285	FB	\$ 52,714,285	PT	(5)	FLT	38375ART3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
Combination 61								
BD	\$ 52,714,285	HF	\$ 52,714,285	PT	(5)	FLT	38375ARU0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
YB	52,714,285							
Combination 62								
BD	\$ 52,714,285	XB	\$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARV8	December 2039
SB	52,714,285							
YB	52,714,285							
Combination 63								
BD	\$ 52,714,285	KS	\$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARW6	December 2039
IC	52,714,285							
SB	52,714,285							
YB	52,714,285							

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 11</b>								
Combination 64								
CV	\$ 82,285,714	CA	\$ 192,000,000	PT	3.00%	FIX	38375ARX4	December 2039
D	82,285,714							
EV	82,285,714							
OC	192,000,000							
SC	82,285,714							
YC	82,285,714							
Combination 65								
CV	\$ 96,000,000	CB	\$ 192,000,000	PT	3.50%	FIX	38375ARY2	December 2039
D	96,000,000							
EV	96,000,000							
OC	192,000,000							
SC	96,000,000							
YC	96,000,000							
Combination 66								
CV	\$ 109,714,286	CD	\$ 192,000,000	PT	4.00%	FIX	38375ARZ9	December 2039
D	109,714,286							
EV	109,714,286							
OC	192,000,000							
SC	109,714,286							
YC	109,714,286							

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 67								
CV	\$ 123,428,571	CE	\$ 172,800,000	PT	5.00%	FIX	38375ASA3	December 2039
D	123,428,571							
EV	123,428,571							
OC	172,800,000							
SC	123,428,571							
YC	123,428,571							
Combination 68								
CV	\$ 123,428,571	CG	\$ 164,571,428	PT	5.25%	FIX	38375ASB1	December 2039
D	123,428,571							
EV	123,428,571							
OC	164,571,428							
SC	123,428,571							
YC	123,428,571							
Combination 69								
CV	\$ 123,428,571	CH	\$ 157,090,909	PT	5.50%	FIX	38375ASC9	December 2039
D	123,428,571							
EV	123,428,571							
OC	157,090,909							
SC	123,428,571							
YC	123,428,571							

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 70								
CV	\$ 123,428,571	CI	\$ 192,000,000	NTL (PT)	4.50%	FIX/IO	38375ASD7	December 2039
D	123,428,571							
EV	123,428,571							
SC	123,428,571							
YC	123,428,571							
Combination 71								
CV	\$ 123,428,571	CJ	\$ 150,260,869	PT	5.75%	FIX	38375ASE5	December 2039
D	123,428,571							
EV	123,428,571							
OC	150,260,869							
SC	123,428,571							
YC	123,428,571							
Combination 72								
CV	\$ 123,428,571	CK	\$ 144,000,000	PT	6.00%	FIX	38375ASF2	December 2039
D	123,428,571							
EV	123,428,571							
OC	144,000,000							
SC	123,428,571							
YC	123,428,571							

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 73								
CV	\$ 123,428,571	CL	\$ 138,240,000	PT	6.25%	FIX	38375ASG0	December 2039
D	123,428,571							
EV	123,428,571							
OC	138,240,000							
SC	123,428,571							
YC	123,428,571							
Combination 74								
CV	\$ 123,428,571	CM	\$ 132,923,076	PT	6.50%	FIX	38375ASH8	December 2039
D	123,428,571							
EV	123,428,571							
OC	132,923,076							
SC	123,428,571							
YC	123,428,571							
Combination 75								
CV	\$ 123,428,571	CN	\$ 128,000,000	PT	6.75%	FIX	38375ASJ4	December 2039
D	123,428,571							
EV	123,428,571							
OC	128,000,000							
SC	123,428,571							
YC	123,428,571							

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 76								
CV	\$ 123,428,571	CP	\$ 123,428,571	PT	7.00%	FIX	38375ASK1	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							
SC	123,428,571							
YC	123,428,571							
Combination 77								
CV	\$ 123,428,571	CQ	\$ 119,172,413	PT	7.25%	FIX	38375ASL9	December 2039
D	123,428,571							
EV	123,428,571							
OC	119,172,413							
SC	123,428,571							
YC	123,428,571							
Combination 78								
CV	\$ 123,428,571	CT	\$ 115,200,000	PT	7.50%	FIX	38375ASM7	December 2039
D	123,428,571							
EV	123,428,571							
OC	115,200,000							
SC	123,428,571							
YC	123,428,571							

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 79								
CV	\$ 123,428,571	CU	\$ 111,483,870	PT	7.75%	FIX	38375ASN5	December 2039
D	123,428,571							
EV	123,428,571							
OC	111,483,870							
SC	123,428,571							
YC	123,428,571							
Combination 80								
CV	\$ 123,428,571	CW	\$ 108,000,000	PT	8.00%	FIX	38375ASP0	December 2039
D	123,428,571							
EV	123,428,571							
OC	108,000,000							
SC	123,428,571							
YC	123,428,571							
Combination 81								
CV	\$ 123,428,571	CX	\$ 104,727,272	PT	8.25%	FIX	38375ASQ8	December 2039
D	123,428,571							
EV	123,428,571							
OC	104,727,272							
SC	123,428,571							
YC	123,428,571							

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 82								
CV	\$ 123,428,571	CY	\$ 101,647,058	PT	8.50%	FIX	38375ASR6	December 2039
D	123,428,571							
EV	123,428,571							
OC	101,647,058							
SC	123,428,571							
YC	123,428,571							
Combination 83								
CV	\$ 123,428,571	HE	\$ 123,428,571	PT	(5)	FLT	38375ASS4	December 2039
OC	123,428,571							
Combination 84								
SC	\$ 123,428,571	CS	\$ 123,428,571	NTL (PT)	(5)	INV/IO	38375AST2	December 2039
YC	123,428,571							
Combination 85								
CV	\$ 123,428,571	CF	\$ 123,428,571	PT	(5)	FLT	38375ASU9	December 2039
EV	123,428,571							
OC	123,428,571							
Combination 86								
CV	\$ 123,428,571	FC	\$ 123,428,571	PT	(5)	FLT	38375ASV7	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							

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 87								
CV	\$ 123,428,571	KF	\$ 123,428,571	PT	(5)	FLT	38375ASW5	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							
YC	123,428,571							
Combination 88								
D	\$ 123,428,571	XC	\$ 123,428,571	NTL (PT)	(5)	INV/IO	38375ASX3	December 2039
SC	123,428,571							
YC	123,428,571							
Combination 89								
D	\$ 123,428,571	PS	\$ 123,428,571	NTL (PT)	(5)	INV/IO	38375ASY1	December 2039
EV	123,428,571							
SC	123,428,571							
YC	123,428,571							
<b>Security Group 12</b>								
Combination 90								
DO	\$3,920,767,252	DA	\$3,920,767,252	PT	3.00%	FIX	38375ASZ8	December 2039
DV	1,680,328,822							
IG	1,680,328,822							
IH	1,680,328,822							
SD	1,680,328,822							
SK	1,680,328,822							

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 91								
DO	\$3,920,767,252	DB	\$3,920,767,252	PT	3.50%	FIX	38375ATA2	December 2039
DV	1,960,383,626							
IG	1,960,383,626							
IH	1,960,383,626							
SD	1,960,383,626							
SK	1,960,383,626							
Combination 92								
DO	\$3,920,767,252	DC	\$3,920,767,252	PT	4.00%	FIX	38375ATB0	December 2039
DV	2,240,438,430							
IG	2,240,438,430							
IH	2,240,438,430							
SD	2,240,438,430							
SK	2,240,438,430							
Combination 93								
DO	\$3,528,690,526	DE	\$3,528,690,526	PT	5.00%	FIX	38375ATC8	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

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 94								
DO	\$3,360,657,644	DG	\$3,360,657,644	PT	5.25%	FIX	38375ATD6	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 95								
DO	\$3,207,900,478	DH	\$3,207,900,478	PT	5.50%	FIX	38375ATE4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 96								
DV	\$2,520,493,233	DI	\$3,920,767,252	NTL (PT)	4.50%	FIX/IO	38375ATF1	December 2039
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

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 97								
DO	\$3,068,426,545	DJ	\$3,068,426,545	PT	5.75%	FIX	38375ATG9	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 98								
DO	\$2,940,575,439	DK	\$2,940,575,439	PT	6.00%	FIX	38375ATH7	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 99								
DO	\$2,822,952,421	DL	\$2,822,952,421	PT	6.25%	FIX	38375ATJ3	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

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 100								
DO	\$2,714,377,328	DM	\$2,714,377,328	PT	6.50%	FIX	38375ATK0	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 101								
DO	\$2,613,844,834	DN	\$2,613,844,834	PT	6.75%	FIX	38375ATL8	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 102								
DO	\$2,520,493,233	DP	\$2,520,493,233	PT	7.00%	FIX	38375ATM6	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

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 103								
DO	\$2,433,579,673	DQ	\$2,433,579,673	PT	7.25%	FIX	38375ATN4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 104								
DO	\$2,352,460,351	DT	\$2,352,460,351	PT	7.50%	FIX	38375ATP9	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 105								
DO	\$2,276,574,533	DU	\$2,276,574,533	PT	7.75%	FIX	38375ATQ7	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

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 106								
DO	\$2,205,431,579	DW	\$2,205,431,579	PT	8.00%	FIX	38375ATR5	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 107								
DO	\$2,138,600,319	DX	\$2,138,600,319	PT	8.25%	FIX	38375ATS3	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 108								
DO	\$2,075,700,309	DY	\$2,075,700,309	PT	8.50%	FIX	38375ATT1	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 109								
DO	\$2,520,493,233	HG	\$2,520,493,233	PT	(5)	FLT	38375ATU8	December 2039
DV	2,520,493,233							

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 110								
SD	\$2,520,493,233	DS	\$2,520,493,233	NTL (PT)	(5)	INV/IO	38375ATV6	December 2039
SK	2,520,493,233							
Combination 111								
DO	\$2,520,493,233	DF	\$2,520,493,233	PT	(5)	FLT	38375ATW4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
Combination 112								
DO	\$2,520,493,233	FH	\$2,520,493,233	PT	(5)	FLT	38375ATX2	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SK	2,520,493,233							
Combination 113								
DO	\$2,520,493,233	FK	\$2,520,493,233	PT	(5)	FLT	38375ATY0	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SK	2,520,493,233							
Combination 114								
IH	\$2,520,493,233	XD	\$2,520,493,233	NTL (PT)	(5)	INV/IO	38375ATZ7	December 2039
SD	2,520,493,233							
SK	2,520,493,233							

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 115								
IG	\$2,520,493,233	YD	\$2,520,493,233	NTL (PT)	(5)	INV/IO	38375AUA0	December 2039
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
<b>Security Group 13</b>								
Combination 116								
IN	\$ 120,000,000	JA	\$ 280,000,000	PT	3.00%	FIX	38375AUB8	December 2039
J	120,000,000							
JV	120,000,000							
OJ	280,000,000							
SH	120,000,000							
SJ	120,000,000							
Combination 117								
IN	\$ 140,000,000	JB	\$ 280,000,000	PT	3.50%	FIX	38375AUC6	December 2039
J	140,000,000							
JV	140,000,000							
OJ	280,000,000							
SH	140,000,000							
SJ	140,000,000							

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 118								
IN	\$ 160,000,000	JC	\$ 280,000,000	PT	4.00%	FIX	38375AUD4	December 2039
J	160,000,000							
JV	160,000,000							
OJ	280,000,000							
SH	160,000,000							
SJ	160,000,000							
Combination 119								
OJ	\$ 280,000,000	JD	\$ 280,000,000	PT	4.50%	FIX	38375AUE2	December 2039
JV	180,000,000							
IN	180,000,000							
J	180,000,000							
SH	180,000,000							
SJ	180,000,000							
Combination 120								
IN	\$ 200,000,000	JE	\$ 266,666,666	PT	5.25%	FIX	38375AUF9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	266,666,666							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 121								
IN	\$ 200,000,000	JG	\$ 254,545,454	PT	5.50%	FIX	38375AUG7	December 2039
J	200,000,000							
JV	200,000,000							
OJ	254,545,454							
SH	200,000,000							
SJ	200,000,000							
Combination 122								
IN	\$ 200,000,000	JH	\$ 243,478,260	PT	5.75%	FIX	38375AUH5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	243,478,260							
SH	200,000,000							
SJ	200,000,000							
Combination 123								
IN	\$ 200,000,000	JI	\$ 280,000,000	NTL (PT)	5.00%	FIX/IO	38375AUJ1	December 2039
J	200,000,000							
JV	200,000,000							
SH	200,000,000							
SJ	200,000,000							

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 124								
IN	\$ 200,000,000	JK	\$ 233,333,333	PT	6.00%	FIX	38375AUK8	December 2039
J	200,000,000							
JV	200,000,000							
OJ	233,333,333							
SH	200,000,000							
SJ	200,000,000							
Combination 125								
IN	\$ 200,000,000	JL	\$ 224,000,000	PT	6.25%	FIX	38375AUL6	December 2039
J	200,000,000							
JV	200,000,000							
OJ	224,000,000							
SH	200,000,000							
SJ	200,000,000							
Combination 126								
IN	\$ 200,000,000	JM	\$ 215,384,615	PT	6.50%	FIX	38375AUM4	December 2039
J	200,000,000							
JV	200,000,000							
OJ	215,384,615							
SH	200,000,000							
SJ	200,000,000							

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 127								
IN	\$ 200,000,000	JN	\$ 207,407,407	PT	6.75%	FIX	38375AUN2	December 2039
J	200,000,000							
JV	200,000,000							
OJ	207,407,407							
SH	200,000,000							
SJ	200,000,000							
Combination 128								
IN	\$ 200,000,000	JP	\$ 200,000,000	PT	7.00%	FIX	38375AUP7	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
SH	200,000,000							
SJ	200,000,000							
Combination 129								
IN	\$ 200,000,000	JQ	\$ 193,103,448	PT	7.25%	FIX	38375AUQ5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	193,103,448							
SH	200,000,000							
SJ	200,000,000							

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 130								
IN	\$ 200,000,000	JT	\$ 186,666,666	PT	7.50%	FIX	38375AUR3	December 2039
J	200,000,000							
JV	200,000,000							
OJ	186,666,666							
SH	200,000,000							
SJ	200,000,000							
Combination 131								
IN	\$ 200,000,000	JU	\$ 180,645,161	PT	7.75%	FIX	38375AUS1	December 2039
J	200,000,000							
JV	200,000,000							
OJ	180,645,161							
SH	200,000,000							
SJ	200,000,000							
Combination 132								
IN	\$ 200,000,000	JW	\$ 175,000,000	PT	8.00%	FIX	38375AUT9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	175,000,000							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 133								
IN	\$ 200,000,000	JX	\$ 169,696,969	PT	8.25%	FIX	38375AUU6	December 2039
J	200,000,000							
JV	200,000,000							
OJ	169,696,969							
SH	200,000,000							
SJ	200,000,000							
Combination 134								
IN	\$ 200,000,000	JY	\$ 164,705,882	PT	8.50%	FIX	38375AUV4	December 2039
J	200,000,000							
JV	200,000,000							
OJ	164,705,882							
SH	200,000,000							
SJ	200,000,000							
Combination 135								
JV	\$ 200,000,000	HN	\$ 200,000,000	PT	(5)	FLT	38375AUW2	December 2039
OJ	200,000,000							
Combination 136								
SH	\$ 200,000,000	JS	\$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AUX0	December 2039
SJ	200,000,000							
Combination 137								
IN	\$ 200,000,000	JF	\$ 200,000,000	PT	(5)	FLT	38375AUY8	December 2039
JV	200,000,000							
OJ	200,000,000							

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 138								
IN	\$ 200,000,000	FJ	\$ 200,000,000	PT	(5)	FLT	38375AUZ5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
Combination 139								
IN	\$ 200,000,000	FP	\$ 200,000,000	PT	(5)	FLT	38375AVA9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
SH	200,000,000							
Combination 140								
J	\$ 200,000,000	XJ	\$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AVC5	December 2039
SH	200,000,000							
SJ	200,000,000							
Combination 141								
IN	\$ 200,000,000	YJ	\$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AVB7	December 2039
J	200,000,000							
SH	200,000,000							
SJ	200,000,000							

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)
<b>Security Group 14</b>								
Combination 142								
IS	\$ 22,581,324	MA	\$ 52,689,756	PT	3.00%	FIX	38375AVD3	December 2039
IT	22,581,324							
MV	22,581,324							
OM	52,689,756							
SM	22,581,324							
XV	22,581,324							
Combination 143								
IS	\$ 26,344,878	MB	\$ 52,689,756	PT	3.50%	FIX	38375AVE1	December 2039
IT	26,344,878							
MV	26,344,878							
OM	52,689,756							
SM	26,344,878							
XV	26,344,878							
Combination 144								
IS	\$ 30,108,432	MC	\$ 46,835,338	PT	4.50%	FIX	38375AVF8	December 2039
IT	30,108,432							
MV	30,108,432							
OM	46,835,338							
SM	30,108,432							
XV	30,108,432							

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 145								
IS	\$ 30,108,432	MD	\$ 42,151,804	PT	5.00%	FIX	38375AVG6	December 2039
IT	30,108,432							
MV	30,108,432							
OM	42,151,804							
SM	30,108,432							
XV	30,108,432							
Combination 146								
IS	\$ 30,108,432	ME	\$ 40,144,576	PT	5.25%	FIX	38375AVH4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	40,144,576							
SM	30,108,432							
XV	30,108,432							
Combination 147								
IS	\$ 30,108,432	MG	\$ 38,319,822	PT	5.50%	FIX	38375AVJ0	December 2039
IT	30,108,432							
MV	30,108,432							
OM	38,319,822							
SM	30,108,432							
XV	30,108,432							

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 148								
IS	\$ 30,108,432	MH	\$ 36,653,743	PT	5.75%	FIX	38375AVK7	December 2039
IT	30,108,432							
MV	30,108,432							
OM	36,653,743							
SM	30,108,432							
XV	30,108,432							
Combination 149								
IS	\$ 30,108,432	MI	\$ 52,689,756	NTL (PT)	4.00%	FIX/IO	38375AVL5	December 2039
IT	30,108,432							
MV	30,108,432							
SM	30,108,432							
XV	30,108,432							
Combination 150								
IS	\$ 30,108,432	MJ	\$ 35,126,504	PT	6.00%	FIX	38375AVM3	December 2039
IT	30,108,432							
MV	30,108,432							
OM	35,126,504							
SM	30,108,432							
XV	30,108,432							

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 151								
IS	\$ 30,108,432	MK	\$ 33,721,443	PT	6.25%	FIX	38375AVN1	December 2039
IT	30,108,432							
MV	30,108,432							
OM	33,721,443							
SM	30,108,432							
XV	30,108,432							
Combination 152								
IS	\$ 30,108,432	ML	\$ 32,424,465	PT	6.50%	FIX	38375AVP6	December 2039
IT	30,108,432							
MV	30,108,432							
OM	32,424,465							
SM	30,108,432							
XV	30,108,432							
Combination 153								
IS	\$ 30,108,432	MIN	\$ 31,223,559	PT	6.750%	FIX	38375AVQ4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	31,223,559							
SM	30,108,432							
XV	30,108,432							

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 154								
IS	\$ 30,108,432	MP	\$ 30,108,432	PT	7.00%	FIX	38375AVR2	December 2039
IT	30,108,432							
MV	30,108,432							
OM	30,108,432							
SM	30,108,432							
XV	30,108,432							
Combination 155								
IS	\$ 30,108,432	MQ	\$ 29,070,210	PT	7.25%	FIX	38375AVS0	December 2039
IT	30,108,432							
MV	30,108,432							
OM	29,070,210							
SM	30,108,432							
XV	30,108,432							
Combination 156								
IS	\$ 30,108,432	MT	\$ 28,101,203	PT	7.50%	FIX	38375AVT8	December 2039
IT	30,108,432							
MV	30,108,432							
OM	28,101,203							
SM	30,108,432							
XV	30,108,432							

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 157								
IS	\$ 30,108,432	MU	\$ 27,194,712	PT	7.75%	FIX	38375AVU5	December 2039
IT	30,108,432							
MV	30,108,432							
OM	27,194,712							
SM	30,108,432							
XV	30,108,432							
Combination 158								
IS	\$ 30,108,432	MW	\$ 26,344,878	PT	8.00%	FIX	38375AVV3	December 2039
IT	30,108,432							
MV	30,108,432							
OM	26,344,878							
SM	30,108,432							
XV	30,108,432							
Combination 159								
IS	\$ 30,108,432	MX	\$ 25,546,548	PT	8.25%	FIX	38375AVW1	December 2039
IT	30,108,432							
MV	30,108,432							
OM	25,546,548							
SM	30,108,432							
XV	30,108,432							

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 160								
IS	\$ 30,108,432	MY	\$ 24,795,179	PT	8.50%	FIX	38375AVX9	December 2039
IT	30,108,432							
MV	30,108,432							
OM	24,795,179							
SM	30,108,432							
XV	30,108,432							
Combination 161								
OM	\$ 30,108,432	M	\$ 30,108,432	PT	(5)	FLT	38375AVY7	December 2039
XV	30,108,432							
Combination 162								
MV	\$ 30,108,432	MS	\$ 30,108,432	NTL (PT)	(5)	INV/IO	38375AVZ4	December 2039
SM	30,108,432							
Combination 163								
IS	\$ 30,108,432	MF	\$ 30,108,432	PT	(5)	FLT	38375AWA8	December 2039
OM	30,108,432							
XV	30,108,432							
Combination 164								
IS	\$ 30,108,432	FM	\$ 30,108,432	PT	(5)	FLT	38375AWB6	December 2039
IT	30,108,432							
OM	30,108,432							
XV	30,108,432							

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 165								
IS	\$ 30,108,432	HT	\$ 30,108,432	PT	(5)	FLT	38375AWC4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	30,108,432							
XV	30,108,432							
Combination 166								
IT	\$ 30,108,432	XM	\$ 30,108,432	NL (PT)	(5)	INV/IO	38375AWD2	December 2039
MV	30,108,432							
SM	30,108,432							
Combination 167								
IS	\$ 30,108,432	YM	\$ 30,108,432	NL (PT)	(5)	INV/IO	38375AWE0	December 2039
IT	30,108,432							
MV	30,108,432							
SM	30,108,432							
<b>Security Group 15</b>								
Combination 168								
IU	\$ 746,530,846	QA	\$1,741,905,307	PT	3.00%	FIX	38375AWF7	December 2039
OQ	1,741,905,307							
QV	746,530,846							
SP	746,530,846							
SQ	746,530,846							
XN	746,530,846							

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 169								
IU	\$ 870,952,653	QB	\$1,741,905,307	PT	3.50%	FIX	38375AWG5	December 2039
OQ	1,741,905,307							
QV	870,952,653							
SP	870,952,653							
SQ	870,952,653							
XN	870,952,653							
Combination 170								
IU	\$ 995,374,461	QC	\$1,741,905,307	PT	4.00%	FIX	38375AWH3	December 2039
OQ	1,741,905,307							
QV	995,374,461							
SP	995,374,461							
SQ	995,374,461							
XN	995,374,461							
Combination 171								
IU	\$1,119,796,268	QD	\$1,567,714,776	PT	5.00%	FIX	38375AWJ9	December 2039
OQ	1,567,714,776							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

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 172								
IU	\$1,119,796,268	QE	\$1,493,061,691	PT	5.25%	FIX	38375AWK6	December 2039
OQ	1,493,061,691							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 173								
IU	\$1,119,796,268	QG	\$1,425,195,251	PT	5.50%	FIX	38375AWL4	December 2039
OQ	1,425,195,251							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 174								
IU	\$1,119,796,268	QH	\$1,363,230,240	PT	5.75%	FIX	38375AWM2	December 2039
OQ	1,363,230,240							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

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 175								
IU	\$1,119,796,268	QI	\$1,741,905,307	NTL (PT)	4.50%	FIX/IO	38375AWN0	December 2039
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 176								
IU	\$1,119,796,268	QJ	\$1,306,428,980	PT	6.00%	FIX	38375AWP5	December 2039
OQ	1,306,428,980							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 177								
IU	\$1,119,796,268	QK	\$1,254,171,821	PT	6.25%	FIX	38375AWQ3	December 2039
OQ	1,254,171,821							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

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 178								
IU	\$1,119,796,268	QL	\$1,205,934,443	PT	6.50%	FIX	38375AWR1	December 2039
OQ	1,205,934,443							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 179								
IU	\$1,119,796,268	QM	\$1,161,270,204	PT	6.75%	FIX	38375AWS9	December 2039
OQ	1,161,270,204							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 180								
IU	\$1,119,796,268	QN	\$1,119,796,268	PT	7.00%	FIX	38375AWT7	December 2039
OQ	1,119,796,268							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

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 181								
IU	\$1,119,796,268	QP	\$1,081,182,604	PT	7.25%	FIX	38375AWU4	December 2039
OQ	1,081,182,604							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 182								
IU	\$1,119,796,268	QT	\$1,045,143,184	PT	7.50%	FIX	38375AWV2	December 2039
OQ	1,045,143,184							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 183								
IU	\$1,119,796,268	QU	\$1,011,428,887	PT	7.75%	FIX	38375AWW0	December 2039
OQ	1,011,428,887							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

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 184								
IU	\$1,119,796,268	QW	\$ 979,821,735	PT	8.00%	FIX	38375AWX8	December 2039
OQ	979,821,735							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 185								
IU	\$1,119,796,268	QX	\$ 950,130,167	PT	8.25%	FIX	38375AWY6	December 2039
OQ	950,130,167							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 186								
IU	\$1,119,796,268	QY	\$ 922,185,162	PT	8.50%	FIX	38375AWZ3	December 2039
OQ	922,185,162							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 187								
OQ	\$1,119,796,268	HU	\$1,119,796,268	PT	(5)	FLT	38375AXA7	December 2039
XN	1,119,796,268							

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 188								
QV	\$1,119,796,268	QS	\$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXB5	December 2039
SQ	1,119,796,268							
Combination 189								
IU	\$1,119,796,268	QF	\$1,119,796,268	PT	(5)	FLT	38375AXC3	December 2039
OQ	1,119,796,268							
XN	1,119,796,268							
Combination 190								
IU	\$1,119,796,268	FQ	\$1,119,796,268	PT	(5)	FLT	38375AXD1	December 2039
OQ	1,119,796,268							
SP	1,119,796,268							
XN	1,119,796,268							
Combination 191								
IU	\$1,119,796,268	HV	\$1,119,796,268	PT	(5)	FLT	38375AXE9	December 2039
OQ	1,119,796,268							
QV	1,119,796,268							
SP	1,119,796,268							
XN	1,119,796,268							
Combination 192								
QV	\$1,119,796,268	XQ	\$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXF6	December 2039
SP	1,119,796,268							
SQ	1,119,796,268							

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 193								
IU	\$1,119,796,268	YQ	\$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXG4	December 2039
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
<b>Security Group 16</b>								
Combination 194								
IY	\$1,993,077,497	UA	\$4,650,514,159	PT	3.00%	FIX	38375AXH2	December 2039
OU	4,650,514,159							
SU	1,993,077,497							
U	1,993,077,497							
UV	1,993,077,497							
XH	1,993,077,497							
Combination 195								
IY	\$2,325,257,079	UB	\$4,650,514,159	PT	3.50%	FIX	38375AXJ8	December 2039
OU	4,650,514,159							
SU	2,325,257,079							
U	2,325,257,079							
UV	2,325,257,079							
XH	2,325,257,079							

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 196								
IY	\$2,657,436,662	UC	\$4,650,514,159	PT	4.00%	FIX	38375AXK5	December 2039
OU	4,650,514,159							
SU	2,657,436,662							
U	2,657,436,662							
UV	2,657,436,662							
XH	2,657,436,662							
Combination 197								
IY	\$2,989,616,245	UD	\$4,650,514,159	PT	4.50%	FIX	38375AXL3	December 2039
OU	4,650,514,159							
SU	2,989,616,245							
U	2,989,616,245							
UV	2,989,616,245							
XH	2,989,616,245							
Combination 198								
IY	\$3,321,795,827	UE	\$4,429,061,103	PT	5.25%	FIX	38375AXM1	December 2039
OU	4,429,061,103							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

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 199								
IY	\$3,321,795,827	UG	\$4,227,740,144	PT	5.50%	FIX	38375AXN9	December 2039
OU	4,227,740,144							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 200								
IY	\$3,321,795,827	UH	\$4,043,925,355	PT	5.75%	FIX	38375AXP4	December 2039
OU	4,043,925,355							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 201								
IY	\$3,321,795,827	UI	\$4,650,514,159	NTL (PT)	5.00%	FIX/IO	38375AXQ2	December 2039
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

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 202								
IY	\$3,321,795,827	UJ	\$3,875,428,465	PT	6.00%	FIX	38375AXR0	December 2039
OU	3,875,428,465							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 203								
IY	\$3,321,795,827	UK	\$3,720,411,327	PT	6.25%	FIX	38375AXS8	December 2039
OU	3,720,411,327							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 204								
IY	\$3,321,795,827	UL	\$3,577,318,583	PT	6.50%	FIX	38375AXT6	December 2039
OU	3,577,318,583							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

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 205								
IY	\$3,321,795,827	UM	\$3,444,825,302	PT	6.75%	FIX	38375AXU3	December 2039
OU	3,444,825,302							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 206								
IY	\$3,321,795,827	UN	\$3,321,795,827	PT	7.00%	FIX	38375AXV1	December 2039
OU	3,321,795,827							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 207								
IY	\$3,321,795,827	UP	\$3,207,251,144	PT	7.25%	FIX	38375AXW9	December 2039
OU	3,207,251,144							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

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 208								
IY	\$3,321,795,827	UQ	\$3,100,342,772	PT	7.50%	FIX	38375AXX7	December 2039
OU	3,100,342,772							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 209								
IY	\$3,321,795,827	UT	\$3,000,331,715	PT	7.75%	FIX	38375AXY5	December 2039
OU	3,000,331,715							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 210								
IY	\$3,321,795,827	UW	\$2,906,571,349	PT	8.00%	FIX	38375AXZ2	December 2039
OU	2,906,571,349							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 211								
IY	\$3,321,795,827	UX	\$2,818,493,429	PT	8.25%	FIX	38375AYA6	December 2039
OU	2,818,493,429							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 212								
IY	\$3,321,795,827	UY	\$2,735,596,564	PT	8.50%	FIX	38375AYB4	December 2039
OU	2,735,596,564							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 213								
OU	\$3,321,795,827	FY	\$3,321,795,827	PT	(5)	FLT	38375AYC2	December 2039
XH	3,321,795,827							
Combination 214								
SU	\$3,321,795,827	US	\$3,321,795,827	NTL (PT)	(5)	INV/IO	38375AYD0	December 2039
UV	3,321,795,827							
Combination 215								
IY	\$3,321,795,827	UF	\$3,321,795,827	PT	(5)	FLT	38375AYE8	December 2039
OU	3,321,795,827							
XH	3,321,795,827							

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 216								
IY	\$3,321,795,827	FU	\$3,321,795,827	PT	(5)	FLT	38375AYF5	December 2039
OU	3,321,795,827							
U	3,321,795,827							
XH	3,321,795,827							
Combination 217								
IY	\$3,321,795,827	FV	\$3,321,795,827	PT	(5)	FLT	38375AYG3	December 2039
OU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 218								
SU	\$3,321,795,827	XU	\$3,321,795,827	NL (PT)	(5)	INV/IO	38375AYH1	December 2039
U	3,321,795,827							
UV	3,321,795,827							
Combination 219								
IY	\$3,321,795,827	YU	\$3,321,795,827	NL (PT)	(5)	INV/IO	38375AYJ7	December 2039
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							

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 17</b>								
Combination 220								
NP	\$ 25,415,118	WA	\$ 59,301,941	PT	3.00%	FIX	38375AYK4	December 2039
NQ	25,415,118							
OW	59,301,941							
SW	25,415,118							
W	25,415,118							
WV	25,415,118							
Combination 221								
NP	\$ 29,650,971	WB	\$ 59,301,941	PT	3.50%	FIX	38375AYL2	December 2039
NQ	29,650,971							
OW	59,301,941							
SW	29,650,971							
W	29,650,971							
WV	29,650,971							
Combination 222								
NP	\$ 33,886,824	WC	\$ 59,301,941	PT	4.00%	FIX	38375AYM0	December 2039
NQ	33,886,824							
OW	59,301,941							
SW	33,886,824							
W	33,886,824							
WV	33,886,824							

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 223								
NP	\$ 38,122,677	WD	\$ 59,301,941	PT	4.50%	FIX	38375AYN8	December 2039
NQ	38,122,677							
OW	59,301,941							
SW	38,122,677							
W	38,122,677							
WV	38,122,677							
Combination 224								
NP	\$ 42,358,530	WE	\$ 59,301,941	PT	5.00%	FIX	38375AYP3	December 2039
NQ	42,358,530							
OW	59,301,941							
SW	42,358,530							
W	42,358,530							
WV	42,358,530							
Combination 225								
NP	\$ 44,476,456	WG	\$ 59,301,941	PT	5.25%	FIX	38375AYQ1	December 2039
NQ	44,476,456							
OW	59,301,941							
SW	44,476,456							
W	44,476,456							
WV	44,476,456							

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 226								
NP	\$ 46,594,382	WH	\$ 56,723,595	PT	5.75%	FIX	38375AYR9	December 2039
NQ	46,594,382							
OW	56,723,595							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 227								
NP	\$ 46,594,382	WI	\$ 59,301,941	NTL (PT)	5.50%	FIX/IO	38375AYS7	December 2039
NQ	46,594,382							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 228								
NP	\$ 46,594,382	WJ	\$ 54,360,112	PT	6.00%	FIX	38375AYT5	December 2039
NQ	46,594,382							
OW	54,360,112							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

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 229								
NP	\$ 46,594,382	WK	\$ 52,185,708	PT	6.25%	FIX	38375AYU2	December 2039
NQ	46,594,382							
OW	52,185,708							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 230								
NP	\$ 46,594,382	WL	\$ 50,178,565	PT	6.50%	FIX	38375AYV0	December 2039
NQ	46,594,382							
OW	50,178,565							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 231								
NP	\$ 46,594,382	WM	\$ 48,320,100	PT	6.75%	FIX	38375AYW8	December 2039
NQ	46,594,382							
OW	48,320,100							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

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 232								
NP	\$ 46,594,382	WN	\$ 46,594,382	PT	7.00%	FIX	38375AYX6	December 2039
NQ	46,594,382							
OW	46,594,382							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 233								
NP	\$ 46,594,382	WP	\$ 44,987,679	PT	7.25%	FIX	38375AYY4	December 2039
NQ	46,594,382							
OW	44,987,679							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 234								
NP	\$ 46,594,382	WQ	\$ 43,488,090	PT	7.50%	FIX	38375AYZ1	December 2039
NQ	46,594,382							
OW	43,488,090							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

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 235								
NP	\$ 46,594,382	WT	\$ 42,085,248	PT	7.75%	FIX	38375AZA5	December 2039
NQ	46,594,382							
OW	42,085,248							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 236								
NP	\$ 46,594,382	WU	\$ 40,770,084	PT	8.00%	FIX	38375AZB3	December 2039
NQ	46,594,382							
OW	40,770,084							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 237								
NP	\$ 46,594,382	WX	\$ 39,534,627	PT	8.25%	FIX	38375AZC1	December 2039
NQ	46,594,382							
OW	39,534,627							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

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 238								
NP	\$ 46,594,382	WY	\$ 38,371,844	PT	8.50%	FIX	38375AZD9	December 2039
NQ	46,594,382							
OW	38,371,844							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 239								
OW	\$ 46,594,382	NU	\$ 46,594,382	PT	(5)	FLT	38375AZE7	December 2039
W	46,594,382							
Combination 240								
SW	\$ 46,594,382	WS	\$ 46,594,382	NTL (PT)	(5)	INV/IO	38375AZF4	December 2039
WV	46,594,382							
Combination 241								
NP	\$ 46,594,382	WF	\$ 46,594,382	PT	(5)	FLT	38375AZG2	December 2039
OW	46,594,382							
W	46,594,382							
Combination 242								
NP	\$ 46,594,382	FW	\$ 46,594,382	PT	(5)	FLT	38375AZH0	December 2039
NQ	46,594,382							
OW	46,594,382							
W	46,594,382							

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 243								
NP	\$ 46,594,382	NX	\$ 46,594,382	PT	(5)	FLT	38375AZJ6	December 2039
NQ	46,594,382							
OW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 244								
NQ	\$ 46,594,382	XW	\$ 46,594,382	NL (PT)	(5)	INV/IO	38375AZK3	December 2039
SW	46,594,382							
WV	46,594,382							
Combination 245								
NP	\$ 46,594,382	YW	\$ 46,594,382	NL (PT)	(5)	INV/IO	38375AZL1	December 2039
NQ	46,594,382							
SW	46,594,382							
WV	46,594,382							
<b>Security Group 18</b>								
Combination 246								
H	\$ 3,262,759	PF	\$ 65,255,192	SC/PT	(5)	FLT	38375AZM9	February 2037
NF	65,255,192							

(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 and 10 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combination 11 is derived from REMIC classes of separate Security Groups.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(D)	Final Distribution Date	Principal Type(U)	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
1	Ginnie Mae	2009-093	HZ	October 30, 2009	38376KDM0	5.5%	FIX/Z	October 2039	SUP	\$120,100,000	0.59259349	\$71,170,478	100.0000000000%	6.500%	340	18	I
2	Ginnie Mae	2009-074	PY(3)	September 30, 2009	38376RFY9	5.5	FIX	September 2039	PAC I/AD	52,828,875	1.00000000	50,886,017	96.3225559086%	5.925%	339	19	II
4	Ginnie Mae	2007-010	FA	March 30, 2007	38375JLL7	(4)	FLT	March 2037	PT	190,000,000	0.48829480	92,776,012	100.0000000000%	6.434%	323	34	II
4	Ginnie Mae	2007-010	SB	March 30, 2007	38375JLR4	(4)	INV/IO	March 2037	NPL (PT)	190,000,000	0.48829480	4,821,226	5.19662947370%	6.434%	323	34	II
5	Ginnie Mae	2006-021	AF	May 30, 2006	38374M5E5	(4)	FLT	May 2036	PT	150,000,000	0.45332539	67,998,809	100.0000000000%	6.387%	302	51	II
5	Ginnie Mae	2006-021	CS(3)	May 30, 2006	38374M6J3	(4)	INV	May 2036	PT	52,083,334	0.45332539	795,243	3.56814651690%	6.387%	302	51	II
6	Ginnie Mae	2009-093	LT	October 30, 2009	38376KBL4	5.0	FIX	November 2037	PAC I	6,802,000	1.00000000	6,318,563	92.8927227286%	5.381%	356	3	II
6	Ginnie Mae	2009-093	WX	October 30, 2009	38376KDE8	5.0	FIX	September 2038	PAC	25,653,000	1.00000000	10,911,751	42.55959646045%	5.381%	356	3	II
7	Ginnie Mae	2009-074	JY	September 30, 2009	38376FZS4	5.5	FIX	September 2039	PAC/AD	2,840,000	1.00000000	2,840,000	100.0000000000%	5.925%	339	19	II
7	Ginnie Mae	2009-093	PU(3)(5)	October 30, 2009	38376KMT5	5.5	FIX	September 2039	SC/PT	45,394,029	1.00000000	45,394,029	100.0000000000%	(5)	(5)	(5)	II
8	Ginnie Mae	2009-074	XB	September 30, 2009	38376FPY1	5.0	FIX	October 2037	PAC I	30,984,000	1.00000000	7,958,565	25.6860476375%	5.383%	356	3	II
8	Ginnie Mae	2009-074	XC	September 30, 2009	38376FYQ9	5.0	FIX	February 2038	PAC I	14,466,000	1.00000000	6,974,536	48.2063873911%	5.383%	356	3	II
18	Ginnie Mae	2007-007	JF	February 28, 2007	38375JIM8	(4)	FLT	February 2037	PT	142,296,602	0.49386156	70,274,822	100.0000000000%	6.931%	282	69	II
18	Ginnie Mae	2007-007	JJ	February 28, 2007	38375JIN6	(4)	INV/IO	February 2037	NPL (PT)	142,296,602	0.49386156	5,019,630	7.14285714290%	6.931%	282	69	II

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

(2) Underlying Certificate Factors are as of December 2009.

(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) Class PU from Ginnie Mae REMIC Trust 2009-093 is backed by previously issued certificates, Classes EY and QX from Ginnie Mae REMIC Trust 2009-074 and Class GY from Ginnie Mae REMIC Trust 2009-062. Copies of the Cover Pages, Terms Sheets and Schedule I, if applicable, from Ginnie Mae REMIC Trusts 2009-074 and 2009-062 are included in Exhibit B. The previously issued certificate is backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	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)
2009-062	GY(*)	5.917%	340	18
2009-074	EY	5.925%	339	19
2009-074	QX	5.925%	339	19

(\*) MX Class



\$2,225,180,080

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-003

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 January 29, 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>						
AC(1)	\$ 80,624,000	0.00%	SEQ	PO	38376THF2	January 2035
FI(1)	51,829,714	(5)	NTL (SEQ)	FLT/IO	38376THG0	January 2035
SA(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THH8	January 2035
TA(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THJ4	January 2035
TB(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THK1	January 2035
VD(1)	12,353,000	4.50	SEQ/AD	FIX	38376THL9	October 2022
VE(1)	8,638,000	4.50	SEQ/AD	FIX	38376THM7	September 2028
ZA	16,000,000	4.50	SEQ	FIX/Z	38376THN5	January 2040
<b>Security Group 2</b>						
AV(1)	22,059,000	5.00	AD/PAC I	FIX	38376THP0	January 2021
BV(1)	8,272,500	5.00	AD/PAC I	FIX	38376THQ8	December 2023
DN(1)	35,668,000	4.50	PAC I	FIX	38376THR6	August 2039
DT(1)	195,433,571	(5)	NTL (PAC I)	INV/IO	38376THS4	June 2037
DZ	9,669,000	5.00	SUP	FIX/Z	38376HTH2	January 2040
FY(1)	195,433,571	(5)	NTL (PAC I)	FLT/IO	38376HTU9	June 2037
GA	25,000,000	5.00	SUP	FIX	38376HTV7	October 2039
GB	4,519,000	4.75	SUP	FIX	38376THW5	December 2039
GC	2,817,000	4.75	SUP	FIX	38376THX3	January 2040
GD	6,811,000	4.75	PAC II	FIX	38376THY1	January 2040
GE	25,000,000	4.50	SUP	FIX	38376THZ8	October 2039
GH	5,853,000	4.75	SUP	FIX	38376TJA1	October 2039
HA(1)	43,744,000	5.00	PAC I	FIX	38376TJB9	November 2038
HP(1)	41,817,000	5.00	PAC I	FIX	38376TJC7	January 2040
IF(1)	682,986,428	(5)	NTL (PAC I)	FLT/IO	38376TJD5	November 2038
IL(1)	2,499,400	5.00	NTL (PAC I)	FIX/IO	38376TJE3	January 2040
IN(1)	3,566,800	5.00	NTL (PAC I)	FIX/IO	38376TJF0	August 2039
KN(1)	24,994,000	4.50	PAC I	FIX	38376TJG8	January 2040
NO(1)	273,607,000	0.00	PAC I	PO	38376TJH6	June 2037
PM(1)	10,993,000	5.00	PAC II/AD	FIX	38376TJJ2	January 2040
PN(1)	4,991,000	5.25	PAC II/AD	FIX	38376TJK9	January 2040
PO(1)	956,181,000	0.00	PAC I	PO	38376TKL7	November 2038
PS(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TKM5	November 2038
PZ(1)	30,331,500	5.00	PAC I	FIX/Z	38376TKN3	January 2040
SD(1)	195,433,571	(5)	NTL (PAC I)	INV/IO	38376TKP8	June 2037
TC(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TKQ6	November 2038
TD(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TKR4	November 2038
TZ	4,680,000	5.25	SUP	FIX/Z	38376TKS2	January 2040
VA(1)	59,649,000	5.00	TAC/AD	FIX	38376TKT0	January 2040
VB(1)	29,319,000	5.25	TAC/AD	FIX	38376TKU7	January 2040
VC(1)	62,827,000	5.00	TAC/AD	FIX	38376TKV5	January 2040
ZB	31,009,000	5.25	TAC/AD	FIX/Z	38376TKW3	January 2040
ZC	70,000,000	5.00	TAC/AD	FIX/Z	38376TKX1	January 2040
ZD	75,000,000	5.00	TAC/AD	FIX/Z	38376TKY9	January 2040
ZM	1,000	5.00	PAC II	FIX/Z	38376TKZ6	January 2040
ZN	1,000	5.25	PAC II	FIX/Z	38376TKA9	January 2040
ZT	10,305,000	5.00	SUP	FIX/Z	38376TKB7	January 2040
<b>Security Group 3</b>						
VJ(1)	30,740,000	5.00	SC/SEQ/AD	FIX	38376TKC5	December 2039
VL(1)	5,602,000	5.00	SC/SEQ/AD	FIX	38376TKD3	December 2039
ZK	35,000,000	5.00	SC/SEQ	FIX/Z	38376TKE1	December 2039
<b>Security Group 4</b>						
WC(1)	16,666,000	5.00	SC/SEQ	FIX	38376TKF8	December 2039
YV(1)	16,750,000	5.00	SC/AD/SEQ	FIX	38376TKG6	December 2039
YZ(1)	19,081,127	5.00	SC/SEQ	FIX/Z	38376TKH4	December 2039
<b>Security Group 5</b>						
AZ(1)	15,251,566	5.00	SC/PT	FIX/Z	38376TKJ0	September 2039
<b>Security Group 6</b>						
GZ(1)	16,046,333	5.00	SC/SEQ	FIX/Z	38376TKK7	October 2039
MV(1)	11,670,000	5.00	SC/SEQ/AD	FIX	38376TKL5	October 2039
NV(1)	2,417,000	5.00	SC/SEQ/AD	FIX	38376TKM3	October 2039
<b>Security Group 7</b>						
CV(1)	22,897,000	4.50	SC/SEQ/AD	FIX	38376TKN1	December 2039
DV(1)	4,649,000	4.50	SC/SEQ/AD	FIX	38376TKP6	December 2039
ZY(1)	35,677,054	4.50	SC/SEQ	FIX/Z	38376TKQ4	December 2039
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376TKR2	January 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:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** January 29, 2010

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	5.0%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	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. Except in the case of certain MX classes in Groups 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 Group 1 and 2 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$117,615,000	355	5	4.95%
<b>Group 2 Trust Assets</b>			
\$1,875,118,000	359	1	5.35%

<sup>1</sup> As of January 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 and 2 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DT	6.55% - LIBOR	0.050%	0.00%	0.05%	0	6.55%
FA	LIBOR + 0.55%	0.785%	0.55%	7.00%	0	0.00%
FB	LIBOR + 0.50%	0.735%	0.50%	7.00%	0	0.00%
FC	LIBOR + 0.45%	0.685%	0.45%	7.00%	0	0.00%
FD	LIBOR + 0.50%	0.730%	0.50%	7.00%	0	0.00%
FE	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
FI	LIBOR + 0.45%	0.685%	0.45%	7.00%	0	0.00%
FY	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
IF	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
MF	LIBOR + 0.45%	0.680%	0.45%	7.00%	0	0.00%
MS	6.55% - LIBOR	6.320%	0.00%	6.55%	0	6.55%
NF	LIBOR + 0.50%	0.730%	0.50%	7.00%	0	0.00%
NS	6.50% - LIBOR	6.270%	0.00%	6.50%	0	6.50%
PF	LIBOR + 0.55%	0.780%	0.55%	7.00%	0	0.00%
PS	6.45% - LIBOR	6.220%	0.00%	6.45%	0	6.45%
SA	6.45% - LIBOR	6.215%	0.00%	6.45%	0	6.45%
SB	6.50% - LIBOR	6.265%	0.00%	6.50%	0	6.50%
SC	6.55% - LIBOR	6.315%	0.00%	6.55%	0	6.55%
SD	6.50% - LIBOR	6.270%	0.00%	6.50%	0	6.50%
SE	6.55% - LIBOR	6.320%	0.00%	6.55%	0	6.55%
TA	6.50% - LIBOR	0.050%	0.00%	0.05%	0	6.50%
TB	6.55% - LIBOR	0.050%	0.00%	0.05%	0	6.55%
TC	6.50% - LIBOR	0.050%	0.00%	0.05%	0	6.50%
TD	6.55% - LIBOR	0.050%	0.00%	0.05%	0	6.55%

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

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

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

#### **SECURITY GROUP 1**

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

- The ZA Accrual Amount, sequentially, to VD, VE and ZA, in that order, until retired; and
- The Group 1 Adjusted Principal Distribution Amount, sequentially, to AO, VD, VE and ZA, in that order, until retired.

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the DZ, PZ, TZ, ZB, ZC, ZD, ZM, ZN and ZT Accrual Amounts will be allocated as follows:

- The ZD Accrual Amount in the following order of priority:
  1. To VA, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZD, until retired.
- The DZ Accrual Amount, in the following order of priority:
  1. To VA and ZD, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To VA, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To ZD, until retired; and
    - c. To VA, without regard to its Scheduled Principal Balance, until retired; and
  2. To DZ, until retired.
- The PZ Accrual Amount, sequentially, to AV, BV and PZ, in that order, until retired.
- The ZB Accrual Amount in the following order of priority:
  1. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZB, until retired.
- The TZ Accrual Amount in the following order of priority:
  1. To VB and ZB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To ZB, until retired; and
    - c. To VB, without regard to its Scheduled Principal Balance, until retired; and
  2. To TZ, until retired.

- The ZC Accrual Amount in the following order of priority:
  1. To VC, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZC, until retired.
- The ZM Accrual Amount, sequentially, to PM and ZM, in that order, until retired.
- The ZN Accrual Amount, sequentially, to PN and ZN, in that order, until retired.
- The ZT Accrual Amount in the following order of priority:
  1. To VC and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To VC, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To ZC, until retired; and
    - c. To VC, without regard to its Scheduled Principal Balance, until retired; and
  2. To ZT, until retired.
- The Group 2 Principal Distribution Amount in the following order of priority:
  1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
    - a. 75.0000348026% in the following order of priority:
      - i. To PO, until retired; and
      - ii. Concurrently, as follows:
        - (a) 50.0004121162% sequentially, to AV, BV and PZ, in that order, until retired; and
        - (b) 49.9995878838% sequentially, to DN and KN, in that order, until retired; and
    - b. 24.9999651974% sequentially, to NO, HA and HP, in that order, until retired;
  2. Concurrently, as follows:
    - a. 35.1529499776% in the following order of priority:
      - i. Sequentially, to PM and ZM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date; and
      - ii. To VC and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
        - (a) To VC, until reduced to its Scheduled Principal Balance for that Distribution Date;
        - (b) To ZC, until retired; and
        - (c) To VC, without regard to its Scheduled Principal Balance, until retired;
      - iii. To ZT, until retired;
      - iv. To VC and ZC, in the same manner and priority described in step 2.a.ii., but without regard to their Aggregate Scheduled Principal Balance, until retired; and
      - v. Sequentially, to PM and ZM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired;

- b. 15.9655509027% in the following order of priority:
    - i. To GD, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - ii. Concurrently, to GA, GE and GH, pro rata, until retired;
    - iii. Sequentially, to GB and GC, in that order, until retired; and
    - iv. To GD, without regard to its Scheduled Principal Balance, until retired;
  - c. 15.9655509028% in the following order of priority:
    - i. Sequentially, to PN and ZN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
    - ii. To VB and ZB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - (a) To VB, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - (b) To ZB, until retired; and
      - (c) To VB, without regard to its Scheduled Principal Balance, until retired;
    - iii. To TZ, until retired;
    - iv. To VB and ZB, in the same manner and priority described in step 2.c.ii., but without regard to their Aggregate Scheduled Principal Balance, until retired; and
    - v. Sequentially, to PN and ZN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and
  - d. 32.9159482169% in the following order of priority:
    - i. To VA and ZD, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - (a) To VA, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - (b) To ZD, until retired; and
      - (c) To VA, without regard to its Scheduled Principal Balance, until retired;
    - ii. To DZ, until retired; and
    - iii. To VA and ZD, in the same manner and priority described in step 2.d.i., but without regard to their Aggregate Scheduled Principal Balance, until retired; and
3. To the Group 2 PAC I Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired.

### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the ZK Accrual Amount sequentially, to VJ, VL and ZK, in that order, until retired.

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount and the YZ Accrual Amount as follows:

- The YZ Accrual Amount, sequentially, to YV and YZ, in that order, until retired; and
- The Group 4 Principal Distribution Amount, sequentially, to WC, YV and YZ, in that order, until retired.

**SECURITY GROUP 5**

The Group 5 Principal Distribution Amount to AZ, until retired.

**SECURITY GROUP 6**

The Group 6 Principal Distribution Amount and the GZ Accrual Amount sequentially, to MV, NV and GZ, in that order, until retired.

**SECURITY GROUP 7**

The Group 7 Principal Distribution Amount and the ZY Accrual Amount sequentially, to CV, DV and ZY, in that order, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>PAC I Classes</b>	
AV, BV, DN, HA, HP, KN, NO, PO and PZ (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Classes</b>	
GD . . . . .	130% PSA through 250% PSA
PM and ZM (in the aggregate) . . . . .	131% PSA through 250% PSA
PN and ZN (in the aggregate) . . . . .	131% PSA through 250% PSA
<b>TAC Classes</b>	
VA and ZD (in the aggregate) . . . . .	428% PSA
VB and ZB (in the aggregate) . . . . .	426% PSA
VC and ZC (in the aggregate) . . . . .	426% PSA
VA . . . . .	180% PSA
VB . . . . .	189% PSA
VC . . . . .	185% 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, other than the AZ Accrual Amount, will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." Principal will be distributed to Class AZ when received as principal from the related Underlying Certificate, as set forth in this Terms Sheet under "Allocation of Principal." With respect to Security Group 5, the related Underlying Certificate is also an Accrual Class. Interest will accrue on the related Underlying Certificate at the rate set forth in the Terms Sheet of the related Underlying Certificate

Disclosure Document set forth in Exhibit B to this Supplement. However, no interest will be distributed to the related Underlying Certificate as interest but will constitute an Accrual Amount with respect to the related Underlying Trust, which will be added to the Class Principal Balance of the related Underlying Certificate on each Distribution Date and will be distributable as principal as set forth in the Terms Sheet of the related Underlying Certificate Disclosure Document set forth in Exhibit B to this Supplement. The related Underlying Certificate will not receive principal distributions until the Class Principal Balance of the related Accretion Directed Class is reduced to zero.

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$ 80,624,000	100% of AO (SEQ Class)
DT . . . . .	195,433,571	71.4285714286% of NO (PAC I Class)
FI . . . . .	51,829,714	64.2857142857% of AO (SEQ Class)
FY . . . . .	195,433,571	71.4285714286% of NO (PAC I Class)
IF . . . . .	682,986,428	71.4285714286% of PO (PAC I Class)
IH . . . . .	4,374,400	10% of HA (PAC I Class)
IL . . . . .	2,499,400	10% of KN (PAC I Class)
IN . . . . .	3,566,800	10% of DN (PAC I Class)
IP . . . . .	6,066,200	10% of DN and KN (in the aggregate) (PAC I Classes)
IW . . . . .	1,666,600	10% of WC (SC/SEQ Class)
MS . . . . .	682,986,428	71.4285714286% of PO (PAC I Class)
NI . . . . .	273,607,000	100% of NO (PAC I Class)
NS . . . . .	682,986,428	71.4285714286% of PO (PAC I Class)
PI . . . . .	956,181,000	100% of PO (PAC I Class)
PS . . . . .	682,986,428	71.4285714286% of PO (PAC I Class)
SA . . . . .	51,829,714	64.2857142857% of AO (SEQ Class)
SB . . . . .	51,829,714	64.2857142857% of AO (SEQ Class)
SC . . . . .	51,829,714	64.2857142857% of AO (SEQ Class)
SD . . . . .	195,433,571	71.4285714286% of NO (PAC I Class)
SE . . . . .	195,433,571	71.4285714286% of NO (PAC I Class)
TA . . . . .	51,829,714	64.2857142857% of AO (SEQ Class)
TB . . . . .	51,829,714	64.2857142857% of AO (SEQ Class)
TC . . . . .	682,986,428	71.4285714286% of PO (PAC I Class)
TD . . . . .	682,986,428	71.4285714286% of PO (PAC I Class)

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

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
AO	\$ 51,829,714	FA	\$ 51,829,714	SEQ	(5)	FLT	38376TKS0	January 2035
FI	51,829,714							
TA	51,829,714							
TB	51,829,714							
Combination 2								
AO	\$ 51,829,714	FB	\$ 51,829,714	SEQ	(5)	FLT	38376TKT8	January 2035
FI	51,829,714							
TB	51,829,714							
Combination 3								
AO	\$ 51,829,714	FC	\$ 51,829,714	SEQ	(5)	FLT	38376TKU5	January 2035
FI	51,829,714							
Combination 4								
AO	\$ 80,624,000	AB	\$ 80,624,000	SEQ	2.50%	FIX	38376TKV3	January 2035
FI	28,794,286							
SA	28,794,286							
TA	28,794,286							
TB	28,794,286							

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 5								
AO	\$ 80,624,000	AC	\$ 80,624,000	SEQ	2.75%	FIX	38376TKW1	January 2035
FI	31,673,715							
SA	31,673,715							
TA	31,673,715							
TB	31,673,715							
Combination 6								
AO	\$ 80,624,000	AD	\$ 80,624,000	SEQ	3.00%	FIX	38376TKX9	January 2035
FI	34,553,143							
SA	34,553,143							
TA	34,553,143							
TB	34,553,143							
Combination 7								
AO	\$ 80,624,000	AE	\$ 80,624,000	SEQ	3.25%	FIX	38376TKY7	January 2035
FI	37,432,572							
SA	37,432,572							
TA	37,432,572							
TB	37,432,572							
Combination 8								
AO	\$ 80,624,000	AG	\$ 80,624,000	SEQ	3.50%	FIX	38376TKZ4	January 2035
FI	40,312,000							
SA	40,312,000							
TA	40,312,000							
TB	40,312,000							

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 9								
AO	\$ 80,624,000	AH	\$ 80,624,000	SEQ	3.75%	FIX	38376TLA8	January 2035
FI	43,191,429							
SA	43,191,429							
TA	43,191,429							
TB	43,191,429							
Combination 10								
AO	\$ 80,624,000	AJ	\$ 80,624,000	SEQ	4.00%	FIX	38376TLB6	January 2035
FI	46,070,858							
SA	46,070,858							
TA	46,070,858							
TB	46,070,858							
Combination 11								
AO	\$ 80,624,000	AK	\$ 80,624,000	SEQ	4.25%	FIX	38376TLC4	January 2035
FI	48,950,286							
SA	48,950,286							
TA	48,950,286							
TB	48,950,286							
Combination 12								
AO	\$ 80,624,000	AL	\$ 80,624,000	SEQ	4.50%	FIX	38376TLD2	January 2035
FI	51,829,714							
SA	51,829,714							
TA	51,829,714							
TB	51,829,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
FI	\$ 51,829,714	AI	\$ 80,624,000	NTL (SEQ)	4.50%	FIX/IO	38376TLE0	January 2035
SA	51,829,714							
TA	51,829,714							
TB	51,829,714							
Combination 14								
VD	\$ 12,353,000	VG	\$ 20,991,000	SEQ/AD	4.50%	FIX	38376TIF7	September 2028
VE	8,638,000							
Combination 15								
SA	\$ 51,829,714	SB	\$ 51,829,714	NTL (SEQ)	(5)	INV/IO	38376TLG5	January 2035
TA	51,829,714							
Combination 16								
SA	\$ 51,829,714	SC	\$ 51,829,714	NTL (SEQ)	(5)	INV/IO	38376TLH3	January 2035
TA	51,829,714							
TB	51,829,714							
<b>Security Group 2</b>								
Combination 17								
VA	\$ 59,649,000	VN	\$122,476,000	TAC/AD	5.00%	FIX	38376TLJ9	January 2040
VC	62,827,000							
Combination 18								
VA	\$ 59,649,000	VM	\$106,769,250	TAC/AD	5.00%	FIX	38376TLK6	January 2040
VC	47,120,250							
Combination 19								
VA	\$ 59,649,000	VT	\$ 91,062,500	TAC/AD	5.00%	FIX	38376TLL4	January 2040
VC	31,413,500							

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)
Combination 20								
PM	\$ 10,993,000	DA	\$133,469,000	PAC II/TAC/AD	5.00%	FIX	38376TLM2	January 2040
VA	59,649,000							
VC	62,827,000							
Combination 21								
PN	\$ 4,991,000	DB	\$ 34,310,000	PAC II/TAC/AD	5.25%	FIX	38376TLN0	January 2040
VB	29,319,000							
Combination 22								
AV	\$ 22,059,000	GN	\$ 60,663,000	PAC I	5.00%	FIX	38376TLP5	January 2040
BV	8,272,500							
PZ	30,331,500							
Combination 23								
DN	\$ 35,668,000	CN	\$ 35,668,000	PAC I	4.75%	FIX	38376TLQ3	August 2039
IN	1,783,400							
Combination 24								
DN	\$ 35,668,000	BN	\$ 35,668,000	PAC I	5.00%	FIX	38376TLR1	August 2039
IN	3,566,800							
Combination 25								
IL	\$ 1,249,700	MN	\$ 24,994,000	PAC I	4.75%	FIX	38376TLS9	January 2040
KN	24,994,000							
Combination 26								
IL	\$ 2,499,400	LN	\$ 24,994,000	PAC I	5.00%	FIX	38376TLT7	January 2040
KN	24,994,000							
Combination 27								
IL	\$ 2,499,400	IP	\$ 6,066,200	NTL (PAC I)	5.00%	FIX/IO	38376TLU4	January 2040
IN	3,566,800							

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 28								
DN	\$ 35,668,000	PW	\$ 60,662,000	PAC I	4.75%	FIX	38376TLV2	January 2040
IL	1,249,700							
IN	1,783,400							
KN	24,994,000							
Combination 29								
DN	\$ 35,668,000	PY	\$ 60,662,000	PAC I	5.00%	FIX	38376TLW0	January 2040
IL	2,499,400							
IN	3,566,800							
KN	24,994,000							
Combination 30								
DN	\$ 35,668,000	PU	\$ 60,662,000	PAC I	4.50%	FIX	38376TLX8	January 2040
KN	24,994,000							
Combination 31								
IF	\$341,493,215	PA	\$956,181,000	PAC I	2.50%	FIX	38376TLY6	November 2038
PO	956,181,000							
PS	341,493,215							
TC	341,493,215							
TD	341,493,215							
Combination 32								
IF	\$375,642,536	PB	\$956,181,000	PAC I	2.75%	FIX	38376TLZ3	November 2038
PO	956,181,000							
PS	375,642,536							
TC	375,642,536							
TD	375,642,536							

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 33								
IF	\$409,791,858	PC	\$956,181,000	PAC I	3.00%	FIX	38376TMA7	November 2038
PO	956,181,000							
PS	409,791,858							
TC	409,791,858							
TD	409,791,858							
Combination 34								
IF	\$443,941,179	PD	\$956,181,000	PAC I	3.25%	FIX	38376TMB5	November 2038
PO	956,181,000							
PS	443,941,179							
TC	443,941,179							
TD	443,941,179							
Combination 35								
IF	\$478,090,500	PE	\$956,181,000	PAC I	3.50%	FIX	38376TMC3	November 2038
PO	956,181,000							
PS	478,090,500							
TC	478,090,500							
TD	478,090,500							
Combination 36								
IF	\$512,239,822	PG	\$956,181,000	PAC I	3.75%	FIX	38376TMD1	November 2038
PO	956,181,000							
PS	512,239,822							
TC	512,239,822							
TD	512,239,822							

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 37								
IF	\$546,389,143	PH	\$956,181,000	PAC I	4.00%	FIX	38376TME9	November 2038
PO	956,181,000							
PS	546,389,143							
TC	546,389,143							
TD	546,389,143							
Combination 38								
IF	\$580,538,465	PJ	\$956,181,000	PAC I	4.25%	FIX	38376TMF6	November 2038
PO	956,181,000							
PS	580,538,465							
TC	580,538,465							
TD	580,538,465							
Combination 39								
IF	\$614,687,786	PK	\$956,181,000	PAC I	4.50%	FIX	38376TMG4	November 2038
PO	956,181,000							
PS	614,687,786							
TC	614,687,786							
TD	614,687,786							
Combination 40								
IF	\$648,837,108	PL	\$956,181,000	PAC I	4.75%	FIX	38376TMH2	November 2038
PO	956,181,000							
PS	648,837,108							
TC	648,837,108							
TD	648,837,108							

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 41								
IF	\$682,986,428	P	\$956,181,000	PAC I	5.00%	FIX	38376TMJ8	November 2038
PO	956,181,000							
PS	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 42								
IF	\$682,986,428	PF	\$682,986,428	PAC I	(5)	FLT	38376TMK5	November 2038
PO	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 43								
IF	\$682,986,428	NF	\$682,986,428	PAC I	(5)	FLT	38376TML3	November 2038
PO	682,986,428							
TD	682,986,428							
Combination 44								
IF	\$682,986,428	MF	\$682,986,428	PAC I	(5)	FLT	38376TVY5	November 2038
PO	682,986,428							
Combination 45								
PS	\$682,986,428	NS	\$682,986,428	NTL (PAC I)	(5)	INV/IO	38376TMM1	November 2038
TC	682,986,428							
Combination 46								
PS	\$682,986,428	MS	\$682,986,428	NTL (PAC I)	(5)	INV/IO	38376TMN9	November 2038
TC	682,986,428							
TD	682,986,428							

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 47(6)								
HA	\$ 43,744,000	HB	\$ 43,744,000	PAC I	4.75%	FIX	38376TMP4	November 2038
		HC	43,744,000	PAC I	4.50%	FIX	38376TMQ2	November 2038
		IH	4,374,400	NTL (PAC I)	5.00%	FIX/IO	38376TMR0	November 2038
Combination 48								
DT	\$195,433,571	FD	\$195,433,571	PAC I	(5)	FLT	38376TMS8	June 2037
FY	195,433,571							
NO	195,433,571							
Combination 49								
FY	\$195,433,571	FE	\$195,433,571	PAC I	(5)	FLT	38376TMT6	June 2037
NO	195,433,571							
Combination 50								
DT	\$195,433,571	SE	\$195,433,571	NTL (PAC I)	(5)	INV/IO	38376TMU3	June 2037
SD	195,433,571							
Combination 51								
DT	\$ 97,716,786	NA	\$273,607,000	PAC I	2.50%	FIX	38376TMV1	June 2037
FY	97,716,786							
NO	273,607,000							
SD	97,716,786							
Combination 52								
DT	\$107,488,464	NB	\$273,607,000	PAC I	2.75%	FIX	38376TMW9	June 2037
FY	107,488,464							
NO	273,607,000							
SD	107,488,464							

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 53								
DT	\$117,260,143	NC	\$273,607,000	PAC I	3.00%	FIX	38376TMX7	June 2037
FY	117,260,143							
NO	273,607,000							
SD	117,260,143							
Combination 54								
DT	\$127,031,821	ND	\$273,607,000	PAC I	3.25%	FIX	38376TMY5	June 2037
FY	127,031,821							
NO	273,607,000							
SD	127,031,821							
Combination 55								
DT	\$136,803,500	NE	\$273,607,000	PAC I	3.50%	FIX	38376TMZ2	June 2037
FY	136,803,500							
NO	273,607,000							
SD	136,803,500							
Combination 56								
DT	\$146,575,179	NG	\$273,607,000	PAC I	3.75%	FIX	38376TNA6	June 2037
FY	146,575,179							
NO	273,607,000							
SD	146,575,179							

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 57								
DT	\$156,346,857	NH	\$273,607,000	PAC I	4.00%	FIX	38376TNCB4	June 2037
FY	156,346,857							
NO	273,607,000							
SD	156,346,857							
Combination 58								
DT	\$166,118,536	NJ	\$273,607,000	PAC I	4.25%	FIX	38376TNC2	June 2037
FY	166,118,536							
NO	273,607,000							
SD	166,118,536							
Combination 59								
DT	\$175,890,214	NK	\$273,607,000	PAC I	4.50%	FIX	38376TND0	June 2037
FY	175,890,214							
NO	273,607,000							
SD	175,890,214							
Combination 60								
DT	\$185,661,893	NL	\$273,607,000	PAC I	4.75%	FIX	38376TNE8	June 2037
FY	185,661,893							
NO	273,607,000							
SD	185,661,893							
Combination 61								
DT	\$195,433,571	NM	\$273,607,000	PAC I	5.00%	FIX	38376TNF5	June 2037
FY	195,433,571							
NO	273,607,000							
SD	195,433,571							

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 62								
DT	\$195,433,571	NI	\$273,607,000	NTL (PAC I)	5.00%	FIX/IO	38376TNG3	June 2037
FY	195,433,571							
SD	195,433,571							
Combination 63								
IF	\$682,986,428	PI	\$956,181,000	NTL (PAC I)	5.00%	FIX/IO	38376TNH1	November 2038
PS	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 64								
HA	\$ 43,744,000	HE	\$ 85,561,000	PAC I	5.00%	FIX	38376TNJ7	January 2040
HP	41,817,000							
Combination 65								
DT	\$195,433,571	H	\$359,168,000	PAC I	5.00%	FIX	38376TNK4	January 2040
FY	195,433,571							
HA	43,744,000							
HP	41,817,000							
NO	273,607,000							
SD	195,433,571							
Combination 66								
PM	\$ 10,993,000	DC	\$133,469,000	PAC II/TAC/AD	5.00%	FIX	38376TNL2	January 2040
VA	59,649,000							
VC	62,827,000							
<b>Security Group 3</b>								
Combination 67								
VJ	\$ 30,740,000	VK	\$ 36,342,000	SC/SEQ/AD	5.00%	FIX	38376TNM0	December 2039
VL	5,602,000							

REMIC Securities

Class	Original Class Principal Balance or Class Notional Balance
<b>Security Group 4</b>	
Combination 68(6)	
WC	\$ 16,666,000
Combination 69	
WC	\$ 16,666,000
YV	16,750,000
YZ	19,081,127
Combination 70	
YV	\$ 16,750,000
YZ	19,081,127
<b>Security Groups 5 and 6</b>	
Combination 71(7)	
AZ	\$ 15,251,566
GZ	16,046,333
Combination 72(7)	
GZ	\$ 16,046,333
MV	11,670,000
NV	2,417,000
Combination 73(7)	
MV	\$ 11,670,000
NV	2,417,000

MX Securities

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)
IW	\$ 1,666,600	NTL (SC/SEQ)	5.00%	FIX/IO	38376TNN8	December 2039
WA	16,666,000	SC/SEQ	4.50%	FIX	38376TNP3	December 2039
WB	16,666,000	SC/SEQ	4.75%	FIX	38376TNQ1	December 2039
WY	\$ 52,497,127	SC/PT	5.00%	FIX	38376TNR9	December 2039
YC	\$ 35,831,127	SC/SEQ	5.00%	FIX	38376TNS7	December 2039
MZ	\$ 31,297,899	SC/SEQ	5.00%	FIX/Z	38376TNT5	October 2039
GK	\$ 30,133,333	SC/PT	5.00%	FIX	38376TNU2	October 2039
GV	\$ 14,087,000	SC/SEQ/AD	5.00%	FIX	38376TNV0	October 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>								
Combination 74								
CV	\$ 22,897,000	EV	\$ 27,546,000	SC/SEQ/AD	4.50%	FIX	38376TNW8	December 2039
DV	4,649,000							
Combination 75								
CV	\$ 22,897,000	BY	\$ 63,223,054	SC/PT	4.50%	FIX	38376TNX6	December 2039
DV	4,649,000							
ZY	35,677,054							

(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 47 and 68 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combinations 71, 72 and 73 are derived from REMIC Classes of separate Security Groups.

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



**\$1,623,989,150**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2010-039**

**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 March 30, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
DA	\$ 16,298,000	4.75%	SUP	FIX	38376XAA1	April 2039
DB	3,475,000	4.50	PAC II	FIX	38376XAB9	February 2040
DC	639,000	4.50	PAC II	FIX	38376XAC7	March 2040
DE	2,992,000	4.75	SUP	FIX	38376XAD5	September 2039
DG	3,461,052	4.75	SUP	FIX	38376XAE3	March 2040
DO	1,263,948	0.00	SUP	PO	38376XAF0	March 2040
EA	13,348,000	4.50	SUP	FIX	38376XAG8	July 2039
EB	1,812,000	4.50	SUP	FIX	38376XAH6	September 2039
EC	1,893,000	4.50	SUP	FIX	38376XAJ2	November 2039
ED	1,473,000	4.50	SUP	FIX	38376XAK9	March 2040
EG	5,071,000	4.50	PAC II	FIX	38376XAL7	January 2040
EH	1,574,000	4.50	PAC II	FIX	38376XAM5	February 2040
EJ	922,000	4.50	PAC II	FIX	38376XAN3	March 2040
EK	4,500,000	4.50	SUP	FIX	38376XAP8	November 2038
EL	1,500,000	4.50	SUP	FIX	38376XAQ6	July 2039
EM	100,000	5.00	SUP	FIX	38376XAR4	March 2040
EN	1,981,000	4.50	SUP	FIX	38376XAS2	August 2038
EO	100,000	0.00	SUP	PO	38376XAT0	March 2040
ET	3,500,000	4.50	TAC	FIX	38376XAU7	July 2039
EU	100,000	4.00	SUP	FIX	38376XAV5	March 2040
EV	1,500,000	4.50	SUP	FIX	38376XAW3	July 2039
EW	1,019,000	4.50	SUP	FIX	38376XAX1	July 2039
EY	1,800,000	4.75	SUP	FIX	38376XAY9	March 2040
LO(1)	119,257,000	0.00	PAC I	PO	38376XAZ6	June 2036
MO(1)	26,028,000	0.00	PAC I	PO	38376XBA0	March 2038
MS(1)	16,732,285	(5)	NTL(PAC I)	INV/IO	38376XBB8	March 2038
NO(1)	20,532,000	0.00	PAC I	PO	38376XBC6	June 2039
NS(1)	13,199,142	(5)	NTL(PAC I)	INV/IO	38376XBD4	June 2039
SL(1)	76,665,214	(5)	NTL(PAC I)	INV/IO	38376XBE2	June 2036
TL(1)	76,665,214	(5)	NTL(PAC I)	FLT/IO	38376XBF9	June 2036
TM(1)	16,732,285	(5)	NTL(PAC I)	FLT/IO	38376XBG7	March 2038
TN(1)	13,199,142	(5)	NTL(PAC I)	FLT/IO	38376XBH5	June 2039
WP	13,861,000	4.50	PAC I	FIX	38376XBJ1	March 2040
<b>Security Group 2</b>						
AO(1)	212,647,000	0.00	SEQ	PO	38376XBK8	August 2035
BF(1)	16,260,428	(5)	NTL(SEQ)	FLT/IO	38376XBL6	February 2037
BO(1)	25,294,000	0.00	SEQ	PO	38376XBM4	February 2037
BS(1)	16,260,428	(5)	NTL(SEQ)	INV/IO	38376XBN2	February 2037
BY	61,069,000	4.50	SEQ	FIX	38376XBP7	March 2040
IF(1)	636,428	(5)	NTL(SEQ)	FLT/IO	38376XBQ5	February 2037
IS(1)	636,428	(5)	NTL(SEQ)	INV/IO	38376XBR3	February 2037
OA(1)	990,000	0.00	SEQ	PO	38376XBS1	February 2037
SA(1)	136,701,642	(5)	NTL(SEQ)	INV/IO	38376XBT9	August 2035
TA(1)	136,701,642	(5)	NTL(SEQ)	FLT/IO	38376XBU6	August 2035
<b>Security Group 3</b>						
HB(1)	36,202,000	5.00	SC/SEQ	FIX	38376XBV4	November 2038
HC(1)	2,764,927	5.00	SC/SEQ	FIX	38376XBW2	November 2038
IJ(1)	570,019,285	(5)	NTL(SC/SEQ)	FLT/IO	38376XBW0	November 2038
JL	141,369,000	5.00	SC/SEQ	FIX	38376XBY8	November 2038
PQ(1)	798,027,000	0.00	SC/SEQ	PO	38376XBZ5	November 2038
SP(1)	570,019,285	(5)	NTL(SC/SEQ)	INV/IO	38376XCA9	November 2038
<b>Security Group 4</b>						
GB(1)	46,348,667	4.00	SC/TAC/AD	FIX	38376XCB7	December 2039
GF(1)	23,174,333	(5)	SC/TAC/AD	FLT	38376XCC5	December 2039
GS(1)	23,174,333	(5)	NTL(SC/TAC/AD)	INV/IO	38376XCD3	December 2039
ZA	18,481,000	5.00	SC/SUP	FIX/Z	38376XCE1	December 2039
<b>Security Group 5</b>						
WB	2,800,000	4.75	SC/PT	FIX	38376XCF8	February 2040
WC	4,200,000	5.00	SC/PT	FIX	38376XCG6	February 2040
WO	622,223	0.00	SC/PT	PO	38376XCH4	February 2040
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376XCJ0	March 2040

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

**Deutsche Bank Securities**

**Aladdin Capital LLC**

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

**TERMS SHEET**

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

**Sponsor:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** March 30, 2010

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	4.5%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	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 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>			
\$250,000,000	349	10	4.86%
<b>Group 2 Trust Assets</b>			
\$300,000,000	349	10	4.86%

<sup>1</sup> As of March 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 and 2 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The

*Mortgage Loans*” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
BF . . . . .	LIBOR + 0.40%	0.63000%	0.40%	7.00%	0	0.00%
BS . . . . .	6.60% – LIBOR	6.37000%	0.00%	6.60%	0	6.60%
FA . . . . .	LIBOR + 0.40%	0.63000%	0.40%	7.00%	0	0.00%
FB . . . . .	LIBOR + 0.40%	0.63000%	0.40%	7.00%	0	0.00%
FI . . . . .	LIBOR + 0.40%	0.63000%	0.40%	7.00%	0	0.00%
FL . . . . .	LIBOR + 0.45%	0.68531%	0.45%	7.00%	0	0.00%
FM . . . . .	LIBOR + 0.45%	0.68531%	0.45%	7.00%	0	0.00%
FN . . . . .	LIBOR + 0.45%	0.68531%	0.45%	7.00%	0	0.00%
FP . . . . .	LIBOR + 0.45%	0.68000%	0.45%	7.00%	0	0.00%
GF . . . . .	LIBOR + 0.50%	0.73000%	0.50%	7.00%	0	0.00%
GS . . . . .	6.50% – LIBOR	6.27000%	0.00%	6.50%	0	6.50%
IF . . . . .	LIBOR + 0.40%	0.63000%	0.40%	7.00%	0	0.00%
IJ . . . . .	LIBOR + 0.45%	0.68000%	0.45%	7.00%	0	0.00%
IS . . . . .	6.60% – LIBOR	6.37000%	0.00%	6.60%	0	6.60%
MS . . . . .	6.55% – LIBOR	6.31469%	0.00%	6.55%	0	6.55%
NS . . . . .	6.55% – LIBOR	6.31469%	0.00%	6.55%	0	6.55%
SA . . . . .	6.60% – LIBOR	6.37000%	0.00%	6.60%	0	6.60%
SB . . . . .	6.60% – LIBOR	6.37000%	0.00%	6.60%	0	6.60%
SI . . . . .	6.60% – LIBOR	6.37000%	0.00%	6.60%	0	6.60%
SL . . . . .	6.55% – LIBOR	6.31469%	0.00%	6.55%	0	6.55%
SM . . . . .	6.55% – LIBOR	6.31469%	0.00%	6.55%	0	6.55%
SN . . . . .	6.55% – LIBOR	6.31469%	0.00%	6.55%	0	6.55%
SP . . . . .	6.55% – LIBOR	6.32000%	0.00%	6.55%	0	6.55%
TA . . . . .	LIBOR + 0.40%	0.63000%	0.40%	7.00%	0	0.00%
TL . . . . .	LIBOR + 0.45%	0.68531%	0.45%	7.00%	0	0.00%
TM . . . . .	LIBOR + 0.45%	0.68531%	0.45%	7.00%	0	0.00%
TN . . . . .	LIBOR + 0.45%	0.68531%	0.45%	7.00%	0	0.00%

(1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate 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 LO, MO, NO and WP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. Concurrently, as follows:
  - a. 59.999715594% in the following order of priority:
    - i. Sequentially, to EG, EH and EJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
    - ii. Concurrently, as follows:
      - (a). 48.8079567062% to EA, until retired;
      - (b). 10.9697235630% sequentially, to EN and EW, in that order, until retired;
      - (c). 18.2828726049% in the following order of priority:
        - (i) To ET, until reduced to its Scheduled Principal Balance for that Distribution Date;
        - (ii) To EV, until retired; and
        - (iii) To ET, without regard to its Scheduled Principal Balance, until retired;
      - (d). 21.9394471259% sequentially, to EK and EL, in that order, until retired.
    - iii. Sequentially, to EB and EC, in that order, until retired;
    - iv. Concurrently, to ED, EM, EO, EU and EY, pro rata, until retired; and
    - v. Sequentially, to EG, EH and EJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.
  - b. 40.000284406% in the following order of priority:
    - i. Sequentially, to DB and DC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - ii. Concurrently, as follows:
      - (a). 94.7368394753% sequentially, to DA, DE and DG, in that order, until retired; and
      - (b). 5.2631605247% to DO, until retired.
    - iii. Sequentially, to DB and DC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.
3. Sequentially, to LO, MO, NO and WP, in that order, 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”) will be allocated sequentially, to AO, BO, OA and BY, in that order, until retired.

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated sequentially, to JL, PO, HB and HC, in that order, until retired.

**SECURITY GROUP 4**

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

1. Concurrently, to GB and GF, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. To ZA, until retired; and
3. Concurrently, to GB and GF, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired.

**SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated, concurrently, to WB, WC and WO, pro rata, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>Security Group 1</b>	
<b>PAC I Classes</b>	
LO, MO, NO and WP (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
DB and DC (in the aggregate) . . . . .	113% PSA through 235% PSA
EG, EH and EJ (in the aggregate) . . . . .	115% PSA through 240% PSA
<b>TAC Class</b>	
ET. . . . .	200% PSA
<b>Security Group 4</b>	
<b>TAC Classes</b>	
GB and GF (in the aggregate) . . . . .	180% PSA

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

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

<b>Class</b>	<b>Original Class Notional Balance</b>	<b>Represents Approximately</b>
AI . .	\$212,647,000	100% of AO (SEQ Class)
BF . .	16,260,428	64.2857142857% of BO (SEQ Class)
BI . .	237,941,000	100% of AO and BO (in the aggregate) (SEQ Classes)
BS . .	16,260,428	64.2857142857% of BO (SEQ Class)
FB . .	152,962,070	64.2857142857% of AO and BO (in the aggregate) (SEQ Classes)
IA . .	238,931,000	100% of AO, BO and OA (in the aggregate) (SEQ Classes)
IF . . .	636,428	64.2857142857% of OA (SEQ Class)
IJ . . .	570,019,285	71.4285714286% of PO (SC/SEQ Class)
IL . . .	119,257,000	100% of LO (PAC I Class)
IM . .	145,285,000	100% of LO and MO (in the aggregate) (PAC I Classes)
IN . .	165,817,000	100% of LO, MO and NO (in the aggregate) (PAC I Classes)
IP . .	798,027,000	100% of PO (SC/SEQ Class)
IS . . .	636,428	64.2857142857% of OA (SEQ Class)
GS . .	23,174,333	100% of GF (SC/TAC/AD Class)
MS . .	16,732,285	64.2857142857% of MO (PAC I Class)
NS . .	13,199,142	64.2857142857% of NO (PAC I Class)
SA . .	136,701,642	64.2857142857% of AO (SEQ Class)
SB . .	152,962,070	64.2857142857% of AO and BO (in the aggregate) (SEQ Classes)
SI . . .	153,598,498	64.2857142857% of AO, BO and OA (in the aggregate) (SEQ Classes)
SL . .	76,665,214	64.2857142857% of LO (PAC I Class)
SM . .	93,397,499	64.2857142857% of LO and MO (in the aggregate) (PAC I Classes)
SN . .	106,596,641	64.2857142857% of LO, MO and NO (in the aggregate) (PAC I Classes)
SP . .	570,019,285	71.4285714286% of PO (SC/SEQ Class)
TA . .	136,701,642	64.2857142857% of AO (SEQ Class)
TL . .	76,665,214	64.2857142857% of LO (PAC I Class)
TM . .	16,732,285	64.2857142857% of MO (PAC I Class)
TN . .	13,199,142	64.2857142857% of NO (PAC I Class)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
LO	\$119,257,000	LA	\$119,257,000	PAC I	3.00%	FIX	38376XCK7	June 2036
SL	51,110,143							
TL	51,110,143							
Combination 2								
LO	\$119,257,000	LB	\$119,257,000	PAC I	3.25%	FIX	38376XCL5	June 2036
SL	55,369,322							
TL	55,369,322							
Combination 3								
LO	\$119,257,000	LC	\$119,257,000	PAC I	3.50%	FIX	38376XCM3	June 2036
SL	59,628,500							
TL	59,628,500							
Combination 4								
LO	\$119,257,000	LD	\$119,257,000	PAC I	3.75%	FIX	38376XCNI	June 2036
SL	63,887,679							
TL	63,887,679							
Combination 5								
LO	\$119,257,000	LE	\$119,257,000	PAC I	4.00%	FIX	38376XCP6	June 2036
SL	68,146,858							
TL	68,146,858							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
LO	\$119,257,000	LG	\$119,257,000	PAC I	4.25%	FIX	38376XCQ4	June 2036
SL	72,406,036							
TL	72,406,036							
Combination 7								
LO	\$119,257,000	LH	\$119,257,000	PAC I	4.50%	FIX	38376XCR2	June 2036
SL	76,665,214							
TL	76,665,214							
Combination 8								
LO	\$ 76,665,214	FL	\$ 76,665,214	PAC I	(5)	FLT	38376XCS0	June 2036
TL	76,665,214							
Combination 9								
LO	\$119,257,000	MA	\$145,285,000	PAC I	3.00%	FIX	38376XCT8	March 2038
MO	26,028,000							
MS	11,154,858							
SL	51,110,143							
TL	51,110,143							
TM	11,154,858							
Combination 10								
LO	\$119,257,000	MB	\$145,285,000	PAC I	3.25%	FIX	38376XCU5	March 2038
MO	26,028,000							
MS	12,084,429							
SL	55,369,322							
TL	55,369,322							
TM	12,084,429							

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								
LO	\$119,257,000	MC	\$145,285,000	PAC I	3.50%	FIX	38376XCV3	March 2038
MO	26,028,000							
MS	13,014,000							
SL	59,628,500							
TL	59,628,500							
TM	13,014,000							
Combination 12								
LO	\$119,257,000	MD	\$145,285,000	PAC I	3.75%	FIX	38376XCW1	March 2038
MO	26,028,000							
MS	13,943,572							
SL	63,887,679							
TL	63,887,679							
TM	13,943,572							
Combination 13								
LO	\$119,257,000	ME	\$145,285,000	PAC I	4.00%	FIX	38376XCX9	March 2038
MO	26,028,000							
MS	14,873,143							
SL	68,146,858							
TL	68,146,858							
TM	14,873,143							

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 14								
LO	\$119,257,000	MG	\$145,285,000	PAC I	4.25%	FIX	38376XCZY7	March 2038
MO	26,028,000							
MS	15,802,715							
SL	72,406,036							
TL	72,406,036							
TM	15,802,715							
Combination 15								
LO	\$119,257,000	MH	\$145,285,000	PAC I	4.50%	FIX	38376XCZ4	March 2038
MO	26,028,000							
MS	16,732,285							
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
Combination 16								
LO	\$ 76,665,214	FM	\$ 93,397,499	PAC I	(5)	FLT	38376XDA8	March 2038
MO	16,732,285							
TL	76,665,214							
TM	16,732,285							
Combination 17								
MS	\$ 16,732,285	SM	\$ 93,397,499	NTL(PAC I)	(5)	INV/IO	38376XDB6	March 2038
SL	76,665,214							

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 18								
LO	\$119,257,000	NA	\$165,817,000	PAC I	3.00%	FIX	38376XDC4	June 2039
MO	26,028,000							
MS	11,154,858							
NO	20,532,000							
NS	8,799,429							
SL	51,110,143							
TL	51,110,143							
TM	11,154,858							
TN	8,799,429							
Combination 19								
LO	\$119,257,000	NB	\$165,817,000	PAC I	3.25%	FIX	38376XDD2	June 2039
MO	26,028,000							
MS	12,084,429							
NO	20,532,000							
NS	9,532,715							
SL	55,369,322							
TL	55,369,322							
TM	12,084,429							
TN	9,532,715							

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 20								
LO	\$119,257,000	NC	\$165,817,000	PAC I	3.50%	FIX	38376XDE0	June 2039
MO	26,028,000							
MS	13,014,000							
NO	20,532,000							
NS	10,266,000							
SL	59,628,500							
TL	59,628,500							
TM	13,014,000							
TN	10,266,000							
Combination 21								
LO	\$119,257,000	ND	\$165,817,000	PAC I	3.75%	FIX	38376XDF7	June 2039
MO	26,028,000							
MS	13,943,572							
NO	20,532,000							
NS	10,999,286							
SL	63,887,679							
TL	63,887,679							
TM	13,943,572							
TN	10,999,286							

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								
LO	\$119,257,000	NE	\$165,817,000	PAC I	4.00%	FIX	38376XDG5	June 2039
MO	26,028,000							
MS	14,873,143							
NO	20,532,000							
NS	11,732,572							
SL	68,146,858							
TL	68,146,858							
TM	14,873,143							
TN	11,732,572							
Combination 23								
LO	\$119,257,000	NG	\$165,817,000	PAC I	4.25%	FIX	38376XDH3	June 2039
MO	26,028,000							
MS	15,802,715							
NO	20,532,000							
NS	12,465,858							
SL	72,406,036							
TL	72,406,036							
TM	15,802,715							
TN	12,465,858							

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 24								
LO	\$119,257,000	NH	\$165,817,000	PAC I	4.50%	FIX	38376XDJ9	June 2039
MO	26,028,000							
MS	16,732,285							
NO	20,532,000							
NS	13,199,142							
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
TN	13,199,142							
Combination 25								
LO	\$ 76,665,214	FN	\$106,596,641	PAC I	(5)	FLT	38376XDK6	June 2039
MO	16,732,285							
NO	13,199,142							
TL	76,665,214							
TM	16,732,285							
TN	13,199,142							
Combination 26								
MS	\$ 16,732,285	SN	\$106,596,641	NTL(PAC I)	(5)	INV/IO	38376XDL4	June 2039
NS	13,199,142							
SL	76,665,214							
Combination 27								
MO	\$ 26,028,000	MP	\$ 26,028,000	PAC I	4.50%	FIX	38376XDM2	March 2038
MS	16,732,285							
TM	16,732,285							

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 28								
MO	\$ 26,028,000	KP	\$ 46,560,000	PAC I	4.50%	FIX	38376XDN0	June 2039
MS	16,732,285							
NO	20,532,000							
NS	13,199,142							
TM	16,732,285							
TN	13,199,142							
Combination 29								
NO	\$ 20,532,000	NP	\$ 20,532,000	PAC I	4.50%	FIX	38376XDP5	June 2039
NS	13,199,142							
TN	13,199,142							
Combination 30								
SL	\$ 76,665,214	IL	\$ 119,257,000	NTL(PAC I)	4.50%	FIX/IO	38376XDQ3	June 2036
TL	76,665,214							
Combination 31								
MS	\$ 16,732,285	IM	\$ 145,285,000	NTL(PAC I)	4.50%	FIX/IO	38376XDR1	March 2038
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
Combination 32								
MS	\$ 16,732,285	IN	\$ 165,817,000	NTL(PAC I)	4.50%	FIX/IO	38376XDS9	June 2039
NS	13,199,142							
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
TN	13,199,142							

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 2</b>								
Combination 33								
AO	\$212,647,000	AT	\$212,647,000	SEQ	2.75%	FIX	38376XDI7	August 2035
SA	83,539,893							
TA	83,539,893							
Combination 34								
AO	\$212,647,000	AB	\$212,647,000	SEQ	3.00%	FIX	38376XDU4	August 2035
SA	91,134,429							
TA	91,134,429							
Combination 35								
AO	\$212,647,000	AC	\$212,647,000	SEQ	3.25%	FIX	38376XDV2	August 2035
SA	98,728,965							
TA	98,728,965							
Combination 36								
AO	\$212,647,000	AD	\$212,647,000	SEQ	3.50%	FIX	38376XDW0	August 2035
SA	106,323,500							
TA	106,323,500							
Combination 37								
AO	\$212,647,000	AE	\$212,647,000	SEQ	3.75%	FIX	38376XDX8	August 2035
SA	113,918,036							
TA	113,918,036							
Combination 38								
AO	\$212,647,000	AG	\$212,647,000	SEQ	4.00%	FIX	38376XDY6	August 2035
SA	121,512,572							
TA	121,512,572							

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 39								
AO	\$212,647,000	AH	\$212,647,000	SEQ	4.25%	FIX	38376XDZ3	August 2035
SA	129,107,108							
TA	129,107,108							
Combination 40								
AO	\$212,647,000	AJ	\$212,647,000	SEQ	4.50%	FIX	38376XEA7	August 2035
SA	136,701,642							
TA	136,701,642							
Combination 41								
AO	\$136,701,642	FA	\$136,701,642	SEQ	(5)	FLT	38376XEB5	August 2035
TA	136,701,642							
Combination 42								
SA	\$136,701,642	AI	\$212,647,000	NTL(SEQ)	4.50%	FIX/IO	38376XEC3	August 2035
TA	136,701,642							
Combination 43								
BF	\$ 16,260,428	BM	\$ 25,294,000	SEQ	4.50%	FIX	38376XED1	February 2037
BO	25,294,000							
BS	16,260,428							
Combination 44								
AO	\$212,647,000	BA	\$237,941,000	SEQ	3.00%	FIX	38376XEE9	February 2037
BF	10,840,286							
BO	25,294,000							
BS	10,840,286							
SA	91,134,429							
TA	91,134,429							

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 45								
AO	\$212,647,000	BC	\$237,941,000	SEQ	3.25%	FIX	38376XEF6	February 2037
BF	11,743,643							
BO	25,294,000							
BS	11,743,643							
SA	98,728,965							
TA	98,728,965							
Combination 46								
AO	\$212,647,000	BL	\$237,941,000	SEQ	4.50%	FIX	38376XEG4	February 2037
BF	16,260,428							
BO	25,294,000							
BS	16,260,428							
SA	136,701,642							
TA	136,701,642							
Combination 47								
AO	\$212,647,000	AL	\$238,931,000	SEQ	3.00%	FIX	38376XEH2	February 2037
BF	10,840,286							
BO	25,294,000							
BS	10,840,286							
IF	424,286							
IS	424,286							
OA	990,000							
SA	91,134,429							
TA	91,134,429							

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 48								
AO	\$212,647,000	AN	\$238,931,000	SEQ	3.25%	FIX	38376XEJ8	February 2037
BF	11,743,643							
BO	25,294,000							
BS	11,743,643							
IF	459,643							
IS	459,643							
OA	990,000							
SA	98,728,965							
TA	98,728,965							
Combination 49								
AO	\$212,647,000	AK	\$238,931,000	SEQ	4.50%	FIX	38376XEK5	February 2037
BF	16,260,428							
BO	25,294,000							
BS	16,260,428							
IF	636,428							
IS	636,428							
OA	990,000							
SA	136,701,642							
TA	136,701,642							
Combination 50								
IF	\$ 636,428	AM	\$ 990,000	SEQ	4.50%	FIX	38376XEL3	February 2037
IS	636,428							
OA	990,000							
Combination 51								
BF	\$ 16,260,428	FB	\$152,962,070	NTL(SEQ)	(5)	FLT/IO	38376XEM1	February 2037
TA	136,701,642							

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 52								
BS	\$ 16,260,428	SB	\$152,962,070	NTL(SEQ)	(5)	INV/IO	38376XEN9	February 2037
SA	136,701,642							
Combination 53								
AO	\$136,701,642	FI	\$153,598,498	SEQ	(5)	FLT	38376XEP4	February 2037
BF	16,260,428							
BO	16,260,428							
IF	636,428							
OA	636,428							
TA	136,701,642							
Combination 54								
BS	\$ 16,260,428	SI	\$153,598,498	NTL(SEQ)	(5)	INV/IO	38376XEQ2	February 2037
IS	636,428							
SA	136,701,642							
Combination 55								
BF	\$ 16,260,428	BI	\$237,941,000	NTL(SEQ)	4.50%	FIX/IO	38376XER0	February 2037
BS	16,260,428							
SA	136,701,642							
TA	136,701,642							
Combination 56								
BF	\$ 16,260,428	IA	\$238,931,000	NTL(SEQ)	4.50%	FIX/IO	38376XESS	February 2037
BS	16,260,428							
IF	636,428							
IS	636,428							
SA	136,701,642							
TA	136,701,642							

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 3</b>								
Combination 57								
IJ	\$342,011,572	PA	\$798,027,000	SC/SEQ	3.00%	FIX	38376XET6	November 2038
PO	798,027,000							
SP	342,011,572							
Combination 58								
IJ	\$370,512,536	PB	\$798,027,000	SC/SEQ	3.25%	FIX	38376XEU3	November 2038
PO	798,027,000							
SP	370,512,536							
Combination 59								
IJ	\$399,013,500	PC	\$798,027,000	SC/SEQ	3.50%	FIX	38376XEVI	November 2038
PO	798,027,000							
SP	399,013,500							
Combination 60								
IJ	\$427,514,465	PD	\$798,027,000	SC/SEQ	3.75%	FIX	38376XEW9	November 2038
PO	798,027,000							
SP	427,514,465							
Combination 61								
IJ	\$456,015,429	PE	\$798,027,000	SC/SEQ	4.00%	FIX	38376XEX7	November 2038
PO	798,027,000							
SP	456,015,429							
Combination 62								
IJ	\$484,516,393	PG	\$798,027,000	SC/SEQ	4.25%	FIX	38376XEY5	November 2038
PO	798,027,000							
SP	484,516,393							

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 63								
IJ	\$513,017,358	PH	\$798,027,000	SC/SEQ	4.50%	FIX	38376XEZ2	November 2038
PO	798,027,000							
SP	513,017,358							
Combination 64								
IJ	\$541,518,322	PJ	\$798,027,000	SC/SEQ	4.75%	FIX	38376XFA6	November 2038
PO	798,027,000							
SP	541,518,322							
Combination 65								
IJ	\$570,019,285	PK	\$798,027,000	SC/SEQ	5.00%	FIX	38376XFB4	November 2038
PO	798,027,000							
SP	570,019,285							
Combination 66								
IJ	\$570,019,285	PL	\$570,019,285	SC/SEQ	7.00%	FIX	38376XFC2	November 2038
PO	570,019,285							
SP	570,019,285							
Combination 67								
IJ	\$570,019,285	FP	\$570,019,285	SC/SEQ	(5)	FLT	38376XFD0	November 2038
PO	570,019,285							
Combination 68								
IJ	\$570,019,285	IP	\$798,027,000	NTL(SC/SEQ)	5.00%	FIX/IO	38376XFE8	November 2038
SP	570,019,285							
Combination 69								
HB	\$ 36,202,000	HA	\$ 38,966,927	SC/SEQ	5.00%	FIX	38376XFF5	November 2038
HC	2,764,927							

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 4</b>								
Combination 70								
GB	\$ 46,348,667	GA	\$ 69,523,000	SC/TAC/AD	5.00%	FIX	38376XFG3	December 2039
GF	23,174,333							
GS	23,174,333							

(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.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2010-003	NM(3)	January 29, 2010	38376TNP5	5.0%	FIX	June 2037	PAC 1	\$273,607,000	0.99439869	\$272,074,442	100.000000000000%	5.344%	354	5	II
3	Ginnie Mae	2010-003	P(3)	January 29, 2010	38376TNP8	5.0	FIX	November 2038	PAC 1	956,181,000	0.99519162	706,288,487	74.2224536986%	5.344	354	5	II
4	Ginnie Mae	2009-116	VH	December 30, 2009	38376PZV5	5.0	FIX	December 2039	TAC/AD	17,352,000	1.00000000	17,352,000	100.000000000000%	5.500	353	6	I
4	Ginnie Mae	2009-116	VM	December 30, 2009	38376PZM5	5.0	FIX	December 2039	TAC/AD	70,652,000	1.00000000	70,652,000	100.000000000000%	5.500	354	5	I
5	Ginnie Mae	2010-023	GA(3)	February 26, 2010	38376VK22	4.5	FIX	February 2040	SUP	16,750,000	1.00000000	7,622,223	45.5058089552%	4.856	349	10	II

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

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

(3) MX Class.



\$910,529,143

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-051

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 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>						
CF(1)	\$ 9,862,857	(5)	PAC II/AD	FLT	38376XQ97	April 2040
CS(1)	3,945,143	(5)	PAC II/AD	INV	38376XR21	April 2040
FI(1)	161,295,000	(5)	NTL(PAC I)	FLT/IO	38376XR39	April 2039
IF(1)	68,637,142	(5)	NTL(PAC I)	FLT/IO	38376XR47	January 2038
MO(1)	96,092,000	0.0%	PAC I	PO	38376XR54	January 2038
MP	15,129,000	5.0	PAC I	FIX	38376XR62	April 2039
NO(1)	225,813,000	0.0	PAC I	PO	38376XR70	April 2039
PM(1)	43,266,000	5.0	PAC II/AD	FIX	38376XR88	April 2040
SM(1)	68,637,142	(5)	NTL(PAC I)	INV/IO	38376XR96	January 2038
SN(1)	161,295,000	(5)	NTL(PAC I)	INV/IO	38376XS20	April 2039
TZ	8,961,000	5.0	SUP	FIX/Z	38376XS38	April 2040
VB	33,328,000	5.0	TAC/AD	FIX	38376XS46	April 2040
VM(1)	15,286,000	5.0	AD/PAC I	FIX	38376XS53	April 2021
VN(1)	3,165,000	5.0	AD/PAC I	FIX	38376XS61	December 2022
WZ	21,007,000	5.0	PAC I	FIX/Z	38376XS79	April 2040
ZA	50,000,000	5.0	TAC	FIX/Z	38376XS87	April 2040
<b>Security Group 2</b>						
BH	100,000,000	3.5	SEQ	FIX	38376XS95	December 2036
BV(1)	9,871,000	4.5	SEQ/AD	FIX	38376XT29	May 2021
BZ(1)	15,338,224	4.5	SEQ	FIX/Z	38376XT37	April 2040
FB	40,000,000	(5)	SEQ	FLT	38376XT45	December 2036
SB	40,000,000	(5)	NTL(SEQ)	INV/IO	38376XT52	December 2036
VE(1)	10,000,000	4.5	SEQ/AD	FIX	38376XT60	November 2028
<b>Security Group 3</b>						
AV(1)	2,791,000	4.5	SC/SEQ/AD	FIX	38376XT78	December 2039
AZ(1)	4,337,570	4.5	SC/SEQ	FIX/Z	38376XT86	December 2039
VA(1)	2,827,000	4.5	SC/SEQ/AD	FIX	38376XT94	December 2039
<b>Security Group 4</b>						
DA(1)	18,436,000	5.0	SC/TAC	FIX	38376XU27	January 2040
DC(1)	1,073,349	5.0	SC/SUP	FIX	38376XU35	January 2040
<b>Security Group 5</b>						
EI(1)	82,329,428	(5)	NTL(SEQ)	FLT/IO	38376XU43	April 2035
EM(1)	15,760,000	4.5	SEQ	FIX	38376XU50	December 2036
EO(1)	128,068,000	0.0	SEQ	PO	38376XU68	April 2035
SE(1)	82,329,428	(5)	NTL(SEQ)	INV/IO	38376XU76	April 2035
VG(1)	10,141,000	4.5	AD/SEQ	FIX	38376XU84	May 2021
VH(1)	10,272,000	4.5	SEQ/AD	FIX	38376XU92	October 2028
ZE(1)	15,759,000	4.5	SEQ	FIX/Z	38376XV26	April 2040
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38376XV34	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.

Deutsche Bank Securities

Aladdin Capital LLC

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

## TERMS SHEET

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

**Sponsor:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2010

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

**Trust Assets:**

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

<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 the MX Classes in Group 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 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>Group 1 Trust Assets</b>			
\$525,855,000	353	6	5.38%
<b>Group 2 Trust Assets</b>			
\$175,209,224	348	10	5.00%
<b>Group 5 Trust Assets</b>			
\$180,000,000	348	10	5.00%

<sup>1</sup> As of April 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 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 related Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
CF . . . . .	LIBOR + 1.10%	1.3353100%	1.10%	7.0000000%	0	0.00%
CS . . . . .	14.7499995% - (LIBOR x 2.49999987)	14.1617245%	0.00%	14.7499995%	0	5.90%
EI . . . . .	LIBOR + 0.40%	0.6300000%	0.40%	7.0000000%	0	0.00%
FB . . . . .	LIBOR + 0.40%	0.6300000%	0.40%	7.0000000%	0	0.00%
FE . . . . .	LIBOR + 0.40%	0.6300000%	0.40%	7.0000000%	0	0.00%
FI . . . . .	LIBOR + 0.45%	0.6853100%	0.45%	7.0000000%	0	0.00%
FM . . . . .	LIBOR + 0.45%	0.6853100%	0.45%	7.0000000%	0	0.00%
FN . . . . .	LIBOR + 0.45%	0.6853100%	0.45%	7.0000000%	0	0.00%
IF . . . . .	LIBOR + 0.45%	0.6853100%	0.45%	7.0000000%	0	0.00%
SB . . . . .	6.60% - LIBOR	6.3700000%	0.00%	6.6000000%	0	6.60%
SE . . . . .	6.60% - LIBOR	6.3700000%	0.00%	6.6000000%	0	6.60%
SM . . . . .	6.55% - LIBOR	6.3146900%	0.00%	6.5500000%	0	6.55%
SN . . . . .	6.55% - LIBOR	6.3146900%	0.00%	6.5500000%	0	6.55%

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

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

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

### SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the TZ, WZ and ZA Accrual Amounts will be allocated in the following order of priority:

- The TZ Accrual Amount in the following order of priority:
  1. To CF, CS, PM, VB and ZA, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To CF, CS and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - ii. To CF and CS, pro rata, until retired; and
      - iii. To PM, without regard to its Scheduled Principal Balance, until retired;
    - b. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - c. To ZA, until retired;
    - d. To VB, without regard to its Scheduled Principal Balance, until retired; and
    - e. To CF, CS and PM, in the same order and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.
  2. To TZ, until retired.
- The WZ Accrual Amount to VM, VN and WZ, in that order, until retired.
- The ZA Accrual Amount in the following order of priority:
  1. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZA, until retired.
- The Group 1 Principal Distribution Amount in the following order of priority:
  1. To the PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently:
      - i. 32.9999347247% to MO and MP, in that order, until retired; and
      - ii. 67.0000652753% to NO, until retired; and
    - b. To VM, VN and WZ, in that order, until retired.
  2. To CF, CS, PM, VB and ZA, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To CF, CS and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - ii. To CF and CS, pro rata, until retired; and

- iii. To PM, without regard to its Scheduled Principal Balance, until retired;
  - b. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date;
  - c. To ZA, until retired;
  - d. To VB, without regard to its Scheduled Principal Balance, until retired; and
  - e. To CF, CS and PM, in the same order and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.
3. To TZ, until retired.
  4. To CF, CS, PM, VB and ZA, in the same order and priority described in step 2. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.
  5. To the 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 BZ Accrual Amount will be allocated in the following order of priority:

- The BZ Accrual Amount to BV, VE and BZ, in that order, until retired.
- The Group 2 Principal Distribution Amount in the following order of priority:
  1. To BH and FB, pro rata, until retired; and
  2. To BV, VE and BZ, in that order, until retired.

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the AZ Accrual Amount to AV, VA and AZ, in that order, until retired.

#### **SECURITY GROUP 4**

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

1. To DA, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To DC, until retired; and
3. To DA, without regard to its 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 ZE Accrual Amount will be allocated in the following order of priority:

- The ZE Accrual Amount to VG, VH and ZE, in that order, until retired.
- The Group 5 Adjusted Principal Distribution Amount to EO, EM, VG, VH and ZE, in that order, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>Security Group 1</b>	
<b>PAC I Classes</b>	
MO, MP, NO, VM, VN and WZ (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II and TAC Classes</b>	
CF, CS, PM, VB and ZA (in the aggregate) . . . . .	250% PSA
<b>PAC II Classes</b>	
CF, CS and PM (in the aggregate) . . . . .	152% PSA through 250% PSA
PM . . . . .	138% PSA through 250% PSA
<b>TAC Class</b>	
VB . . . . .	195% PSA
<b>Security Group 4</b>	
<b>TAC Class</b>	
DA . . . . .	125% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
EI . . . . .	\$ 82,329,428	64.2857142857% of EO (SEQ Class)
FI . . . . .	161,295,000	71.4285714286% of NO (PAC I Class)
IF . . . . .	68,637,142	71.4285714286% of MO (PAC I Class)
IM . . . . .	96,092,000	100% of MO (PAC I Class)
IN . . . . .	225,813,000	100% of NO (PAC I Class)
SB . . . . .	40,000,000	100% of FB (SEQ Class)
SE . . . . .	82,329,428	64.2857142857% of EO (SEQ Class)
SM . . . . .	68,637,142	71.4285714286% of MO (PAC I Class)
SN . . . . .	161,295,000	71.4285714286% of NO (PAC I Class)

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

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

Available Combinations(1)

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
IF	\$ 41,182,286	MA	\$ 96,092,000	PAC I	3.00%	FIX	38376XV42	January 2038
MO	96,092,000							
SM	41,182,286							
Combination 2								
IF	\$ 44,614,143	MB	\$ 96,092,000	PAC I	3.25%	FIX	38376XV59	January 2038
MO	96,092,000							
SM	44,614,143							
Combination 3								
IF	\$ 48,046,000	MC	\$ 96,092,000	PAC I	3.50%	FIX	38376XV67	January 2038
MO	96,092,000							
SM	48,046,000							
Combination 4								
IF	\$ 51,477,858	MD	\$ 96,092,000	PAC I	3.75%	FIX	38376XV75	January 2038
MO	96,092,000							
SM	51,477,858							
Combination 5								
IF	\$ 54,909,715	ME	\$ 96,092,000	PAC I	4.00%	FIX	38376XV83	January 2038
MO	96,092,000							
SM	54,909,715							

REMIC Securities			MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Combination 6									
IF	\$ 58,341,572	MG	\$ 96,092,000	PAC I	4.25%	FIX	38376XV91	January 2038	
MO	96,092,000								
SM	58,341,572								
Combination 7									
IF	\$ 61,773,429	MH	\$ 96,092,000	PAC I	4.50%	FIX	38376XW25	January 2038	
MO	96,092,000								
SM	61,773,429								
Combination 8									
IF	\$ 65,205,286	MJ	\$ 96,092,000	PAC I	4.75%	FIX	38376XW33	January 2038	
MO	96,092,000								
SM	65,205,286								
Combination 9									
IF	\$ 68,637,142	MK	\$ 96,092,000	PAC I	5.00%	FIX	38376XW41	January 2038	
MO	96,092,000								
SM	68,637,142								
Combination 10									
IF	\$ 68,637,142	IM	\$ 96,092,000	NTL(PAC I)	5.00%	FIX/IO	38376XW58	January 2038	
SM	68,637,142								
Combination 11									
IF	\$ 68,637,142	FM	\$ 68,637,142	PAC I	(5)	FLT	38376XW66	January 2038	
MO	68,637,142								
Combination 12									
FI	\$ 96,777,000	NA	\$ 225,813,000	PAC I	3.00%	FIX	38376XW74	April 2039	
NO	225,813,000								
SN	96,777,000								

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 13								
FI	\$104,841,750	NB	\$225,813,000	PAC I	3.25%	FIX	38376XW82	April 2039
NO	225,813,000							
SN	104,841,750							
Combination 14								
FI	\$112,906,500	NC	\$225,813,000	PAC I	3.50%	FIX	38376XW90	April 2039
NO	225,813,000							
SN	112,906,500							
Combination 15								
FI	\$120,971,250	ND	\$225,813,000	PAC I	3.75%	FIX	38376XX24	April 2039
NO	225,813,000							
SN	120,971,250							
Combination 16								
FI	\$129,036,000	NE	\$225,813,000	PAC I	4.00%	FIX	38376XX32	April 2039
NO	225,813,000							
SN	129,036,000							
Combination 17								
FI	\$137,100,750	NG	\$225,813,000	PAC I	4.25%	FIX	38376XX40	April 2039
NO	225,813,000							
SN	137,100,750							
Combination 18								
FI	\$145,165,500	NH	\$225,813,000	PAC I	4.50%	FIX	38376XX57	April 2039
NO	225,813,000							
SN	145,165,500							

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)
Combination 19								
FI	\$153,230,250	NJ	\$225,813,000	PAC I	4.75%	FIX	38376XX65	April 2039
NO	225,813,000							
SN	153,230,250							
Combination 20								
FI	\$161,295,000	NK	\$225,813,000	PAC I	5.00%	FIX	38376XX73	April 2039
NO	225,813,000							
SN	161,295,000							
Combination 21								
FI	\$161,295,000	IN	\$225,813,000	NTL(PAC I)	5.00%	FIX/IO	38376XX81	April 2039
SN	161,295,000							
Combination 22								
FI	\$161,295,000	FN	\$161,295,000	PAC I	(5)	FLT	38376XX99	April 2039
NO	161,295,000							
Combination 23								
VM	\$ 15,286,000	WV	\$ 18,451,000	AD/PAC I	5.00%	FIX	38376XY23	December 2022
VN	3,165,000							
Combination 24								
CF	\$ 9,862,857	PN	\$ 13,808,000	PAC II/AD	5.00%	FIX	38376XY31	April 2040
CS	3,945,143							
Combination 25								
CF	\$ 9,862,857	PG	\$ 57,074,000	PAC II/AD	5.00%	FIX	38376XY49	April 2040
CS	3,945,143							
PM	43,266,000							

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)
<b>Security Groups 2 and 3</b>								
Combination 26(6)								
AV	\$ 2,791,000	CV	\$ 12,662,000	SC/SEQ/AD	4.50%	FIX	38376XY56	December 2039
BV	9,871,000							
Combination 27(6)								
VA	\$ 2,827,000	VC	\$ 12,827,000	SC/SEQ/AD	4.50%	FIX	38376XY64	December 2039
VE	10,000,000							
Combination 28(6)								
AZ	\$ 4,337,570	CZ	\$ 19,675,794	SC/SEQ	4.50%	FIX/Z	38376XY72	April 2040
BZ	15,338,224							
Combination 29(6)								
AV	\$ 2,791,000	VD	\$ 25,489,000	SC/SEQ/AD	4.50%	FIX	38376XY80	December 2039
BV	9,871,000							
VA	2,827,000							
VE	10,000,000							
Combination 30(6)								
AV	\$ 2,791,000	BY	\$ 45,164,794	SC/SEQ/PT	4.50%	FIX	38376XY98	April 2040
BV	9,871,000							
AZ	4,337,570							
BZ	15,338,224							
VA	2,827,000							
VE	10,000,000							
<b>Security Group 4</b>								
Combination 31								
DA	\$ 18,436,000	DB	\$ 19,509,349	SC/PT	5.00%	FIX	38376XZ22	January 2040
DC	1,073,349							

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 5</b>								
Combination 32								
VG	\$ 10,141,000	VL	\$ 20,413,000	SEQ/AD	4.50%	FIX	38376XZ30	October 2028
VH	10,272,000							
Combination 33								
VG	\$ 10,141,000	EY	\$ 36,172,000	SEQ	4.50%	FIX	38376XZ48	April 2040
VH	10,272,000							
ZE	15,759,000							
Combination 34								
EM	\$ 15,760,000	EL	\$ 51,932,000	SEQ	4.50%	FIX	38376XZ55	April 2040
VG	10,141,000							
VH	10,272,000							
ZE	15,759,000							
Combination 35								
EI	\$ 54,886,286	EA	\$ 128,068,000	SEQ	3.00%	FIX	38376XZ63	April 2035
EO	128,068,000							
SE	54,886,286							
Combination 36								
EI	\$ 59,460,143	EB	\$ 128,068,000	SEQ	3.25%	FIX	38376XZ71	April 2035
EO	128,068,000							
SE	59,460,143							
Combination 37								
EI	\$ 64,034,000	EC	\$ 128,068,000	SEQ	3.50%	FIX	38376XZ89	April 2035
EO	128,068,000							
SE	64,034,000							

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 38									
EI	\$ 68,607,858	ED	\$128,068,000	SEQ	3.75%	FIX	38376XZ97	April 2035	
EO	128,068,000								
SE	68,607,858								
Combination 39									
EI	\$ 73,181,715	EG	\$128,068,000	SEQ	4.00%	FIX	38376X2A0	April 2035	
EO	128,068,000								
SE	73,181,715								
Combination 40									
EI	\$ 77,755,572	EH	\$128,068,000	SEQ	4.25%	FIX	38376X2B8	April 2035	
EO	128,068,000								
SE	77,755,572								
Combination 41									
EI	\$ 82,329,428	EJ	\$128,068,000	SEQ	4.50%	FIX	38376X2C6	April 2035	
EO	128,068,000								
SE	82,329,428								
Combination 42									
EI	\$ 45,738,572	EW	\$128,068,000	SEQ	2.50%	FIX	38376X2D4	April 2035	
EO	128,068,000								
SE	45,738,572								
Combination 43									
EI	\$ 50,312,429	EU	\$128,068,000	SEQ	2.75%	FIX	38376X2E2	April 2035	
EO	128,068,000								
SE	50,312,429								

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 44								
EI	\$ 82,329,428	E	\$ 143,828,000	SEQ	4.50%	FIX	38376X2F9	December 2036
EM	15,760,000							
EO	128,068,000							
SE	82,329,428							
Combination 45								
EI	\$ 82,329,428	FE	\$ 82,329,428	SEQ	(5)	FLT	38376X2G7	April 2035
EO	82,329,428							

(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) Combinations 26 through 30 are derived from REMIC Classes of separate Security Groups.

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



\$776,637,000

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-060

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-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 May 28, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
AJ	\$ 30,000,000	4.0%	SEQ	FIX	38377EG99	December 2024
AY	1,361,000	4.0	SEQ	FIX	38377EH23	May 2025
DO(1)	70,276,000	0.0	SEQ	PO	38377EH31	May 2023
DS(1)	40,157,714	(5)	NTL(SEQ)	INV/IO	38377EH49	May 2023
DY	15,000,000	4.0	SEQ	FIX	38377EH56	May 2025
FI(1)	40,157,714	(5)	NTL(SEQ)	FLT/IO	38377EH64	May 2023
<b>Security Group 2</b>						
FA(1)	20,000,000	(5)	PT	FLT	38377EH72	May 2040
GA	5,682,000	4.5	SUP	FIX	38377EH80	August 2039
GB	2,662,000	4.5	SUP	FIX	38377EH98	February 2040
GC	1,184,000	4.5	SUP	FIX	38377EJ21	April 2040
GD	656,000	4.5	SUP	FIX	38377EJ39	May 2040
GE	1,400,000	4.5	PAC II	FIX	38377EJ47	May 2040
GF	2,400,000	(5)	SUP	FLT	38377EJ54	August 2039
GH	1,750,000	4.5	TAC	FIX	38377EJ62	August 2039
GJ	750,000	4.5	SUP	FIX	38377EJ70	August 2039
GS	500,000	(5)	SUP	INV	38377EJ88	August 2039
QD	35,266,000	3.0	PAC I	FIX	38377EJ96	May 2035
QE	6,366,000	4.5	PAC I	FIX	38377EK29	October 2039
QG	12,535,000	4.5	PAC I	FIX	38377EK37	March 2039
QH	7,149,000	4.5	PAC I	FIX	38377EK45	May 2040
QI	10,579,800	5.0	NTL(PAC I)	FIX/IO	38377EK52	May 2035
SC(1)	20,000,000	(5)	NTL(PT)	INV/IO	38377EK60	May 2040
SG	1,700,000	(5)	SUP	INV	38377EK78	August 2039
TB(1)	20,000,000	(5)	NTL(PT)	INV/IO	38377EK86	May 2040
TC(1)	20,000,000	(5)	NTL(PT)	INV/IO	38377EK94	May 2040
<b>Security Group 3</b>						
F(1)	100,000,000	(5)	PT	FLT	38377EL28	May 2040
HF(1)	44,807,142	(5)	TAC/AD	FLT	38377EL36	May 2040
HS(1)	24,892,858	(5)	TAC/AD	INV	38377EL44	May 2040
KI(1)	58,206,857	(5)	NTL(PAC I)	FLT/IO	38377EL51	June 2033
KO(1)	90,544,000	0.0	PAC I	PO	38377EL69	June 2033
KS(1)	58,206,857	(5)	NTL(PAC I)	INV/IO	38377EL77	June 2033
MI(1)	45,664,714	(5)	NTL(PAC I)	FLT/IO	38377EL85	March 2038
MO(1)	71,034,000	0.0	PAC I	PO	38377EL93	March 2038
MS(1)	45,664,714	(5)	NTL(PAC I)	INV/IO	38377EM27	March 2038
PH	19,492,000	4.5	PAC I	FIX	38377EM35	April 2039
PI(1)	59,965,071	(5)	NTL(PAC I)	FLT/IO	38377EM43	April 2039
PL	32,158,000	4.5	PAC I	FIX	38377EM50	May 2040
PM(1)	7,251,000	4.5	PAC II/AD	FIX	38377EM68	May 2040
PN(1)	9,530,000	4.5	PAC III/AD	FIX	38377EM76	May 2040
PO(1)	93,279,000	0.0	PAC I	PO	38377EM84	April 2039
PS(1)	59,965,071	(5)	NTL(PAC I)	INV/IO	38377EM92	April 2039
SE(1)	100,000,000	(5)	NTL(PT)	INV/IO	38377EN26	May 2040
SI(1)	100,000,000	(5)	NTL(PT)	INV/IO	38377EN34	May 2040
TK(1)	58,206,857	(5)	NTL(PAC I)	INV/IO	38377EN42	June 2033
TM(1)	45,664,714	(5)	NTL(PAC I)	INV/IO	38377EN59	March 2038
TZ	7,012,000	4.5	SUP	FIX/Z	38377EN67	May 2040
<b>Security Group 4</b>						
SW(1)	31,135,714	(5)	NTL(PAC/AD)	INV/IO	38377EN75	May 2038
VP(1)	4,026,000	5.0	PAC/AD	FIX	38377EN83	January 2023
WI(1)	31,135,714	(5)	NTL(PAC/AD)	FLT/IO	38377EN91	May 2038
WO(1)	43,590,000	0.0	PAC/AD	PO	38377EP24	May 2038
ZP(1)	4,589,000	5.0	PAC/AD	FIX/Z	38377EP32	May 2040
ZW	7,795,000	5.0	SUP	FIX/Z	38377EP40	May 2040
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38377EP57	May 2040

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

Deutsche Bank Securities

Aladdin Capital LLC

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

## TERMS SHEET

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

**Sponsor:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** May 28, 2010

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

**Trust Assets:**

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Trust 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>			
\$116,637,000	179	1	4.50%
<b>Group 2 Trust Assets</b>			
\$100,000,000	359	1	5.30%
<b>Group 3 Trust Assets</b>			
\$500,000,000	358	2	5.29%
<b>Group 4 Trust Assets<sup>4</sup></b>			
\$60,000,000	355	5	5.41%

<sup>1</sup> As of May 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 2, 3 and 4 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

<sup>4</sup> The Mortgage Loans underlying the Group 4 Trust Assets include higher balance Mortgage Loans. See “Risk Factors” in this Supplement.

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

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a 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
DF . . . . .	LIBOR + 0.40%	0.6500000%	0.40%	7.00000000%	0	0.00%
DS. . . . .	6.60% – LIBOR	6.3500000%	0.00%	6.60000000%	0	6.60%
F. . . . .	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
FA. . . . .	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
FB. . . . .	LIBOR + 0.55%	0.8900000%	0.55%	7.00000000%	0	0.00%
FC. . . . .	LIBOR + 0.60%	0.9400000%	0.60%	7.00000000%	0	0.00%
FE. . . . .	LIBOR + 0.55%	0.8900000%	0.55%	7.00000000%	0	0.00%
FI . . . . .	LIBOR + 0.40%	0.6500000%	0.40%	7.00000000%	0	0.00%
FK. . . . .	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
FN. . . . .	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
FW . . . . .	LIBOR + 0.45%	0.7000000%	0.45%	7.00000000%	0	0.00%
GF . . . . .	LIBOR + 1.30%	1.6400000%	1.30%	6.50000000%	0	0.00%
GS. . . . .	11.70% – (LIBOR x 2.25)	10.9350000%	0.00%	11.70000000%	0	5.20%
HF . . . . .	LIBOR + 1.00%	1.3400000%	1.00%	7.00000000%	0	0.00%
HS. . . . .	10.79999966% – (LIBOR x 1.7999999)	10.1879997%	0.00%	10.79999966%	0	6.00%
KF. . . . .	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
KI . . . . .	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
KS. . . . .	6.50% – LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
MF . . . . .	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
MI. . . . .	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
MS . . . . .	6.50% – LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
NF. . . . .	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
NS. . . . .	6.50% – LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
PF. . . . .	LIBOR + 0.45%	0.7900000%	0.45%	7.00000000%	0	0.00%
PI . . . . .	LIBOR + 0.45%	0.7900000%	0.45%	7.00000000%	0	0.00%
PS. . . . .	6.55% – LIBOR	6.2100000%	0.00%	6.55000000%	0	6.55%
S. . . . .	6.50% – LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
SA. . . . .	6.50% – LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
SB. . . . .	6.45% – LIBOR	6.1100000%	0.00%	6.45000000%	0	6.45%
SC. . . . .	6.40% – LIBOR	6.0600000%	0.00%	6.40000000%	0	6.40%

<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>
SE . . . . .	6.45% – LIBOR	6.1100000%	0.00%	6.45000000%	0	6.45%
SG. . . . .	6.90% – (LIBOR x 0.75)	6.6450000%	3.00%	6.90000000%	0	5.20%
SI . . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05000000%	0	6.50%
SK. . . . .	6.60% – LIBOR	6.2600000%	0.00%	6.60000000%	0	6.60%
SN. . . . .	6.60% – LIBOR	6.2600000%	0.00%	6.60000000%	0	6.60%
SW . . . . .	6.55% – LIBOR	6.3000000%	0.00%	6.55000000%	0	6.55%
TB. . . . .	6.50% – LIBOR	0.0500000%	0.00%	0.05000000%	0	6.50%
TC. . . . .	6.45% – LIBOR	0.0500000%	0.00%	0.05000000%	0	6.45%
TK . . . . .	6.60% – LIBOR	0.1000000%	0.00%	0.10000000%	0	6.60%
TM . . . . .	6.60% – LIBOR	0.1000000%	0.00%	0.10000000%	0	6.60%
WI . . . . .	LIBOR + 0.45%	0.7000000%	0.45%	7.00000000%	0	0.00%

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

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

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

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 73.1123057006%, sequentially, to DO and DY, in that order, until retired.
2. 26.8876942994%, sequentially, to AJ and AY, in that order, until retired.

**SECURITY GROUP 2**

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

1. 20% to FA, until retired.
2. 80% in the following order of priority:
  - a. Sequentially, to QD, QE, QG and QH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  - b. To GE, until reduced to its Scheduled Principal Balance for that Distribution Date;
  - c. Concurrently, as follows:
    - i. 80.4412455015%, concurrently, to GA, GF, GS and SG, pro rata, until retired; and
    - ii. 19.5587544985% in the following order of priority:
      - (a) To GH, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - (b) To GJ, until retired; and
      - (c) To GH, without regard to its Scheduled Principal Balance, until retired;
  - d. Sequentially, to GB, GC and GD, in that order, until retired;

- e. To GE, without regard to its Scheduled Principal Balance, until retired; and
- f. Sequentially, to QD, QE, QG and QH, 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 TZ Accrual Amount will be allocated as follows:

- The TZ Accrual Amount in the following order of priority:
  1. To HF, HS, PM and PN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To PN, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - c. Concurrently, to HF and HS, pro rata, until retired;
    - d. To PN, without regard to its Scheduled Principal Balance, until retired; and
    - e. To PM, without regard to its Scheduled Principal Balance, until retired;
  2. To TZ, until retired.
- The Group 3 Adjusted Principal Distribution Amount concurrently as follows:
  1. 20% to F, until retired;
  2. 80% in the following order of priority:
    - a. To KO, MO, PH, PL and PO, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. Concurrently, as follows:
        - (a) 65.9998760703%, sequentially, to KO, MO and PH, in that order, until retired; and
        - (b) 34.0001239297% to PO, until retired;
      - ii. To PL, until retired;
    - b. To HF, HS, PM and PN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - ii. To PN, until reduced to its Scheduled Principal Balance for that Distribution Date;
      - iii. Concurrently, to HF and HS, pro rata, until retired;
      - iv. To PN, without regard to its Scheduled Principal Balance, until retired; and
      - v. To PM, without regard to its Scheduled Principal Balance, until retired;
    - c. To TZ, until retired; and
    - d. To HF, HS, PM and PN, in the same manner and priority described in step 2.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

e. To KO, MO, PH, PL and PO, in the same manner and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

**SECURITY GROUP 4**

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

- The ZP Accrual Amount, sequentially, to VP and ZP, in that order, until retired.
- The Group 4 Principal Distribution Amount and the ZW Accrual Amount, in the following order of priority:
  1. Sequentially, to WO, VP and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
  2. To ZW, until retired; and
  3. Sequentially, to WO, VP and ZP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>Security Group 2</b>	
<b>PAC I Classes</b>	
QD, QE, QG and QH (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
GE . . . . .	128% PSA through 250% PSA
<b>TAC Class</b>	
GH . . . . .	200% PSA
<b>Security Group 3</b>	
<b>PAC I Classes</b>	
KO, MO, PH, PL and PO (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
PM . . . . .	127% PSA through 250% PSA
<b>PAC III Class</b>	
PN . . . . .	140% PSA through 250% PSA
<b>PAC II, PAC III and TAC Classes</b>	
HF, HS, PM and PN (in the aggregate). . . . .	250% PSA
<b>Security Group 4</b>	
<b>PAC Classes</b>	
VP, WO and ZP (in the aggregate)* . . . . .	148% PSA through 250% PSA

\* The initial Effective Range is 150% PSA through 250% PSA.

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

Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and 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>
DS . . . .	\$40,157,714	57.1428571429% of DO (SEQ Class)
FI . . . .	40,157,714	57.1428571429% of DO (SEQ Class)
ID . . . .	70,276,000	100% of DO (SEQ Class)
IK . . . .	81,489,600	90% of KO (PAC I Class)
IM . . . .	63,930,600	90% of MO (PAC I Class)
IN . . . .	145,420,200	90% of KO and MO (in the aggregate)(PAC I Classes)
IP . . . .	83,951,100	90% of PO (PAC I Class)
IW . . . .	43,590,000	100% of WO (PAC/AD Class)
KI . . . .	58,206,857	64.2857142857% of KO (PAC I Class)
KS . . . .	58,206,857	64.2857142857% of KO (PAC I Class)
MI . . . .	45,664,714	64.2857142857% of MO (PAC I Class)
MS . . . .	45,664,714	64.2857142857% of MO (PAC I Class)
NS . . . .	103,871,571	64.2857142857% of KO and MO (in the aggregate)(PAC I Classes)
PI . . . .	59,965,071	64.2857142857% of PO (PAC I Class)
PS . . . .	59,965,071	64.2857142857% of PO (PAC I Class)
QI . . . .	10,579,800	30% of QD (PAC I Class)
S . . . . .	100,000,000	100% of F (PT Class)
SA . . . .	20,000,000	100% of FA (PT Class)
SB . . . .	20,000,000	100% of FA (PT Class)
SC . . . .	20,000,000	100% of FA (PT Class)
SE . . . .	100,000,000	100% of F (PT Class)
SI . . . .	100,000,000	100% of F (PT Class)
SK . . . .	58,206,857	64.2857142857% of KO (PAC I Class)
SN . . . .	103,871,571	64.2857142857% of KO and MO (in the aggregate)(PAC I Classes)
SW . . . .	31,135,714	71.4285714286% of WO (PAC/AD Class)
TB . . . .	20,000,000	100% of FA (PT Class)
TC . . . .	20,000,000	100% of FA (PT Class)
TK . . . .	58,206,857	64.2857142857% of KO (PAC I Class)
TM . . . .	45,664,714	64.2857142857% of MO (PAC I Class)
WI . . . .	31,135,714	71.4285714286% of WO (PAC/AD Class)

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

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

Schedule I

Available Combinations(1)

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
DO	\$ 70,276,000	DA	\$ 70,276,000	SEQ	2.5%	FIX	38377EP65	May 2023
DS	25,098,572							
FI	25,098,572							
Combination 2								
DO	\$ 70,276,000	DC	\$ 70,276,000	SEQ	3.0%	FIX	38377EP73	May 2023
DS	30,118,286							
FI	30,118,286							
Combination 3								
DO	\$ 70,276,000	DG	\$ 70,276,000	SEQ	3.5%	FIX	38377EP81	May 2023
DS	35,138,000							
FI	35,138,000							
Combination 4								
DO	\$ 70,276,000	DJ	\$ 70,276,000	SEQ	4.0%	FIX	38377EP99	May 2023
DS	40,157,714							
FI	40,157,714							
Combination 5								
DO	\$ 40,157,714	DF	\$ 40,157,714	SEQ	(5)	FLT	38377EQ23	May 2023
FI	40,157,714							
Combination 6								
DS	\$ 40,157,714	ID	\$ 70,276,000	NTL(SEQ)	4.0%	FIX/IO	38377EQ31	May 2023
FI	40,157,714							

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 2</b>								
Combination 7								
FA	\$ 20,000,000	GP	\$ 20,000,000	PT	7.0%	FIX	38377EQ49	May 2040
SC	20,000,000							
TB	20,000,000							
TC	20,000,000							
Combination 8								
FA	\$ 20,000,000	FB	\$ 20,000,000	PT	(5)	FLT	38377EQ56	May 2040
TB	20,000,000							
Combination 9								
SC	\$ 20,000,000	SB	\$ 20,000,000	NTL(PT)	(5)	INV/IO	38377EQ64	May 2040
TC	20,000,000							
Combination 10								
FA	\$ 20,000,000	FC	\$ 20,000,000	PT	(5)	FLT	38377EQ72	May 2040
TB	20,000,000							
TC	20,000,000							
Combination 11								
SC	\$ 20,000,000	SA	\$ 20,000,000	NTL(PT)	(5)	INV/IO	38377EQ80	May 2040
TB	20,000,000							
TC	20,000,000							
<b>Security Group 3</b>								
Combination 12								
HF	\$ 44,807,142	H	\$ 69,700,000	TAC/AD	4.5%	FIX	38377EQ98	May 2040
HS	24,892,858							
Combination 13								
SE	\$100,000,000	S	\$100,000,000	NTL(PT)	(5)	INV/IO	38377ER22	May 2040
SI	100,000,000							

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 14								
F	\$100,000,000	FE	\$100,000,000	PT	(5)	FLT	38377ER30	May 2040
SI	100,000,000							
Combination 15								
F	\$100,000,000	MW	\$100,000,000	PT	7.0%	FIX	38377ER48	May 2040
SE	100,000,000							
SI	100,000,000							
Combination 16								
HF	\$ 44,807,142	PT	\$ 79,230,000	TAC/AD	4.5%	FIX	38377ER55	May 2040
HS	24,892,858							
PN	9,530,000							
Combination 17								
HF	\$ 44,807,142	VT	\$ 86,481,000	TAC/AD	4.5%	FIX	38377ER63	May 2040
HS	24,892,858							
PM	7,251,000							
PN	9,530,000							
Combination 18								
PI	\$ 39,976,715	PA	\$ 93,279,000	PAC I	3.0%	FIX	38377ER71	April 2039
PO	93,279,000							
PS	39,976,715							
Combination 19								
PI	\$ 46,639,500	PB	\$ 93,279,000	PAC I	3.5%	FIX	38377ER89	April 2039
PO	93,279,000							
PS	46,639,500							

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)
Combination 20								
PI	\$ 53,302,286	PC	\$ 93,279,000	PAC I	4.0%	FIX	38377ER97	April 2039
PO	93,279,000							
PS	53,302,286							
Combination 21								
PI	\$ 59,965,071	PD	\$ 93,279,000	PAC I	4.5%	FIX	38377ES21	April 2039
PO	93,279,000							
PS	59,965,071							
Combination 22								
PI	\$ 59,965,071	PE	\$ 83,951,100	PAC I	5.0%	FIX	38377ES39	April 2039
PO	83,951,100							
PS	59,965,071							
Combination 23								
PI	\$ 59,965,071	PG	\$ 76,319,182	PAC I	5.5%	FIX	38377ES47	April 2039
PO	76,319,182							
PS	59,965,071							
Combination 24								
PI	\$ 59,965,071	IP	\$ 83,951,100	NTL(PAC I)	5.0%	FIX/IO	38377ES54	April 2039
PS	59,965,071							
Combination 25								
PI	\$ 59,965,071	PF	\$ 59,965,071	PAC I	(5)	FLT	38377ES62	April 2039
PO	59,965,071							
Combination 26								
KI	\$ 58,206,857	FK	\$ 58,206,857	PAC I	(5)	FLT	38377ES70	June 2033
KO	58,206,857							

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 27								
KI	\$ 58,206,857	KF	\$ 58,206,857	PAC I	(5)	FLT	38377ES88	June 2033
KO	58,206,857							
TK	58,206,857							
Combination 28								
KS	\$ 58,206,857	SK	\$ 58,206,857	NTL(PAC I)	(5)	INV/IO	38377ES96	June 2033
TK	58,206,857							
Combination 29								
KI	\$ 25,869,715	KA	\$ 90,544,000	PAC I	2.0%	FIX	38377ET20	June 2033
KO	90,544,000							
KS	25,869,715							
TK	25,869,715							
Combination 30								
KI	\$ 32,337,143	KB	\$ 90,544,000	PAC I	2.5%	FIX	38377ET38	June 2033
KO	90,544,000							
KS	32,337,143							
TK	32,337,143							
Combination 31								
KI	\$ 38,804,572	KC	\$ 90,544,000	PAC I	3.0%	FIX	38377ET46	June 2033
KO	90,544,000							
KS	38,804,572							
TK	38,804,572							
Combination 32								
KI	\$ 45,272,000	KD	\$ 90,544,000	PAC I	3.5%	FIX	38377ET53	June 2033
KO	90,544,000							
KS	45,272,000							
TK	45,272,000							

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 33								
KI	\$ 51,739,429	KE	\$ 90,544,000	PAC I	4.0%	FIX	38377ET61	June 2033
KO	90,544,000							
KS	51,739,429							
TK	51,739,429							
Combination 34								
KI	\$ 58,206,857	KG	\$ 90,544,000	PAC I	4.5%	FIX	38377ET79	June 2033
KO	90,544,000							
KS	58,206,857							
TK	58,206,857							
Combination 35								
KI	\$ 58,206,857	KH	\$ 81,489,600	PAC I	5.0%	FIX	38377ET87	June 2033
KO	81,489,600							
KS	58,206,857							
TK	58,206,857							
Combination 36								
KI	\$ 58,206,857	IK	\$ 81,489,600	NTL(PAC I)	5.0%	FIX/IO	38377ET95	June 2033
KS	58,206,857							
TK	58,206,857							
Combination 37								
MI	\$ 45,664,714	MF	\$ 45,664,714	PAC I	(5)	FLT	38377EU28	March 2038
MO	45,664,714							
TM	45,664,714							

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 38								
MI	\$ 30,443,143	MA	\$ 71,034,000	PAC I	3.0%	FIX	38377EU36	March 2038
MO	71,034,000							
MS	30,443,143							
TM	30,443,143							
Combination 39								
MI	\$ 35,517,000	MB	\$ 71,034,000	PAC I	3.5%	FIX	38377EU44	March 2038
MO	71,034,000							
MS	35,517,000							
TM	35,517,000							
Combination 40								
MI	\$ 40,590,858	MC	\$ 71,034,000	PAC I	4.0%	FIX	38377EU51	March 2038
MO	71,034,000							
MS	40,590,858							
TM	40,590,858							
Combination 41								
MI	\$ 45,664,714	MD	\$ 71,034,000	PAC I	4.5%	FIX	38377EU69	March 2038
MO	71,034,000							
MS	45,664,714							
TM	45,664,714							
Combination 42								
MI	\$ 45,664,714	ME	\$ 63,930,600	PAC I	5.0%	FIX	38377E4F8	March 2038
MO	63,930,600							
MS	45,664,714							
TM	45,664,714							

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 43								
MI	\$ 45,664,714	IM	\$ 63,930,600	NTL(PAC I)	5.0%	FIX/IO	38377EU77	March 2038
MS	45,664,714							
TM	45,664,714							
Combination 44								
KI	\$ 58,206,857	NE	\$ 145,420,200	PAC I	5.0%	FIX	38377EU85	March 2038
KO	81,489,600							
KS	58,206,857							
MI	45,664,714							
MO	63,930,600							
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 45								
KI	\$ 58,206,857	ND	\$ 161,578,000	PAC I	4.5%	FIX	38377EU93	March 2038
KO	90,544,000							
KS	58,206,857							
MI	45,664,714							
MO	71,034,000							
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							

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 46								
KI	\$ 51,739,429	NC	\$161,578,000	PAC I	4.0%	FIX	38377EV27	March 2038
KO	90,544,000							
KS	51,739,429							
MI	40,590,858							
MO	71,034,000							
MS	40,590,858							
TK	51,739,429							
TM	40,590,858							
Combination 47								
KI	\$ 45,272,000	NB	\$161,578,000	PAC I	3.5%	FIX	38377EV35	March 2038
KO	90,544,000							
KS	45,272,000							
MI	35,517,000							
MO	71,034,000							
MS	35,517,000							
TK	45,272,000							
TM	35,517,000							
Combination 48								
KI	\$ 38,804,572	NA	\$161,578,000	PAC I	3.0%	FIX	38377EV43	March 2038
KO	90,544,000							
KS	38,804,572							
MI	30,443,143							
MO	71,034,000							
MS	30,443,143							
TK	38,804,572							
TM	30,443,143							

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 49								
KI	\$ 58,206,857	FN	\$103,871,571	PAC I	(5)	FLT	38377EV50	March 2038
KO	58,206,857							
MI	45,664,714							
MO	45,664,714							
Combination 50								
KI	\$ 58,206,857	NF	\$103,871,571	PAC I	(5)	FLT	38377EV68	March 2038
KO	58,206,857							
MI	45,664,714							
MO	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 51								
KS	\$ 58,206,857	SN	\$103,871,571	NTL(PAC I)	(5)	INV/IO	38377EV76	March 2038
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 52								
KI	\$ 58,206,857	IN	\$145,420,200	NTL(PAC I)	5.0%	FIX/IO	38377EV84	March 2038
KS	58,206,857							
MI	45,664,714							
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 53								
KS	\$ 58,206,857	NS	\$103,871,571	NTL(PAC I)	(5)	INV/IO	38377EV92	March 2038
MS	45,664,714							

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 4</b>								
Combination 54								
WI	\$ 31,135,714	FW	\$ 31,135,714	PAC/AD	(5)	FLT	38377EW26	May 2038
WO	31,135,714							
Combination 55								
SW	\$ 18,681,429	WA	\$ 43,590,000	PAC/AD	3.0%	FIX	38377EW34	May 2038
WI	18,681,429							
WO	43,590,000							
Combination 56								
SW	\$ 21,795,000	WB	\$ 43,590,000	PAC/AD	3.5%	FIX	38377EW42	May 2038
WI	21,795,000							
WO	43,590,000							
Combination 57								
SW	\$ 24,908,572	WC	\$ 43,590,000	PAC/AD	4.0%	FIX	38377EW59	May 2038
WI	24,908,572							
WO	43,590,000							
Combination 58								
SW	\$ 28,022,143	WD	\$ 43,590,000	PAC/AD	4.5%	FIX	38377EW67	May 2038
WI	28,022,143							
WO	43,590,000							
Combination 59								
SW	\$ 31,135,714	WE	\$ 43,590,000	PAC/AD	5.0%	FIX	38377EW75	May 2038
WI	31,135,714							
WO	43,590,000							
Combination 60								
VP	\$ 4,026,000	WP	\$ 8,615,000	PAC/AD	5.0%	FIX	38377EW83	May 2040
ZP	4,589,000							

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 61								
SW	\$ 31,135,714	IW	\$ 43,590,000	NTL(PAC/AD)	5.0%	FIX/IO	38377EW91	May 2038
WI	31,135,714							

(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.



\$225,895,861

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-082**

**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.

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>						
IO(1) . . . . .	\$ 6,000,000	5.0%	NTL (SC/SEQ)	FIX/IO	38377F5U1	March 2036
P(1) . . . . .	15,000,000	4.0	SC/SEQ	FIX	38377F5V9	November 2038
<b>Security Group 2</b>						
GA(1) . . . . .	18,274,445	2.5	SC/PAC/AD	FIX	38377F3D1	April 2039
GF(1) . . . . .	14,619,555	(5)	SC/PAC/AD	FLT	38377F3E9	April 2039
GS(1) . . . . .	14,619,555	(5)	NTL (SC/PAC/AD)	INV/IO	38377F3F6	April 2039
KA(1) . . . . .	47,737,000	2.0	SC/PAC/AD	FIX	38377F3G4	April 2039
KF(1) . . . . .	47,737,000	(5)	SC/PAC/AD	FLT	38377F3H2	April 2039
KS(1) . . . . .	47,737,000	(5)	NTL (SC/PAC/AD)	INV/IO	38377F3J8	April 2039
L . . . . .	8,701,000	4.5	SC/PAC/AD	FIX	38377F3K5	April 2039
PA(1) . . . . .	40,570,556	2.5	SC/PAC/AD	FIX	38377F3L3	April 2039
PF(1) . . . . .	32,456,444	(5)	SC/PAC/AD	FLT	38377F3M1	April 2039
PS(1) . . . . .	32,456,444	(5)	NTL (SC/PAC/AD)	INV/IO	38377F3N9	April 2039
Z . . . . .	799,861	4.5	SC/SUP	FIX/Z	38377F3P4	April 2039
<b>Residual</b>						
RR . . . . .	0	0.0	NPR	NPR	38377F3Q2	April 2039

**The Trust and its Assets**

The Trust will own certain previously issued certificates.

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

**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-6 which highlights some of these risks.**

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

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

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

**Deutsche Bank Securities**

**Aladdin Capital LLC**

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

## TERMS SHEET

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

**Sponsor:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** June 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 July 2010.

**Trust Assets:**

<u>Trust Asset Group or Subgroup<sup>(2)</sup></u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1A	Underlying Certificate	(1)	(1)
1B	Underlying Certificate	(1)	(1)
2	Underlying Certificates	(1)	(1)

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

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

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

**Characteristics of the Mortgage Loans Underlying the Trust Assets:**

See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a Weighted Average Coupon, 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>
GF .....	LIBOR + 0.4%	0.63%	0.4%	7.0%	0	0.0%
GS .....	6.6% – LIBOR	6.37%	0.0%	6.6%	0	6.6%
KF .....	LIBOR + 0.4%	0.63%	0.4%	7.0%	0	0.0%
KS .....	6.6% – LIBOR	6.37%	0.0%	6.6%	0	6.6%
PF .....	LIBOR + 0.4%	0.63%	0.4%	7.0%	0	0.0%
PS .....	6.6% – LIBOR	6.37%	0.0%	6.6%	0	6.6%

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

Class K is a Weighted Average Coupon Class. The Weighted Average Coupon Class will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC classes for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period, subject to certain limitations as set forth under “Description of Securities — Modification and Exchange” in this Supplement. The approximate initial Interest Rate for the Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is 6.0%.

**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 to P, until retired.

**SECURITY GROUP 2**

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

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently, to KA and KF, pro rata, until retired;
  - b. Concurrently, to PA and PF, pro rata, until retired;
  - c. Concurrently, to GA and GF, pro rata, until retired; and
  - d. To L, until retired.
2. To Z, until retired.
3. To the PAC Classes, in the same manner and priority described in step 1, but without regard to their Aggregate Scheduled Principal Balance, until retired.

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

<u>Class</u>	<u>Structuring Range</u>
--------------	--------------------------

**Security Group 2**

**PAC Classes**

GA, GF, KA, KF, L, PA and PF (in the aggregate)\* . . . . . 120% PSA through 250% PSA

\* The initial Effective Range is 126% PSA through 250% PSA.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
GS . . . . .	\$14,619,555	100% of GF (SC/PAC/AD Class)
IO . . . . .	6,000,000	100% of Subgroup 1A Trust Assets
KS . . . . .	47,737,000	100% of KF (SC/PAC/AD Class)
PS . . . . .	32,456,444	100% of PF (SC/PAC/AD Class)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
IO	\$ 6,000,000	K	\$ 15,000,000	SC/SEQ	(5)	WAC/DLY	38377F5W7	November 2038
P	15,000,000							
<b>Security Group 2</b>								
Combination 2								
KA	\$47,737,000	KB	\$ 53,041,111	SC/PAC/AD	2.5%	FIX	38377F3R0	April 2039
KF	5,304,111							
KS	5,304,111							
Combination 3								
KA	\$47,737,000	KC	\$ 59,671,250	SC/PAC/AD	3.0%	FIX	38377F3S8	April 2039
KF	11,934,250							
KS	11,934,250							
Combination 4								
KA	\$47,737,000	KD	\$ 68,195,714	SC/PAC/AD	3.5%	FIX	38377F3T6	April 2039
KF	20,458,714							
KS	20,458,714							
Combination 5								
KA	\$47,737,000	KE	\$ 79,561,666	SC/PAC/AD	4.0%	FIX	38377F3U3	April 2039
KF	31,824,666							
KS	31,824,666							
Combination 6								
KA	\$47,737,000	KG	\$ 95,474,000	SC/PAC/AD	4.5%	FIX	38377F3V1	April 2039
KF	47,737,000							
KS	47,737,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
KA	\$31,824,666	KH	\$ 79,561,666	SC/PAC/AD	5.0%	FIX	38377F3W9	April 2039
KF	47,737,000							
KS	47,737,000							
Combination 8								
KA	\$47,737,000	MB	\$105,313,125	SC/PAC/AD	3.0%	FIX	38377F3X7	April 2039
KF	11,934,250							
KS	11,934,250							
PA	40,570,556							
PF	5,071,319							
PS	5,071,319							
Combination 9								
KA	\$47,737,000	MC	\$120,357,857	SC/PAC/AD	3.5%	FIX	38377F3Y5	April 2039
KF	20,458,714							
KS	20,458,714							
PA	40,570,556							
PF	11,591,587							
PS	11,591,587							
Combination 10								
KA	\$47,737,000	MD	\$140,417,500	SC/PAC/AD	4.0%	FIX	38377F3Z2	April 2039
KF	31,824,666							
KS	31,824,666							
PA	40,570,556							
PF	20,285,278							
PS	20,285,278							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 11								
KA	\$47,737,000	ME	\$168,501,000	SC/PAC/AD	4.5%	FIX	38377F4A6	April 2039
KF	47,737,000							
KS	47,737,000							
PA	40,570,556							
PF	32,456,444							
PS	32,456,444							
Combination 12								
KA	\$31,824,666	MG	\$137,983,265	SC/PAC/AD	5.0%	FIX	38377F4B4	April 2039
KF	47,737,000							
KS	47,737,000							
PA	25,965,155							
PF	32,456,444							
PS	32,456,444							
Combination 13								
GA	\$18,274,445	NB	\$125,871,876	SC/PAC/AD	3.0%	FIX	38377F4C2	April 2039
GF	2,284,306							
GS	2,284,306							
KA	47,737,000							
KF	11,934,250							
KS	11,934,250							
PA	40,570,556							
PF	5,071,319							
PS	5,071,319							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
GA	\$18,274,445	NC	\$143,853,572	SC/PAC/AD	3.5%	FIX	38377F4D0	April 2039
GF	5,221,270							
GS	5,221,270							
KA	47,737,000							
KF	20,458,714							
KS	20,458,714							
PA	40,570,556							
PF	11,591,587							
PS	11,591,587							
Combination 15								
GA	\$18,274,445	ND	\$167,829,168	SC/PAC/AD	4.0%	FIX	38377F4E8	April 2039
GF	9,137,222							
GS	9,137,222							
KA	47,737,000							
KF	31,824,667							
KS	31,824,667							
PA	40,570,556							
PF	20,285,278							
PS	20,285,278							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
GA	\$18,274,445	NE	\$201,395,000	SC/PAC/AD	4.5%	FIX	38377F4F5	April 2039
GF	14,619,555							
GS	14,619,555							
KA	47,737,000							
KF	47,737,000							
KS	47,737,000							
PA	40,570,556							
PF	32,456,444							
PS	32,456,444							
Combination 17								
GA	\$11,695,644	NG	\$164,298,464	SC/PAC/AD	5.0%	FIX	38377F4G3	April 2039
GF	14,619,555							
GS	14,619,555							
KA	31,824,666							
KF	47,737,000							
KS	47,737,000							
PA	25,965,155							
PF	32,456,444							
PS	32,456,444							
Combination 18								
KA	\$47,737,000	MA	\$ 93,611,667	SC/PAC/AD	2.5%	FIX	38377F4H1	April 2039
KF	5,304,111							
KS	5,304,111							
PA	40,570,556							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
GA	\$18,274,445	NA	\$111,886,112	SC/PAC/AD	2.5%	FIX	38377F4J7	April 2039
KA	47,737,000							
KF	5,304,111							
KS	5,304,111							
PA	40,570,556							
Combination 20								
PA	\$40,570,556	PD	\$ 60,855,834	SC/PAC/AD	4.0%	FIX	38377F4K4	April 2039
PF	20,285,278							
PS	20,285,278							
Combination 21								
PA	\$40,570,556	PE	\$ 73,027,000	SC/PAC/AD	4.5%	FIX	38377F4L2	April 2039
PF	32,456,444							
PS	32,456,444							
Combination 22								
PA	\$25,965,155	PG	\$ 58,421,599	SC/PAC/AD	5.0%	FIX	38377F4M0	April 2039
PF	32,456,444							
PS	32,456,444							
Combination 23								
GA	\$18,274,445	GP	\$ 32,894,000	SC/PAC/AD	4.5%	FIX	38377F4N8	April 2039
GF	14,619,555							
GS	14,619,555							

- 
- (1) All exchanges must comply with minimum denominations restrictions.
  - (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance 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.

Underlying Certificates

Trust Asset Group or Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal 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 Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
1A	Ginnie Mae	2010-027	PI(3)(4)	February 26, 2010	38376WV51	5.0%	FIX/IO	March 2036	NTL (SC/PAC/AD)	\$ 61,554,600	0.97996266	\$ 6,000,000	9.9467501698%	5.331%	352	7	II
1B	Ginnie Mae	2010-039	PE(3)(4)	March 30, 2010	38376XEX7	4.0	FIX	November 2038	SC/SEQ	798,027,000	1.00000000	15,000,000	1.8796356514%	5.343	351	8	II
2	Ginnie Mae	2009-104	NK(3)	November 30, 2009	38376JLC6	4.5	FIX	July 2036	PAC I	108,487,000	0.96931340	19,870,924	18.8962732862%	5.331	352	7	II
2	Ginnie Mae	2010-060	ND(3)	May 28, 2010	38377EU93	4.5	FIX	March 2038	PAC I	161,578,000	0.99713739	120,366,832	74.7084287465%	5.297	357	3	II
2	Ginnie Mae	2009-121	XE(5)	December 30, 2009	38376PAX8	4.5	FIX	February 2038	SC/PT	14,932,101	1.00000000	14,432,101	96.6515093891%	5.381	349	9	II
2	Ginnie Mae	2010-060	PH	May 28, 2010	38377EM35	4.5	FIX	April 2039	PAC I	19,492,000	1.00000000	19,492,000	100.0000000000%	5.297	357	3	II
2	Ginnie Mae	2010-060	MD(3)	May 28, 2010	38377EU69	4.5	FIX	March 2038	PAC I	71,034,000	1.00000000	17,965,615	25.2915716417%	5.297	357	3	II
2	Ginnie Mae	2009-116	KL(3)	December 30, 2009	38376S35	4.5	FIX	August 2037	PAC I	319,530,000	0.97528523	18,768,389	6.0225956874%	5.331	352	7	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factor is as of June 2010.
- (3) MX Class

(4) Ginnie Mae 2010-027 Class PI is backed by a previously issued MX certificate, Class LA from Ginnie Mae MX Trust 2009-113. Ginnie Mae 2010-039 Class PE is backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Pages, Terms Sheets and Schedules I from Ginnie Mae REMIC Trusts 2009-113 and 2010-003 are included in Exhibit B.

(5) Ginnie Mae 2009-121 Class XE is backed by previously issued certificates, Classes XB and XC from Ginnie Mae REMIC Trust 2009-074, copies of the Cover Page and Terms Sheet from which are included in Exhibit B to this Supplement.



**\$910,291,308**

**Government National Mortgage Association**

**GINNIE MAE<sup>®</sup>**

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

**Ginnie Mae REMIC Trust 2010-093**

**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 July 30, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
HF	\$ 70,052,400	(5)	SUP	FLT	38374YAA1	July 2040
PB(1)	10,000,000	4.50%	PAC	FIX	38374YAB9	December 2035
PC(1)	94,446,000	4.50	PAC	FIX	38374YAC7	August 2039
PD(1)	22,645,000	4.50	PAC	FIX	38374YAD5	May 2040
PE	100,003,685	2.25	PAC	FIX	38374YAE3	June 2035
PF(1)	90,003,315	(5)	PAC	FLT	38374YAF0	June 2035
PI(1)	90,003,315	(5)	NTL(PAC)	INV/IO	38374YAG8	June 2035
PL(1)	5,607,000	4.50	PAC	FIX	38374YAH6	July 2040
SH(1)	18,777,935	(5)	SUP	INV	38374YAJ2	July 2040
SP(1)	90,003,315	(5)	NTL(PAC)	INV/IO	38374YAK9	June 2035
TS(1)	8,464,665	(5)	SUP	INV	38374YAL7	July 2040
<b>Security Group 2</b>						
D(1)	95,298,428	(5)	NTL(PAC I)	FLT/IO	38374YAM5	November 2032
DI(1)	95,298,428	(5)	NTL(PAC I)	INV/IO	38374YAN3	November 2032
DO(1)	148,242,000	0.00	PAC I	PO	38374YAP8	November 2032
G(1)	29,718,642	(5)	NTL(PAC I)	FLT/IO	38374YAP6	February 2039
GI(1)	29,718,642	(5)	NTL(PAC I)	INV/IO	38374YAR4	February 2039
GO(1)	46,229,000	0.00	PAC I	PO	38374YAS2	February 2039
LP	45,286,000	4.50	PAC I	FIX	38374YAT0	July 2040
N(1)	69,796,928	(5)	NTL(PAC I)	FLT/IO	38374YAU7	July 2037
NI(1)	69,796,928	(5)	NTL(PAC I)	INV/IO	38374YAV5	July 2037
NO(1)	108,573,000	0.00	PAC I	PO	38374YAW3	July 2037
PM(1)	10,405,000	4.50	PAC II/AD	FIX	38374YAX1	July 2040
SD(1)	95,298,428	(5)	NTL(PAC I)	INV/IO	38374YAY9	November 2032
SI(1)	95,298,428	(5)	NTL(PAC I)	INV/IO	38374YAZ6	November 2032
ST(1)	29,718,642	(5)	NTL(PAC I)	INV/IO	38374YBA0	February 2039
SU(1)	69,796,928	(5)	NTL(PAC I)	INV/IO	38374YBB8	July 2037
VM	30,311,000	4.50	TAC/AD	FIX	38374YBC6	July 2040
VN(1)	10,103,000	4.50	TAC/AD	FIX	38374YBD4	July 2040
VZ	1,000	4.50	TAC/AD	FIX/Z	38374YBE2	July 2040
ZT	4,200,000	4.50	SUP	FIX/Z	38374YBF9	July 2040
ZX	50,000,000	4.50	TAC/AD	FIX/Z	38374YBG7	July 2040
<b>Security Group 3</b>						
FV(1)	30,229,308	(5)	SC/SEQ	FLT	38374YBH5	April 2039
FW(1)	6,712,000	(5)	SC/SEQ	FLT	38374YBJ1	April 2039
SE	36,941,308	(5)	NTL(SC/PT)	INV/IO	38374YBK8	April 2039
WI(1)	6,712,000	(5)	NTL(SC/SEQ)	INV/IO	38374YBL6	April 2039
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38374YBM4	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.

**Deutsche Bank Securities**

**Aladdin Capital LLC**

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

## TERMS SHEET

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

**Sponsor:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** July 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 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	Underlying Certificates	(1)	(1)

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust 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>			
\$420,000,000	358	2	4.92%
<b>Group 2 Trust Assets</b>			
\$453,350,000	358	2	4.92%

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

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the related 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
D . . . . .	LIBOR + 0.25%	0.60000000%	0.250%	7.00000000%	0	0.000%
DF . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
DI . . . . .	6.65% – LIBOR	0.05000000%	0.000%	0.05000000%	0	6.650%
DS . . . . .	6.65% – LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
F . . . . .	LIBOR + 0.25%	0.60000000%	0.250%	7.00000000%	0	0.000%
FD . . . . .	LIBOR + 0.40%	0.75000000%	0.400%	7.00000000%	0	0.000%
FE . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FG . . . . .	LIBOR + 0.40%	0.75000000%	0.400%	7.00000000%	0	0.000%
FK . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FN . . . . .	LIBOR + 0.40%	0.75000000%	0.400%	7.00000000%	0	0.000%
FP . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FV . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FW . . . . .	LIBOR + 0.10%	0.45000000%	0.100%	7.00000000%	0	0.000%
G . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
GF . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
GI . . . . .	6.65% – LIBOR	0.05000000%	0.000%	0.05000000%	0	6.650%
GS . . . . .	6.65% – LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
HF . . . . .	LIBOR + 1.025%	1.37500000%	1.025%	6.25000000%	0	0.000%
HS . . . . .	13.43571428% – (LIBOR x 2.57142857)	12.53571428%	0.000%	13.43571428%	0	5.225%
N . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
NF . . . . .	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
NI . . . . .	6.65% – LIBOR	0.05000000%	0.000%	0.05000000%	0	6.650%
NS . . . . .	6.65% – LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
PF . . . . .	LIBOR + 0.30%	0.65000000%	0.300%	7.00000000%	0	0.000%
PI . . . . .	6.70% – LIBOR	0.05000000%	0.000%	0.05000000%	0	6.700%
PS . . . . .	6.70% – LIBOR	6.35000000%	0.000%	6.70000000%	0	6.700%
S . . . . .	6.75% – LIBOR	6.40000000%	0.000%	6.75000000%	0	6.750%
SD . . . . .	6.60% – LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SE . . . . .	6.65% – LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
SG . . . . .	6.60% – LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SH . . . . .	16.78756475% – (LIBOR x 3.73056995)	15.48186527%	0.000%	16.78756475%	0	4.500%
SI . . . . .	6.75% – LIBOR	0.10000000%	0.000%	0.10000000%	0	6.750%
SN . . . . .	6.60% – LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SP . . . . .	6.65% – LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
ST . . . . .	6.60% – LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SU . . . . .	6.60% – LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%

<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>
TS . . . . .	43.24137927% – (LIBOR x 8.27586206)	6.00000000%	0.000%	6.00000000%	0	5.225%
WI . . . . .	6.90% – LIBOR	0.25000000%	0.000%	0.25000000%	0	6.900%

- (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 as follows:

1. To the Group 1 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently, to PE and PF, pro rata, until retired; and
  - b. Sequentially, to PB, PC, PD and PL, in that order, until retired.
2. Concurrently, to HF, SH and TS, pro rata, until retired.
3. To the Group 1 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 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 VZ, ZT and ZX Accrual Amounts will be allocated as follows:

- The VZ Accrual Amount, sequentially, to VN and VZ, in that order, until retired.
- The ZX Accrual Amount in the following order of priority:
  1. To VM, VN and VZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - (i) To VM, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - (ii) Sequentially, to VN and VZ, in that order, until retired; and
    - (iii) To VM, without regard to its Scheduled Principal Balance, until retired.
  2. To ZX, until retired.
- The ZT Accrual Amount in the following order of priority:
  1. To PM, VM, VN, VZ and ZX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

b. To VM, VN and VZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

(ii) Sequentially, to VN and VZ, in that order, until retired; and

(iii) To VM, without regard to its Scheduled Principal Balance, until retired;

c. To ZX, until retired;

d. To VM, VN and VZ, in the same manner and priority described in step 1.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

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

2. To ZT, until retired.

• The Group 2 Adjusted Principal Distribution Amount in the following order of priority:

1. Sequentially, to DO, NO, GO and LP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.

2. To PM, VM, VN, VZ and ZX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

b. To VM, VN and VZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

(ii) Sequentially, to VN and VZ, in that order, until retired; and

(iii) To VM, without regard to its Scheduled Principal Balance, until retired;

c. To ZX, until retired;

d. To VM, VN and VZ, in the same manner and priority described in step 2.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

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

3. To ZT, until retired.

4. To PM, VM, VN, VZ and ZX, in the same manner and priority described in step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

5. Sequentially, to DO, NO, GO and LP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount, sequentially, to FW and FV, in that order, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>Security Group 1</b>	
<b>PAC Classes</b>	
PB, PC, PD, PE, PF and PL (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>Security Group 2</b>	
<b>PAC I Classes</b>	
DO, GO, LP and NO (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
PM . . . . .	130% PSA through 250% PSA
<b>PAC II and TAC Classes</b>	
PM, VM, VN, VZ and ZX (in the aggregate) . . . . .	267% PSA
<b>TAC Classes</b>	
VM . . . . .	180% PSA
VM, VN and VZ (in the aggregate) . . . . .	180% 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>
D . . . . .	\$95,298,428	64.2857142857% of DO (PAC I Class)
DI . . . . .	95,298,428	64.2857142857% of DO (PAC I Class)
DS . . . . .	95,298,428	64.2857142857% of DO (PAC I Class)
G . . . . .	29,718,642	64.2857142857% of GO (PAC I Class)
GI . . . . .	29,718,642	64.2857142857% of GO (PAC I Class)
GS . . . . .	194,813,998	64.2857142857% of DO, GO and NO (in the aggregate) (PAC I Classes)
N . . . . .	69,796,928	64.2857142857% of NO (PAC I Class)
NI . . . . .	69,796,928	64.2857142857% of NO (PAC I Class)
NS . . . . .	165,095,356	64.2857142857% of DO and NO (in the aggregate) (PAC I Classes)
PI . . . . .	90,003,315	100% of PF (PAC Class)
PS . . . . .	90,003,315	100% of PF (PAC Class)
S . . . . .	95,298,428	64.2857142857% of DO (PAC I Class)
SD . . . . .	95,298,428	64.2857142857% of DO (PAC I Class)
SE . . . . .	36,941,308	100% of FV and FW (in the aggregate) (SC/SEQ Classes)
SG . . . . .	194,813,998	64.2857142857% of DO, GO and NO (in the aggregate) (PAC I Classes)
SI . . . . .	95,298,428	64.2857142857% of DO (PAC I Class)
SN . . . . .	165,095,356	64.2857142857% of DO and NO (in the aggregate) (PAC I Classes)
SP . . . . .	90,003,315	100% of PF (PAC Class)
ST . . . . .	29,718,642	64.2857142857% of GO (PAC I Class)
SU . . . . .	69,796,928	64.2857142857% of NO (PAC I Class)
WI . . . . .	6,712,000	100% of FW (SC/SEQ Class)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
SH	\$ 18,777,935	HS	\$ 27,242,600	SUP	(5)	INV	38374YBN2	July 2040
TS	8,464,665							
Combination 2								
PD	\$ 22,645,000	PH	\$ 28,252,000	PAC	4.5%	FIX	38374YBP7	July 2040
PL	5,607,000							
Combination 3								
PB	\$ 10,000,000	PG	\$127,091,000	PAC	4.5%	FIX	38374YBQ5	May 2040
PC	94,446,000							
PD	22,645,000							
Combination 4								
PI	\$ 90,003,315	PS	\$ 90,003,315	NTL(PAC)	(5)	INV/IO	38374YBR3	June 2035
SP	90,003,315							
Combination 5								
PI	\$ 90,003,315	FP	\$ 90,003,315	PAC	(5)	FLT	38374YBS1	June 2035
PF	90,003,315							
<b>Security Group 2</b>								
Combination 6								
D	\$ 52,943,572	DB	\$148,242,000	PAC I	2.5%	FIX	38374YBT9	November 2032
DI	52,943,572							
DO	148,242,000							
SD	52,943,572							
SI	52,943,572							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
D	\$ 63,532,286	DC	\$148,242,000	PAC I	3.0%	FIX	38374YBU6	November 2032
DI	63,532,286							
DO	148,242,000							
SD	63,532,286							
SI	63,532,286							
Combination 8								
D	\$ 74,121,000	DE	\$148,242,000	PAC I	3.5%	FIX	38374YBV4	November 2032
DI	74,121,000							
DO	148,242,000							
SD	74,121,000							
SI	74,121,000							
Combination 9								
D	\$ 84,709,715	DG	\$148,242,000	PAC I	4.0%	FIX	38374YBW2	November 2032
DI	84,709,715							
DO	148,242,000							
SD	84,709,715							
SI	84,709,715							
Combination 10								
D	\$ 95,298,428	DH	\$148,242,000	PAC I	4.5%	FIX	38374YBX0	November 2032
DI	95,298,428							
DO	148,242,000							
SD	95,298,428							
SI	95,298,428							
Combination 11								
D	\$ 95,298,428	F	\$ 95,298,428	PAC I	(5)	FLT	38374YBY8	November 2032
DO	95,298,428							

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 12								
D	\$ 95,298,428	DF	\$ 95,298,428	PAC I	(5)	FLT	38374YBZ5	November 2032
DO	95,298,428							
SI	95,298,428							
Combination 13								
D	\$ 95,298,428	FD	\$ 95,298,428	PAC I	(5)	FLT	38374YCA9	November 2032
DI	95,298,428							
DO	95,298,428							
SI	95,298,428							
Combination 14								
DI	\$ 95,298,428	DS	\$ 95,298,428	NTL(PAC I)	(5)	INV/IO	38374YCB7	November 2032
SD	95,298,428							
Combination 15								
DI	\$ 95,298,428	S	\$ 95,298,428	NTL(PAC I)	(5)	INV/IO	38374YCC5	November 2032
SD	95,298,428							
SI	95,298,428							
Combination 16								
D	\$ 52,943,572	NA	\$256,815,000	PAC I	2.5%	FIX	38374YCD3	July 2037
DI	52,943,572							
DO	148,242,000							
N	38,776,072							
NI	38,776,072							
NO	108,573,000							
SD	52,943,572							
SI	52,943,572							
SU	38,776,072							

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 17								
D	\$ 63,532,286	NB	\$256,815,000	PAC I	3.0%	FIX	38374YCE1	July 2037
DI	63,532,286							
DO	148,242,000							
N	46,531,286							
NI	46,531,286							
NO	108,573,000							
SD	63,532,286							
SI	63,532,286							
SU	46,531,286							
Combination 18								
D	\$ 74,121,000	NC	\$256,815,000	PAC I	3.5%	FIX	38374YCF8	July 2037
DI	74,121,000							
DO	148,242,000							
N	54,286,500							
NI	54,286,500							
NO	108,573,000							
SD	74,121,000							
SI	74,121,000							
SU	54,286,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
D	\$ 84,709,715	ND	\$256,815,000	PAC I	4.0%	FIX	38374YCG6	July 2037
DI	84,709,715							
DO	148,242,000							
N	62,041,715							
NI	62,041,715							
NO	108,573,000							
SD	84,709,715							
SI	84,709,715							
SU	62,041,715							
Combination 20								
D	\$ 95,298,428	NE	\$256,815,000	PAC I	4.5%	FIX	38374YCH4	July 2037
DI	95,298,428							
DO	148,242,000							
N	69,796,928							
NI	69,796,928							
NO	108,573,000							
SD	95,298,428							
SI	95,298,428							
SU	69,796,928							
Combination 21								
D	\$ 95,298,428	NF	\$165,095,356	PAC I	(5)	FLT	38374YCJ0	July 2037
DO	95,298,428							
N	69,796,928							
NO	69,796,928							
SI	95,298,428							

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								
D	\$ 95,298,428	FN	\$165,095,356	PAC I	(5)	FLT	38374YCK7	July 2037
DI	95,298,428							
DO	95,298,428							
N	69,796,928							
NI	69,796,928							
NO	69,796,928							
SI	95,298,428							
Combination 23								
DI	\$ 95,298,428	NS	\$165,095,356	NTL(PAC I)	(5)	INV/IO	38374YCL5	July 2037
NI	69,796,928							
SD	95,298,428							
SU	69,796,928							
Combination 24								
D	\$ 42,354,858	DA	\$148,242,000	PAC I	2.0%	FIX	38374YCM3	November 2032
DI	42,354,858							
DO	148,242,000							
SD	42,354,858							
SI	42,354,858							

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 25								
D	\$ 63,532,286	GA	\$303,044,000	PAC I	3.0%	FIX	38374YCN1	February 2039
DI	63,532,286							
DO	148,242,000							
G	19,812,429							
GI	19,812,429							
GO	46,229,000							
N	46,531,286							
NI	46,531,286							
NO	108,573,000							
SD	63,532,286							
SI	63,532,286							
ST	19,812,429							
SU	46,531,286							

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 26								
D	\$ 74,121,000	GB	\$303,044,000	PAC I	3.5%	FIX	38374YCP6	February 2039
DI	74,121,000							
DO	148,242,000							
G	23,114,500							
GI	23,114,500							
GO	46,229,000							
N	54,286,500							
NI	54,286,500							
NO	108,573,000							
SD	74,121,000							
SI	74,121,000							
ST	23,114,500							
SU	54,286,500							

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)
Combination 27								
D	\$ 84,709,715	GC	\$303,044,000	PAC I	4.0%	FIX	38374YCCQ4	February 2039
DI	84,709,715							
DO	148,242,000							
G	26,416,572							
GI	26,416,572							
GO	46,229,000							
N	62,041,715							
NI	62,041,715							
NO	108,573,000							
SD	84,709,715							
SI	84,709,715							
ST	26,416,572							
SU	62,041,715							

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 28								
D	\$ 95,298,428	GD	\$303,044,000	PAC I	4.5%	FIX	38374YCR2	February 2039
DI	95,298,428							
DO	148,242,000							
G	29,718,642							
GI	29,718,642							
GO	46,229,000							
N	69,796,928							
NI	69,796,928							
NO	108,573,000							
SD	95,298,428							
SI	95,298,428							
ST	29,718,642							
SU	69,796,928							
Combination 29								
D	\$ 95,298,428	GF	\$194,813,998	PAC I	(5)	FLT	38374YCS0	February 2039
DO	95,298,428							
G	29,718,642							
GO	29,718,642							
N	69,796,928							
NO	69,796,928							
SI	95,298,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 30								
DI	\$ 95,298,428	GS	\$194,813,998	NTL(PAC I)	(5)	INV/IO	38374YCT8	February 2039
GI	29,718,642							
NI	69,796,928							
SD	95,298,428							
ST	29,718,642							
SU	69,796,928							
Combination 31								
D	\$ 95,298,428	FG	\$194,813,998	PAC I	(5)	FLT	38374YCU5	February 2039
DI	95,298,428							
DO	95,298,428							
G	29,718,642							
GI	29,718,642							
GO	29,718,642							
N	69,796,928							
NI	69,796,928							
NO	69,796,928							
SI	95,298,428							
Combination 32								
PM	\$ 10,405,000	PV	\$ 20,508,000	PAC II/TAC/AD	4.5%	FIX	38374YCV3	July 2040
VN	10,103,000							
Combination 33								
SD	\$ 95,298,428	SN	\$165,095,356	NTL(PAC I)	(5)	INV/IO	38374YCW1	July 2037
SU	69,796,928							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 34								
SD	\$ 95,298,428	SG	\$194,813,998	NTL(PAC I)	(5)	INV/IO	38374YCX9	February 2039
ST	29,718,642							
SU	69,796,928							
Combination 35								
N	\$ 69,796,928	NP	\$108,573,000	PAC I	4.5%	FIX	38374YCY7	July 2037
NI	69,796,928							
NO	108,573,000							
SU	69,796,928							
Combination 36								
G	\$ 29,718,642	GP	\$ 46,229,000	PAC I	4.5%	FIX	38374YCZ4	February 2039
GI	29,718,642							
GO	46,229,000							
ST	29,718,642							
<b>Security Group 3</b>								
Combination 37								
FV	\$ 30,229,308	FE	\$ 36,941,308	SC/PT	(5)	FLT	38374YDA8	April 2039
FW	6,712,000							
WI	6,712,000							
Combination 38								
FV	\$ 30,229,308	FK	\$ 30,363,548	SC/SEQ	(5)	FLT	38374YDB6	April 2039
FW	134,240							
WI	134,240							

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- (1) All exchanges must comply with minimum denominations restrictions.
  - (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
  - (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
  - (4) See “*Yield, Maturity and Prepayment Considerations — Final Distribution Date*” in this Supplement.
  - (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.



\$2,307,340,029

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities

Ginnie Mae REMIC Trust 2010-105

**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-14 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>						
DA(1)	\$ 7,058,000	4.50%	PAC I	FIX	38377DYP5	March 2026
DB(1)	40,000,000	3.25	PAC I	FIX	38377DYQ3	August 2040
DF(1)	20,500,000	(5)	PAC I	FLT	38377DYR1	August 2040
DG(1)	5,000,000	4.25	PAC I	FIX	38377DYS9	August 2040
DS(1)	20,500,000	(5)	NTL (PAC I)	INV/IO	38377DYT7	August 2040
EI(1)	158,891,785	(5)	NTL (PAC I)	FLT/IO	38377DYU4	December 2035
EO(1)	247,165,000	0.00	PAC I	PO	38377DYV2	December 2035
ES(1)	158,891,785	(5)	NTL (PAC I)	INV/IO	38377DYW0	December 2035
EY(1)	42,234,000	4.50	PAC I	FIX	38377DYX8	August 2040
FE(1)	71,868,857	(5)	NTL (PAC I)	FLT/IO	38377DYY6	June 2039
OE(1)	111,796,000	0.00	PAC I	PO	38377DYZ3	June 2039
PM(1)	12,703,000	4.50	PAC II/AD	FIX	38377DZA7	August 2040
SE(1)	71,868,857	(5)	NTL (PAC I)	INV/IO	38377DZB5	June 2039
VM	44,825,000	4.50	TAC/AD	FIX	38377DZC3	August 2040
VN(1)	10,175,000	4.50	TAC/AD	FIX	38377DZD1	August 2040
ZT	4,994,000	4.50	SUP	FIX/Z	38377DZE9	August 2040
ZX	70,000,000	4.50	TAC/AD	FIX/Z	38377DZF6	August 2040
<b>Security Group 2</b>						
AF	24,548,750	(5)	SUP	FLT	38377DZG4	August 2040
AP	8,996,000	4.50	PAC I	FIX	38377DZH2	August 2040
BF	18,000,000	(5)	SUP	FLT	38377DZJ8	August 2040
GA	31,076,000	4.00	SUP	FIX	38377DZK5	January 2040
GB	8,692,000	4.00	SUP	FIX	38377DZL3	June 2040
GC	4,809,250	4.00	SUP	FIX	38377DZM1	August 2040
GD	6,945,000	4.00	PAC II	FIX	38377DZN9	July 2040
GE	2,124,000	4.00	PAC II	FIX	38377DZP4	August 2040
GF	10,000,000	(5)	SUP	FLT	38377DZQ2	January 2040
GH	3,750,000	4.00	SUP	FIX	38377DZR0	June 2039
GJ	1,250,000	4.00	SUP	FIX	38377DZS8	January 2040
GS	5,000,000	(5)	SUP	INV	38377DZT6	January 2040
IO(1)	24,548,750	(5)	NTL (SUP)	INV/IO	38377DZU3	August 2040
KI(1)	113,909,142	(5)	NTL (PAC I)	FLT/IO	38377DZV1	February 2033
KO(1)	177,192,000	0.00	PAC I	PO	38377DZW9	February 2033
KS(1)	113,909,142	(5)	NTL (PAC I)	INV/IO	38377DZX7	February 2033
MI(1)	56,984,142	(5)	NTL (PAC I)	FLT/IO	38377DZY5	June 2040
MO(1)	88,642,000	0.00	PAC I	PO	38377DZZ2	June 2040
NI(1)	84,761,357	(5)	NTL (PAC I)	FLT/IO	38377DA22	November 2037
NO(1)	131,851,000	0.00	PAC I	PO	38377DA30	November 2037
SA	6,000,000	(5)	SUP	INV	38377DA48	August 2040
SI(1)	6,000,000	(5)	NTL (SUP)	INV/IO	38377DA55	August 2040
SM(1)	56,984,142	(5)	NTL (PAC I)	INV/IO	38377DA63	June 2040
SN(1)	84,761,357	(5)	NTL (PAC I)	INV/IO	38377DA71	November 2037
TI	6,000,000	(5)	NTL (SUP)	INV/IO	38377DA89	August 2040
<b>Security Group 3</b>						
AI(1)	59,082,142	(5)	NTL (SC/PAC I/AD)	FLT/IO	38377DA97	March 2036
AO(1)	82,715,000	0.00	SC/PAC I/AD	PO	38377DB21	March 2036
AZ(1)	1,812,000	5.00	SC/PAC II/AD	FIX/Z	38377DB39	March 2036
LS(1)	59,082,142	(5)	NTL (SC/PAC I/AD)	INV/IO	38377DB47	March 2036
ZD(1)	13,669,733	5.00	SC/SUP	FIX/Z	38377DB54	March 2036
<b>Security Group 4</b>						
LC	14,688,240	4.50	SC/SEQ	FIX	38377DB62	September 2039
LD	3,299,834	4.50	SC/SEQ	FIX	38377DB70	September 2039
LE	2,000,000	4.00	SC/SEQ	FIX	38377DB88	September 2039
LG	2,000,000	5.00	SC/SEQ	FIX	38377DB96	September 2039
<b>Security Group 5</b>						
FD(1)	5,760,750	(5)	SC/SUP/AD	FLT	38377DC20	May 2040
HA(1)	41,319,000	4.50	SC/TAC/AD	FIX	38377DC38	May 2040
HZ(1)	14,899,000	4.50	SC/SUP/AD	FIX/Z	38377DC46	May 2040
SD(1)	1,920,250	(5)	SC/SUP/AD	INV	38377DC53	May 2040
ZH(1)	4,966,530	4.50	SC/SUP	FIX/Z	38377DC61	May 2040

(Cover continued on next page)

Deutsche Bank Securities

Aladdin Capital LLC

The date of this Offering Circular Supplement is August 24, 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 6</b>						
BI(1)	\$ 46,774,285	(5)	NTL (PAC I/AD)	FLT/IO	38377DC79	January 2040
BO(1)	72,760,000	0.00%	PAC I/AD	PO	38377DC87	January 2040
JZ(1)	32,617,000	4.50	SUP	FIX/Z	38377DC95	August 2040
LP	13,093,000	4.50	PAC I/AD	FIX	38377DD29	August 2040
PZ(1)	10,964,000	4.50	PAC II/AD	FIX/Z	38377DD37	August 2040
SB(1)	46,774,285	(5)	NTL (PAC I/AD)	INV/IO	38377DD45	January 2040
WI(1)	122,506,714	(5)	NTL (PAC I/AD)	FLT/IO	38377DD52	December 2035
WO(1)	190,566,000	0.00	PAC I/AD	PO	38377DD60	December 2035
WS(1)	122,506,714	(5)	NTL (PAC I/AD)	INV/IO	38377DD78	December 2035
<b>Security Group 7</b>						
A	20,000,000	5.00	SEQ	FIX	38377DD86	July 2038
B	3,518,000	5.00	SEQ	FIX	38377DD94	August 2040
<b>Security Group 8</b>						
IL(1)	5,614,285	(5)	NTL (SC/PAC/AD)	FLT/IO	38377DE28	August 2039
JL(1)	145,672,857	(5)	NTL (SC/PAC/AD)	FLT/IO	38377DE36	August 2039
JO(1)	203,942,000	0.00	SC/PAC/AD	PO	38377DE44	August 2039
JS(1)	145,672,857	(5)	NTL (SC/PAC/AD)	INV/IO	38377DE51	August 2039
K(1)	5,614,285	(5)	NTL (SC/PAC/AD)	INV/IO	38377DE69	August 2039
OJ(1)	7,860,000	0.00	SC/PAC/AD	PO	38377DE77	August 2039
ZJ	5,555,786	5.00	SC/SUP	FIX/Z	38377DE85	August 2039
<b>Security Group 9</b>						
HS(1)	15,542,600	(5)	SC/PT	INV	38377DE93	July 2040
S(1)	8,881,485	(5)	NTL (SC/PT)	INV/IO	38377DF27	July 2040
TS(1)	39,966,685	(5)	NTL (SC/PT)	INV/IO	38377DF35	July 2040
<b>Security Group 10</b>						
CK	572,326	7.00	SC/SUP	FIX	38377DF43	April 2039
CS	80,126,000	(5)	NTL (SC/PAC)	INV/IO	38377DF50	April 2039
PF(1)	70,635,000	(5)	SC/PAC/AD	FLT	38377DF68	April 2039
QF(1)	9,490,000	(5)	SC/PAC	FLT	38377DF76	April 2039
ZF(1)	1,000	(5)	SC/PAC	FLT/Z	38377DF84	April 2039
<b>Security Group 11</b>						
UI(1)	44,832,857	(5)	NTL (SC/PAC I/AD)	FLT/IO	38377DF92	August 2037
UO(1)	62,766,000	0.00	SC/PAC I/AD	PO	38377DG26	August 2037
US(1)	44,832,857	(5)	NTL (SC/PAC I/AD)	INV/IO	38377DG34	August 2037
ZL(1)	9,637,556	5.00	SC/SUP	FIX/Z	38377DG42	August 2037
ZU(1)	1,249,000	5.00	SC/PAC II/AD	FIX/Z	38377DG59	August 2037
<b>Security Group 12</b>						
AC	50,000,000	2.50	SEQ	FIX	38377DG67	October 2036
AS(1)	5,049,000	(5)	NTL (SEQ)	INV/IO	38377DG75	January 2038
CI(1)	5,049,000	(5)	NTL (SEQ)	FLT/IO	38377DG83	January 2038
CO(1)	7,854,000	0.00	SEQ	PO	38377DG91	January 2038
CV(1)	4,434,000	4.50	SEQ/AD	FIX	38377DH25	August 2029
FC	40,000,000	(5)	SEQ	FLT	38377DH33	October 2036
SC	40,000,000	(5)	NTL (SEQ)	INV/IO	38377DH41	October 2036
VC(1)	6,061,000	4.50	SEQ/AD	FIX	38377DH58	June 2023
ZC(1)	7,831,000	4.50	SEQ	FIX/Z	38377DH66	August 2040
<b>Security Group 13</b>						
IC(1)	81,009,272	(5)	NTL (SC/PT)	FLT/IO	38377DH74	December 2036
OC(1)	126,014,424	0.00	SC/PT	PO	38377DH82	December 2036
YS(1)	81,009,272	(5)	NTL (SC/PT)	INV/IO	38377DH90	December 2036
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38377DJ23	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.

## 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:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** August 30, 2010

**Distribution Dates:** For the Group 6, 11, 12 and 13 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. For the Group 1, 2, 3, 4, 5, 7, 8, 9 and 10 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2010.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	4.5%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificate	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae I	4.5%	30
7	Ginnie Mae II	5.0%	30
8	Underlying Certificates	(1)	(1)
9	Underlying Certificate	(1)	(1)
10	Underlying Certificates	(1)	(1)
11	Underlying Certificates	(1)	(1)
12	Ginnie Mae I	4.5%	30
13	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 the MX Classes in Groups 12 and 13, 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, 6, 7 and 12 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>			
\$616,450,000	358	2	4.890%
<b>Group 2 Trust Assets</b>			
\$528,876,000	358	1	4.898%
<b>Group 6 Trust Assets</b>			
\$320,000,000	344	12	5.000%
<b>Group 7 Trust Assets</b>			
\$23,518,000	358	2	5.500%
<b>Group 12 Trust Assets</b>			
\$116,180,000	346	9	5.000%

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

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2 and 7 Trust Assets, Mortgage Rates, of many of the Mortgage Loans underlying the related Group 1, 2, 6, 7 and 12 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related underlying Trusts.

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only, Inverse Floating Rate 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:

<b>Class</b>	<b>Interest Rate Formula(1)</b>	<b>Initial Interest Rate(2)</b>	<b>Minimum Rate</b>	<b>Maximum Rate</b>	<b>Delay (in days)</b>	<b>LIBOR for Minimum Interest Rate</b>
AF ..	LIBOR + 1.10%	1.39000000%	1.10%	6.00000000%	0	0.000%
AI. . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
AS ..	6.70% - LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
BF ..	LIBOR + 1.05%	1.34000000%	1.05%	6.00000000%	0	0.000%
BI. . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
CF ..	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
CI. . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
CS ..	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
DF ..	LIBOR + 0.40%	0.69000000%	0.40%	7.00000000%	0	0.000%
DS ..	6.60% - LIBOR	6.31000000%	0.00%	6.60000000%	0	6.600%
EI. . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
ES. . .	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
FC ..	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
FD ..	LIBOR + 1.05%	1.34000000%	1.05%	6.00000000%	0	0.000%
FE ..	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
GF ..	LIBOR + 1.15%	1.44000000%	1.15%	6.00000000%	0	0.000%
GS ..	9.70% - (LIBOR x 2.00)	9.12000000%	0.00%	9.70000000%	0	4.850%
HS ..	9.70% - (LIBOR x 2.00)	9.00000000%	0.00%	9.70000000%	0	4.850%
IC. . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
IL. . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
IO ..	4.90% - LIBOR	4.61000000%	0.00%	4.90000000%	0	4.900%
JI. . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
JS. . .	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
K. . .	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
KI. . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
KS ..	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
LS. . .	6.70% - LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
MI ..	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
NI. . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
PF ..	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
QF ..	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
QS ..	4.90% - LIBOR	4.61000000%	0.00%	4.90000000%	0	4.900%
S. . .	4.85% - LIBOR	4.50000000%	0.00%	4.85000000%	0	4.850%
SA ..	9.90% - (LIBOR x 2.00)	9.32000000%	0.00%	9.90000000%	0	4.950%
SB ..	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
SC ..	6.70% - LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
SD ..	14.85% - (LIBOR x 3.00)	13.98000000%	0.00%	14.85000000%	0	4.950%
SE. . .	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
SH ..	13.43571428% - (LIBOR x 2.57142857)	12.53571428%	0.00%	13.43571428%	0	5.225%
SI. . .	4.90% - LIBOR	4.61000000%	0.00%	4.90000000%	0	4.900%
SL. . .	9.70% - (LIBOR x 2.00)	9.00000000%	0.00%	9.70000000%	0	4.850%
SM ..	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
SN ..	6.65% - LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
ST ..	12.47142856% - (LIBOR x 2.57142857)	11.57142856%	0.00%	12.47142856%	0	4.850%

<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>
TI . . .	4.95% – LIBOR	0.05000000%	0.00%	0.05000000%	0	4.950%
TS . . .	5.225% – LIBOR	0.37500000%	0.00%	0.37500000%	0	5.225%
UI . . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
US . . .	6.70% – LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
WI . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
WS . . .	6.65% – LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
YS . . .	6.70% – LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
ZF . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%

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

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

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

#### SECURITY GROUP 1

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

- The ZX Accrual Amount in the following order of priority:
  1. To VM and VN until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To VN, until retired; and
    - c. To VM, without regard to its Scheduled Principal Balance, until retired.
  2. To ZX, until retired.
- The ZT Accrual Amount in the following order of priority:
  1. To PM, VM, VN and ZX until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To VM and VN until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - (i) To VM, until reduced to its Scheduled Principal Balance for that Distribution Date,
      - (ii) To VN, until retired, and
      - (iii) To VM, without regard to its Scheduled Principal Balance, until retired;
    - c. To ZX, until retired;

d. To VM and VN, in the same manner and priority described in step 1.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

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

2. To ZT, until retired.

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

1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

a. 84.684424162% sequentially, to EO, OE and EY, in that order, until retired; and

b. 15.315575838% in the following order of priority:

(i) To DA, until retired, and

(ii) Concurrently, to DB, DF and DG, pro rata, until retired.

2. To PM, VM, VN and ZX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

b. To VM and VN, until reduced to their Aggregate Schedule Principal Balance for that Distribution Date, in the following order of priority:

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

(ii) To VN, until retired, and

(iii) To VM, without regard to its Scheduled Principal Balance, until retired;

c. To ZX, until retired;

d. To VM and VN, in the same manner and priority described in step 2.b above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

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

3. To ZT, until retired.

4. To PM, VM, VN and ZX, in the same manner and priority described in step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

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

## **SECURITY GROUP 2**

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

1. Sequentially, to KO, NO, MO and AP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.

2. Concurrently, as follows:

a. 60.2694463767% in the following order of priority:

i. Sequentially, to GD and GE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date,

- ii. Concurrently, as follows:
    - a. 90.2106664578% concurrently, to GA, GF and GS, pro rata, until retired, and
    - b. 9.7893335422% sequentially, to GH and GJ, in that order, until retired,
  - iii. Sequentially, to GB and GC, in that order, until retired, and
  - iv. Sequentially, to GD and GE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and
  - b. 39.7305536233% concurrently, to AF, BF and SA, pro rata, until retired.
3. Sequentially, to KO, NO, MO and AP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

### **SECURITY GROUP 3**

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

- The AZ Accrual Amount in the following order of priority:
  1. To AO, until reduced to its Scheduled Principal Balance for that Distribution Date.
  2. To AZ, until retired.
- The Group 3 Principal Distribution Amount and ZD Accrual Amount in the following order of priority:
  1. To AO and AZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To AO, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To AZ, until retired; and
    - c. To AO, without regard to its Scheduled Principal Balance, until retired.
  2. To ZD, until retired.
  3. To AO and AZ, 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 in the following order of priority:

1. Concurrently, to LC, LE and LG, pro rata, until retired.
2. To LD, until retired.

### **SECURITY GROUP 5**

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

- The HZ Accrual Amount in the following order of priority:
  1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date.
  2. Concurrently, to FD and SD, pro rata, until retired.

3. To HZ, until retired.
- The ZH Accrual Amount in the following order of priority:
    1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date.
    2. Concurrently, to FD and SD, pro rata, until retired.
    3. To HZ, until retired.
    4. To ZH, until retired.
  - The Group 5 Principal Distribution Amount in the following order of priority:
    1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date.
    2. To ZH, until retired.
    3. To HZ, until retired.
    4. Concurrently, to FD and SD, pro rata, until retired.
    5. To HA, without regard to its Scheduled Principal Balance, until retired.

#### **SECURITY GROUP 6**

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

- The PZ Accrual Amount in the following order of priority:
  1. Sequentially, to WO, BO and LP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.
  2. To PZ, until retired.
- The Group 6 Principal Distribution Amount and JZ Accrual Amount in the following order of priority:
  1. To BO, LP, PZ and WO, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Sequentially, to WO, BO and LP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
    - b. To PZ, until retired; and
    - c. Sequentially, to WO, BO and LP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.
  2. To JZ, until retired.
  3. To BO, LP, PZ and WO, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

#### **SECURITY GROUP 7**

The Group 7 Principal Distribution Amount will be allocated sequentially, to A and B, in that order, until retired.

### **SECURITY GROUP 8**

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

1. Sequentially, to JO and OJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.
2. To ZJ, until retired.
3. Sequentially, to JO and OJ, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired.

### **SECURITY GROUP 9**

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

### **SECURITY GROUP 10**

The Group 10 Principal Distribution Amount and the ZF Accrual Amount will be allocated as follows:

- The ZF Accrual Amount, sequentially, to PF and ZF, in that order, until retired.
- The Group 10 Principal Distribution Amount in the following order of priority:
  1. Sequentially, to QF, PF and ZF, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.
  2. To CK, until retired.
  3. Sequentially, to QF, PF and ZF, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

### **SECURITY GROUP 11**

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

- The ZU Accrual Amount in the following order of priority:
  1. To UO, until reduced to its Scheduled Principal Balance for that Distribution Date.
  2. To ZU, until retired.
- The Group 11 Principal Distribution Amount and ZL Accrual Amount in the following order of priority:
  1. To UO and ZU, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To UO, until reduced to its Scheduled Principal Balance for that Distribution Date;
    - b. To ZU, until retired; and
    - c. To UO, without regard to its Scheduled Principal Balance, until retired.
  2. To ZL, until retired.
  3. To UO and ZU, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

**SECURITY GROUP 12**

The Group 12 Principal Distribution Amount and the ZC Accrual Amount will be allocated as follows:

- The ZC Accrual Amount, sequentially, to VC, CV and ZC, in that order, until retired.
- The Group 12 Principal Distribution Amount in the following order of priority:
  1. Concurrently, to AC and FC, pro rata, until retired.
  2. Sequentially, to CO, VC, CV and ZC, in that order, until retired.

**SECURITY GROUP 13**

The Group 13 Principal Distribution Amount will be allocated to OC, 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>Security Group 1</b>	
<b>PAC I Classes</b>	
DA, DB, DF, DG, EO, EY and OE (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
PM . . . . .	129% PSA through 251% PSA
<b>TAC Classes</b>	
PM, VM, VN and ZX (in the aggregate) . . . . .	297% PSA
VM and VN (in the aggregate) . . . . .	187% PSA
VM . . . . .	170% PSA
<b>Security Group 2</b>	
<b>PAC I Classes</b>	
AP, KO, MO and NO (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Classes</b>	
GD and GE (in the aggregate) . . . . .	130% PSA through 205% PSA
<b>Security Group 3</b>	
<b>PAC I and PAC II Classes</b>	
AO and AZ (in the aggregate) . . . . .	225% PSA through 300% PSA
<b>PAC I Class</b>	
AO . . . . .	200% PSA through 300% PSA
<b>Security Group 5</b>	
<b>TAC Class</b>	
HA . . . . .	190% PSA
<b>Security Group 6</b>	
<b>PAC I and PAC II Classes</b>	
BO, LP, PZ and WO (in the aggregate) . . . . .	185% PSA through 250% PSA
<b>PAC I Classes</b>	
BO, LP and WO (in the aggregate) . . . . .	150% PSA through 250% PSA

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>Security Group 8</b>	
<b>PAC Classes</b>	
JO and OJ (in the aggregate)*	105% PSA through 250% PSA
<b>Security Group 10</b>	
<b>PAC Classes</b>	
PF, QF and ZF (in the aggregate)**	120% PSA through 250% PSA
<b>Security Group 11</b>	
<b>PAC I and PAC II Classes</b>	
UO and ZU (in the aggregate)	225% PSA through 300% PSA
<b>PAC I Class</b>	
UO	200% PSA through 300% PSA

\* No initial Effective Range.

\*\* The initial Effective Range is 129% PSA through 246% PSA.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$59,082,142	71.4285714286% of AO (SC/PAC I/AD Class)
AS . . . . .	5,049,000	64.2857142857% of CO (SEQ Class)
BI . . . . .	46,774,285	64.2857142857% of BO (PAC I/AD Class)
CI . . . . .	5,049,000	64.2857142857% of CO (SEQ Class)
CS . . . . .	\$ 70,635,000	100% of PF (SC/PAC/AD Class)
	<u>9,491,000</u>	100% of QF and ZF (in the aggregate) (SC/PAC Classes)
	<u>\$ 80,126,000</u>	
DS . . . . .	\$ 20,500,000	100% of DF (PAC I Class)
EI . . . . .	158,891,785	64.2857142857% of EO (PAC I Class)
ES . . . . .	158,891,785	64.2857142857% of EO (PAC I Class)
FE . . . . .	71,868,857	64.2857142857% of OE (PAC I Class)
I . . . . .	\$ 7,854,000	100% of CO (SEQ Class)
	<u>126,014,424</u>	100% of OC (SC/PT Class)
	<u>\$133,868,424</u>	
IA . . . . .	\$ 82,715,000	100% of AO (SC/PAC I/AD Class)
IB . . . . .	263,326,000	100% of BO and WO (in the aggregate) (PAC I/AD Classes)
IC . . . . .	81,009,272	64.2857142857% of OC (SC/PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IE . . . . .	\$247,165,000	100% of EO (PAC I Class)
IJ . . . . .	203,942,000	100% of JO (SC/PAC/AD Class)
IK . . . . .	177,192,000	100% of KO (PAC I Class)
IL . . . . .	5,614,285	71.4285714286% of OJ (SC/PAC/AD Class)
IM . . . . .	397,685,000	100% of KO, MO and NO (in the aggregate) (PAC I Classes)
IN . . . . .	309,043,000	100% of KO and NO (in the aggregate) (PAC I Classes)
IO . . . . .	24,548,750	100% of AF (SUP Class)
IP . . . . .	358,961,000	100% of EO and OE (in the aggregate) (PAC I Classes)
IT . . . . .	72,760,000	100% of BO (PAC I/AD Class)
IU . . . . .	131,851,000	100% of NO (PAC I Class)
IV . . . . .	62,766,000	100% of UO (SC/PAC I/AD Class)
IW . . . . .	190,566,000	100% of WO (PAC I/AD Class)
JI . . . . .	145,672,857	71.4285714286% of JO (SC/PAC/AD Class)
JS . . . . .	145,672,857	71.4285714286% of JO (SC/PAC/AD Class)
K . . . . .	5,614,285	71.4285714286% of OJ (SC/PAC/AD Class)
KI . . . . .	113,909,142	64.2857142857% of KO (PAC I Class)
KS . . . . .	113,909,142	64.2857142857% of KO (PAC I Class)
LS . . . . .	59,082,142	71.4285714286% of AO (SC/PAC I/AD Class)
MI . . . . .	56,984,142	64.2857142857% of MO (PAC I Class)
NI . . . . .	84,761,357	64.2857142857% of NO (PAC I Class)
QS . . . . .	30,548,750	100% of AF and SA (in the aggregate) (SUP Classes)
S . . . . .	8,881,485	57.1428571429% of HS (SC/PT Class)
SB . . . . .	46,774,285	64.2857142857% of BO (PAC I/AD Class)
SC . . . . .	40,000,000	100% of FC (SEQ Class)
SE . . . . .	71,868,857	64.2857142857% of OE (PAC I Class)
SI . . . . .	6,000,000	100% of SA (SUP Class)
SM . . . . .	56,984,142	64.2857142857% of MO (PAC I Class)
SN . . . . .	84,761,357	64.2857142857% of NO (PAC I Class)
TI . . . . .	6,000,000	100% of SA (SUP Class)
TS . . . . .	39,966,685	257.1428525472% of HS (SC/PT Class)
UI . . . . .	44,832,857	71.4285714286% of UO (SC/PAC I/AD Class)
US . . . . .	44,832,857	71.4285714286% of UO (SC/PAC I/AD Class)
WI . . . . .	122,506,714	64.2857142857% of WO (PAC I/AD Class)
WS . . . . .	122,506,714	64.2857142857% of WO (PAC I/AD Class)
YI . . . . .	211,802,000	100% of JO and OJ (in the aggregate) (SC/PAC/AD Classes)
YS . . . . .	81,009,272	64.2857142857% of OC (SC/PT Class)

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

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

Available Combinations(1)

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
<b>Security Group 1</b>									
Combination 1									
PM	\$ 12,703,000	PV	\$ 22,878,000	PAC II/TAC/AD	4.50%	FIX	38377DJ31	August 2040	
VN	10,175,000								
Combination 2 (6)									
EI	\$158,891,785	EA	\$247,165,000	PAC I	1.50%	FIX	38377DJ49	December 2035	
EO	247,165,000	EB	247,165,000	PAC I	1.75	FIX	38377DJ56	December 2035	
ES	158,891,785	EC	247,165,000	PAC I	2.00	FIX	38377DJ64	December 2035	
		ED	247,165,000	PAC I	2.25	FIX	38377DJ72	December 2035	
		EG	247,165,000	PAC I	2.50	FIX	38377DJ80	December 2035	
		EH	247,165,000	PAC I	2.75	FIX	38377DJ98	December 2035	
		EJ	247,165,000	PAC I	3.00	FIX	38377DK21	December 2035	
		EK	247,165,000	PAC I	3.25	FIX	38377DK39	December 2035	
		EL	247,165,000	PAC I	3.50	FIX	38377DK47	December 2035	
		EM	247,165,000	PAC I	3.75	FIX	38377DK54	December 2035	
		EN	247,165,000	PAC I	4.00	FIX	38377DK62	December 2035	
		EP	247,165,000	PAC I	4.25	FIX	38377DK70	December 2035	
		EU	247,165,000	PAC I	4.50	FIX	38377DK88	December 2035	
		EW	158,891,785	PAC I	7.00	FIX	38377DK96	December 2035	
		IE	247,165,000	NTL (PAC I)	4.50	FIX/IO	38377DL20	December 2035	
		OP	247,165,000	PAC I	0.00	PO	38377DL38	December 2035	

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 (6)								
EI	\$158,891,785	IP	\$358,961,000	NTL (PAC I)	4.50%	FIX/IO	38377DL46	June 2039
EO	247,165,000	PA	358,961,000	PAC I	4.50	FIX	38377DL53	June 2039
ES	158,891,785	PC	358,961,000	PAC I	2.00	FIX	38377DL61	June 2039
FE	71,868,857	PD	358,961,000	PAC I	2.25	FIX	38377DL79	June 2039
OE	111,796,000	PE	358,961,000	PAC I	2.50	FIX	38377DL87	June 2039
SE	71,868,857	PG	358,961,000	PAC I	2.75	FIX	38377DL95	June 2039
		PH	358,961,000	PAC I	3.00	FIX	38377DM29	June 2039
		PJ	358,961,000	PAC I	3.25	FIX	38377DM37	June 2039
		PL	358,961,000	PAC I	3.50	FIX	38377DM45	June 2039
		PN	358,961,000	PAC I	3.75	FIX	38377DM52	June 2039
		PO	358,961,000	PAC I	0.00	PO	38377DM60	June 2039
		PQ	358,961,000	PAC I	4.00	FIX	38377DM78	June 2039
		PW	230,760,642	PAC I	7.00	FIX	38377DM86	June 2039
		PX	358,961,000	PAC I	4.25	FIX	38377DM94	June 2039
Combination 4								
FE	\$ 63,883,429	DN	\$111,796,000	PAC I	4.00%	FIX	38377DN28	June 2039
OE	111,796,000							
SE	63,883,429							
Combination 5								
FE	\$ 71,868,857	DP	\$111,796,000	PAC I	4.50%	FIX	38377DN36	June 2039
OE	111,796,000							
SE	71,868,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
DA	\$ 7,058,000	P	\$473,753,000	PAC I	4.50%	FIX	38377DN44	August 2040
DB	40,000,000							
DG	5,000,000							
DF	20,500,000							
DS	20,500,000							
EI	158,891,785							
EO	247,165,000							
ES	158,891,785							
EY	42,234,000							
FE	71,868,857							
OE	111,796,000							
SE	71,868,857							

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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
<b>Security Group 2</b>										
Combination 7 (6)										
KI	\$113,909,142		IN	\$309,043,000		NTL (PAC D)	4.50%	FIX/IO	38377DN51	November 2037
KO	177,192,000		NA	309,043,000		PAC I	2.00	FIX	38377DN69	November 2037
KS	113,909,142		NB	309,043,000		PAC I	2.25	FIX	38377DN77	November 2037
NI	84,761,357		NC	309,043,000		PAC I	2.50	FIX	38377DN85	November 2037
NO	131,851,000		ND	309,043,000		PAC I	2.75	FIX	38377DN93	November 2037
SN	84,761,357		NE	309,043,000		PAC I	3.00	FIX	38377DP26	November 2037
			NG	309,043,000		PAC I	3.25	FIX	38377DP34	November 2037
			NH	309,043,000		PAC I	3.50	FIX	38377DP42	November 2037
			NJ	309,043,000		PAC I	3.75	FIX	38377DP59	November 2037
			NK	309,043,000		PAC I	4.00	FIX	38377DP67	November 2037
			NL	309,043,000		PAC I	4.25	FIX	38377DP75	November 2037
			NM	309,043,000		PAC I	4.50	FIX	38377DP83	November 2037
			NX	198,670,500		PAC I	7.00	FIX	38377DP91	November 2037
			ON	309,043,000		PAC I	0.00	PO	38377DQ25	November 2037

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Maximum Original Class Principal Balance or Class Notional Balance(2)				Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
		Related MX Class	Principal Balance	Notional Balance	Balance(2)					
Combination 8 (6)	KI	\$113,909,142	IK	\$177,192,000	NTL (PAC I)	4.50%	FIX/IO	38377DQ33	February 2033	
	KO	177,192,000	KA	177,192,000	PAC I	1.50	FIX	38377DQ41	February 2033	
	KS	113,909,142	KB	177,192,000	PAC I	1.75	FIX	38377DQ58	February 2033	
			KC	177,192,000	PAC I	2.00	FIX	38377DQ66	February 2033	
			KD	177,192,000	PAC I	2.25	FIX	38377DQ74	February 2033	
			KE	177,192,000	PAC I	2.50	FIX	38377DQ82	February 2033	
			KG	177,192,000	PAC I	2.75	FIX	38377DQ90	February 2033	
			KH	177,192,000	PAC I	3.00	FIX	38377DR24	February 2033	
			KJ	177,192,000	PAC I	3.25	FIX	38377DR32	February 2033	
			KL	177,192,000	PAC I	3.50	FIX	38377DR40	February 2033	
			KM	177,192,000	PAC I	3.75	FIX	38377DR57	February 2033	
			KN	177,192,000	PAC I	4.00	FIX	38377DR65	February 2033	
			KP	177,192,000	PAC I	4.25	FIX	38377DR73	February 2033	
			KT	177,192,000	PAC I	4.50	FIX	38377DR81	February 2033	
			KW	113,909,142	PAC I	7.00	FIX	38377DR99	February 2033	
			OK	177,192,000	PAC I	0.00	PO	38377DS23	February 2033	

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	or Class Notional Balance		Principal Balance	or Class Notional Balance(2)					
Combination 9 (6)										
KI	\$113,909,142		IM	\$397,685,000		NTL (PAC D)	4.50%	FIX/IO	38377DS31	June 2040
KO	177,192,000		MA	397,685,000		PAC I	3.50	FIX	38377DS49	June 2040
KS	113,909,142		MB	397,685,000		PAC I	3.75	FIX	38377DS56	June 2040
MI	56,984,142		MC	397,685,000		PAC I	4.00	FIX	38377DS64	June 2040
MO	88,642,000		MD	397,685,000		PAC I	4.25	FIX	38377DS72	June 2040
NI	84,761,357		ME	397,685,000		PAC I	4.50	FIX	38377DS80	June 2040
NO	131,851,000		MG	397,685,000		PAC I	2.50	FIX	38377DS98	June 2040
SM	56,984,142		MH	397,685,000		PAC I	2.75	FIX	38377DT22	June 2040
SN	84,761,357		MJ	397,685,000		PAC I	3.00	FIX	38377DT30	June 2040
			MK	397,685,000		PAC I	3.25	FIX	38377DT48	June 2040
			MW	255,654,642		PAC I	7.00	FIX	38377DT55	June 2040
			OM	397,685,000		PAC I	0.00	PO	38377DT63	June 2040
Combination 10 (6)										
NI	\$ 84,761,357		IU	\$131,851,000		NTL (PAC D)	4.50%	FIX/IO	38377DT71	November 2037
NO	131,851,000		NP	131,851,000		PAC I	3.50	FIX	38377DT89	November 2037
SN	84,761,357		NQ	131,851,000		PAC I	3.75	FIX	38377DT97	November 2037
			NT	131,851,000		PAC I	4.00	FIX	38377DW77	November 2037
			NU	131,851,000		PAC I	4.25	FIX	38377DU20	November 2037
			NW	131,851,000		PAC I	4.50	FIX	38377DU38	November 2037
			QO	131,851,000		PAC I	0.00	PO	38377DU46	November 2037
			QW	84,761,357		PAC I	7.00	FIX	38377DU53	November 2037
Combination 11										
MI	\$ 56,984,142		MP	\$ 88,642,000		PAC I	4.50%	FIX	38377DU61	June 2040
MO	88,642,000									
SM	56,984,142									

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 12								
IO	\$ 24,548,750	QS	\$ 30,548,750	NTL (PAC I)	(5)	INV/IO	38377DU79	August 2040
SI	6,000,000							
<b>Security Group 3</b>								
Combination 13								
AZ	\$ 1,812,000	DZ	\$ 15,481,733	SC/SUP	5.00%	FIX/Z	38377DU87	March 2036
ZD	13,669,733							
Combination 14 (6)								
AI	\$ 59,082,142	AD	\$ 82,715,000	SC/PAC I/AD	2.00%	FIX	38377DU95	March 2036
AO	82,715,000	AE	82,715,000	SC/PAC I/AD	2.25	FIX	38377DV29	March 2036
LS	59,082,142	AG	82,715,000	SC/PAC I/AD	2.50	FIX	38377DV37	March 2036
		AH	82,715,000	SC/PAC I/AD	2.75	FIX	38377DV45	March 2036
		AJ	82,715,000	SC/PAC I/AD	3.00	FIX	38377DV52	March 2036
		AK	82,715,000	SC/PAC I/AD	3.25	FIX	38377DV60	March 2036
		AL	82,715,000	SC/PAC I/AD	3.50	FIX	38377DV78	March 2036
		AM	82,715,000	SC/PAC I/AD	3.75	FIX	38377DV86	March 2036
		AN	82,715,000	SC/PAC I/AD	4.00	FIX	38377DV94	March 2036
		AQ	82,715,000	SC/PAC I/AD	4.50	FIX	38377DW28	March 2036
		AT	82,715,000	SC/PAC I/AD	4.75	FIX	38377DW36	March 2036
		AU	82,715,000	SC/PAC I/AD	5.00	FIX	38377DW44	March 2036
		AW	59,082,142	SC/PAC I/AD	7.00	FIX	38377DW51	March 2036
		AX	82,715,000	SC/PAC I/AD	4.25	FIX	38377DW69	March 2036
		IA	82,715,000	NTL (SC/PAC I/AD)	5.00	FIX/IO	38377DW85	March 2036
		OA	82,715,000	SC/PAC I/AD	0.00	PO	38377DW93	March 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 5</b>								
Combination 15								
FD	\$ 5,760,750	HB	\$ 68,865,530	SC/PT	4.50%	FIX	38377DX27	May 2040
HA	41,319,000							
HZ	14,899,000							
SD	1,920,250							
ZH	4,966,530							
Combination 16								
FD	\$ 5,760,750	TW	\$ 7,681,000	SC/SUP/AD	4.50%	FIX	38377D5V4	May 2040
SD	1,920,250							

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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
<b>Security Group 6</b>										
Combination 17 (6)										
WI	\$122,506,714		IW	\$190,566,000		NTL (PAC I/AD)	4.50%	FIX/IO	38377DX35	December 2035
WO	190,566,000		OW	190,566,000		PAC I/AD	0.00	PO	38377DX43	December 2035
WS	122,506,714		WA	190,566,000		PAC I/AD	1.50	FIX	38377DX50	December 2035
			WB	190,566,000		PAC I/AD	1.75	FIX	38377DX68	December 2035
			WC	190,566,000		PAC I/AD	2.00	FIX	38377DX76	December 2035
			WD	190,566,000		PAC I/AD	2.25	FIX	38377DX84	December 2035
			WG	190,566,000		PAC I/AD	2.50	FIX	38377DX92	December 2035
			WH	190,566,000		PAC I/AD	2.75	FIX	38377DY26	December 2035
			WJ	190,566,000		PAC I/AD	3.00	FIX	38377DY34	December 2035
			WK	190,566,000		PAC I/AD	3.25	FIX	38377DY42	December 2035
			WL	190,566,000		PAC I/AD	3.50	FIX	38377DY59	December 2035
			WM	190,566,000		PAC I/AD	3.75	FIX	38377DY67	December 2035
			WP	190,566,000		PAC I/AD	4.00	FIX	38377DY75	December 2035
			WQ	190,566,000		PAC I/AD	4.25	FIX	38377DY83	December 2035
			WT	190,566,000		PAC I/AD	4.50	FIX	38377DY91	December 2035
			WX	122,506,714		PAC I/AD	7.00	FIX	38377DZ25	December 2035

REMIC Securities

MX Securities

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)	
Combination 18 (6)									
BI	\$ 46,774,285	BC	\$263,326,000	PAC I/AD	2.00%	FIX	38377DZ33	January 2040	
BO	72,760,000	BD	263,326,000	PAC I/AD	2.25	FIX	38377DZ41	January 2040	
SB	46,774,285	BE	263,326,000	PAC I/AD	2.50	FIX	38377DZ58	January 2040	
WI	122,506,714	BG	263,326,000	PAC I/AD	2.75	FIX	38377DZ66	January 2040	
WO	190,566,000	BH	263,326,000	PAC I/AD	3.00	FIX	38377DZ74	January 2040	
WS	122,506,714	BK	263,326,000	PAC I/AD	3.25	FIX	38377DZ82	January 2040	
		BL	263,326,000	PAC I/AD	3.50	FIX	38377DZ90	January 2040	
		BM	263,326,000	PAC I/AD	3.75	FIX	38377D2A3	January 2040	
		BN	263,326,000	PAC I/AD	4.00	FIX	38377D2B1	January 2040	
		BP	263,326,000	PAC I/AD	4.25	FIX	38377D2C9	January 2040	
		BQ	263,326,000	PAC I/AD	4.50	FIX	38377D2D7	January 2040	
		BW	169,281,000	PAC I/AD	7.00	FIX	38377D2E5	January 2040	
		IB	263,326,000	NTL (PAC I/AD)	4.50	FIX/IO	38377D2F2	January 2040	
		OB	263,326,000	PAC I/AD	0.00	PO	38377D2G0	January 2040	
Combination 19 (6)									
BI	\$ 46,774,285	IT	\$ 72,760,000	NTL (PAC I/AD)	4.50%	FIX/IO	38377D2H8	January 2040	
BO	72,760,000	TA	72,760,000	PAC I/AD	3.00	FIX	38377D2J4	January 2040	
SB	46,774,285	TB	72,760,000	PAC I/AD	3.25	FIX	38377D2K1	January 2040	
		TC	72,760,000	PAC I/AD	3.50	FIX	38377D2L9	January 2040	
		TD	72,760,000	PAC I/AD	3.75	FIX	38377D2M7	January 2040	
		TE	72,760,000	PAC I/AD	4.00	FIX	38377D2N5	January 2040	
		TG	72,760,000	PAC I/AD	4.25	FIX	38377D2P0	January 2040	
		TH	72,760,000	PAC I/AD	4.50	FIX	38377D2Q8	January 2040	
		TO	72,760,000	PAC I/AD	0.00	PO	38377D2R6	January 2040	
		TX	46,774,285	PAC I/AD	7.00	FIX	38377D2S4	January 2040	

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 20								
JZ	\$ 32,617,000	ZA	\$ 43,581,000	SUP	4.50%	FIX/Z	38377D2T2	August 2040
PZ	10,964,000							
<b>Security Group 8</b>								
Combination 21 (6)								
JI	\$145,672,857	IJ	\$203,942,000	NTL (SC/PAC/AD)	5.00%	FIX/IO	38377D2U9	August 2039
JO	203,942,000	JA	203,942,000	SC/PAC/AD	2.50	FIX	38377D2V7	August 2039
JS	145,672,857	JB	203,942,000	SC/PAC/AD	2.75	FIX	38377D2W5	August 2039
		JC	203,942,000	SC/PAC/AD	3.00	FIX	38377D2X3	August 2039
		JD	203,942,000	SC/PAC/AD	3.25	FIX	38377D2Y1	August 2039
		JE	203,942,000	SC/PAC/AD	3.50	FIX	38377D2Z8	August 2039
		JG	203,942,000	SC/PAC/AD	3.75	FIX	38377D3A2	August 2039
		JH	203,942,000	SC/PAC/AD	4.00	FIX	38377D3B0	August 2039
		JK	203,942,000	SC/PAC/AD	4.25	FIX	38377D3C8	August 2039
		JL	203,942,000	SC/PAC/AD	4.50	FIX	38377D3D6	August 2039
		JM	203,942,000	SC/PAC/AD	4.75	FIX	38377D3E4	August 2039
		JN	203,942,000	SC/PAC/AD	5.00	FIX	38377D3F1	August 2039
		JW	145,672,857	SC/PAC/AD	7.00	FIX	38377D3G9	August 2039
		OH	203,942,000	SC/PAC/AD	0.00	PO	38377D3H7	August 2039

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Principal Balance		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 22 (6)										
IL	\$ 5,614,285		YA	\$211,802,000		SC/PAC/AD	2.50%	FIX	38377D3J3	August 2039
JI	145,672,857		YB	211,802,000		SC/PAC/AD	2.75	FIX	38377D3K0	August 2039
JO	203,942,000		YC	211,802,000		SC/PAC/AD	3.00	FIX	38377D3L8	August 2039
JS	145,672,857		YD	211,802,000		SC/PAC/AD	3.25	FIX	38377D3M6	August 2039
K	5,614,285		YE	211,802,000		SC/PAC/AD	3.50	FIX	38377D3N4	August 2039
OJ	7,860,000		YG	211,802,000		SC/PAC/AD	3.75	FIX	38377D3P9	August 2039
			YH	211,802,000		SC/PAC/AD	4.00	FIX	38377D3Q7	August 2039
			YI	211,802,000		NTL (SC/PAC/AD)	5.00	FIX/IO	38377D3R5	August 2039
			YJ	211,802,000		SC/PAC/AD	4.25	FIX	38377D3S3	August 2039
			YK	211,802,000		SC/PAC/AD	4.50	FIX	38377D3T1	August 2039
			YL	211,802,000		SC/PAC/AD	4.75	FIX	38377D3U8	August 2039
			YM	211,802,000		SC/PAC/AD	5.00	FIX	38377D3V6	August 2039
			YO	211,802,000		SC/PAC/AD	0.00	PO	38377D3W4	August 2039
			YW	151,287,142		SC/PAC/AD	7.00	FIX	38377D3X2	August 2039
Combination 23										
IL	\$ 5,614,285		JY	\$ 7,860,000		SC/PAC/AD	5.00%	FIX	38377D3Y0	August 2039
K	5,614,285									
OJ	7,860,000									
<b>Security Group 9</b>										
Combination 24										
HS	\$ 15,542,600		ST	\$ 15,542,600		SC/PT	(5)	INV	38377D3Z7	July 2040
S	8,881,485									
Combination 25										
HS	\$ 15,542,600		SH	\$ 15,542,600		SC/PT	(5)	INV	38377D4A1	July 2040
S	8,881,485									
TS	39,966,685									

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 26								
HS	\$ 15,542,600	SL	\$ 15,542,600	SC/PT	(5)	INV	38377D4B9	July 2040
<b>Security Group 10</b>								
Combination 27								
PF	\$ 70,635,000	CF	\$ 80,126,000	SC/PAC	(5)	FLT	38377D4C7	April 2039
QF	9,490,000							
ZF	1,000							
<b>Security Group 11</b>								
Combination 28								
ZL	\$ 9,637,556	UZ	\$ 10,886,556	SC/SUP	5.00%	FIX/Z	38377D4D5	August 2037
ZU	1,249,000							

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum		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 29 (6)										
UI	\$ 44,832,857		IV	\$ 62,766,000		NTL (SC/PAC I/AD)	5.00%	FIX/IO	38377D4E3	August 2037
UO	62,766,000		OU	62,766,000		SC/PAC I/AD	0.00	PO	38377D4F0	August 2037
US	44,832,857		UA	62,766,000		SC/PAC I/AD	1.50	FIX	38377D4G8	August 2037
			UB	62,766,000		SC/PAC I/AD	1.75	FIX	38377D4H6	August 2037
			UC	62,766,000		SC/PAC I/AD	2.00	FIX	38377D4J2	August 2037
			UD	62,766,000		SC/PAC I/AD	2.25	FIX	38377D4K9	August 2037
			UE	62,766,000		SC/PAC I/AD	2.50	FIX	38377D4L7	August 2037
			UG	62,766,000		SC/PAC I/AD	2.75	FIX	38377D4M5	August 2037
			UH	62,766,000		SC/PAC I/AD	3.00	FIX	38377D4N3	August 2037
			UJ	62,766,000		SC/PAC I/AD	3.25	FIX	38377D4P8	August 2037
			UK	62,766,000		SC/PAC I/AD	3.50	FIX	38377D4Q6	August 2037
			UL	62,766,000		SC/PAC I/AD	3.75	FIX	38377D4R4	August 2037
			UM	62,766,000		SC/PAC I/AD	4.00	FIX	38377D4S2	August 2037
			UN	62,766,000		SC/PAC I/AD	4.25	FIX	38377D4T0	August 2037
			UP	62,766,000		SC/PAC I/AD	4.50	FIX	38377D4U7	August 2037
			UW	62,766,000		SC/PAC I/AD	4.75	FIX	38377D4V5	August 2037
			UX	44,832,857		SC/PAC I/AD	7.00	FIX	38377D4W3	August 2037
			UY	62,766,000		SC/PAC I/AD	5.00	FIX	38377D4X1	August 2037
			CY	\$ 18,326,000		SEQ	4.50%	FIX	38377D4Y9	August 2040

Security Group 12

Combination 30

CV	\$ 4,434,000
VC	6,061,000
ZC	7,831,000

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Principal Balance		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)					
<b>Security Groups 12 and 13</b>										
Combination 31 (6)(7)										
AS	\$	5,049,000	CA	\$133,868,424		SC/PT/SEQ	2.00%	FIX	38377D4Z6	January 2038
CI		5,049,000	CB	133,868,424		SC/PT/SEQ	2.25	FIX	38377D5A0	January 2038
CO		7,854,000	CD	133,868,424		SC/PT/SEQ	2.50	FIX	38377D5B8	January 2038
IC		81,009,272	CE	133,868,424		SC/PT/SEQ	2.75	FIX	38377D5C6	January 2038
OC		126,014,424	CG	133,868,424		SC/PT/SEQ	3.00	FIX	38377D5D4	January 2038
YS		81,009,272	CH	133,868,424		SC/PT/SEQ	3.25	FIX	38377D5E2	January 2038
			CJ	133,868,424		SC/PT/SEQ	3.50	FIX	38377D5F9	January 2038
			CL	133,868,424		SC/PT/SEQ	4.00	FIX	38377D5G7	January 2038
			CM	133,868,424		SC/PT/SEQ	4.25	FIX	38377D5H5	January 2038
			CN	133,868,424		SC/PT/SEQ	4.50	FIX	38377D5J1	January 2038
			CQ	133,868,424		SC/PT/SEQ	3.75	FIX	38377D5K8	January 2038
			CW	86,058,272		SC/PT/SEQ	7.00	FIX	38377D5L6	January 2038
			I	133,868,424		NTL (SC/PT/SEQ)	4.50	FIX/IO	38377D5M4	January 2038
			OT	133,868,424		SC/PT/SEQ	0.00	PO	38377D5N2	January 2038

(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 2, 3, 7, 8, 9, 10, 14, 17, 18, 19, 21, 22, 29 and 31, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combination 31 is derived from REMIC classes of separate Security Groups.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2009-076	NE	September 30, 2009	38376CZF9	5.0%	FIX	March 2036	SEQ	\$ 48,700,000	0.87569830	\$ 39,143,714	91.7864476386%	5.404%	345	13	II
3	Ginnie Mae	2009-076	NA	September 30, 2009	38376CZD4	5.0	FIX	March 2036	SEQ	40,000,000	0.87569830	29,861,312	85.2500000000%	5.404	345	13	II
3	Ginnie Mae	2009-078	AJ(3)	September 30, 2009	38376FYZ2	5.0	FIX	January 2036	SEQ	77,401,186	0.900945666	29,191,707	41.8613559746%	5.387	346	11	II
4	Ginnie Mae	2010-094	LA	July 30, 2010	38374YXN8	4.5	FIX	September 2039	SLP	30,085,892	0.99950828	21,988,074	73.1202917301%	4.917	356	3	II
5	Ginnie Mae	2010-060	H(3)	May 28, 2010	38377EQ98	4.5	FIX	May 2040	TAC/AD	69,700,000	0.98802770	68,865,530	100.0000000000%	5.297	355	5	II
8	Ginnie Mae	2010-051	MK(3)	April 30, 2010	38376XW41	5.0	FIX	January 2038	PAC I	96,092,000	0.98128845	74,668,200	79.1866128294%	5.295	354	6	II
8	Ginnie Mae	2009-047	MA	June 30, 2009	38374T6S8	5.0	FIX	May 2038	PAC I	27,564,727	0.92895352	10,835,989	42.3175858045%	5.386	342	16	II
8	Ginnie Mae	2010-051	MP	April 30, 2010	38376XR62	5.0	FIX	April 2039	PAC I	15,129,000	1.00000000	15,129,000	100.0000000000%	5.295	354	6	II
8	Ginnie Mae	2010-003	BN(3)	January 29, 2010	38376TLR1	5.0	FIX	August 2039	PAC I	35,668,000	1.00000000	12,843,562	36.0086407985%	5.341	349	10	II
8	Ginnie Mae	2010-051	NK(3)	April 30, 2010	38376XX73	5.0	FIX	April 2039	PAC I	225,813,000	0.98383372	103,881,035	46.7590439877%	5.295	354	6	II
9	Ginnie Mae	2010-093	HS(3)	July 30, 2010	38374YBN2	(4)	INV	July 2040	SLP	27,242,600	1.00000000	15,542,600	57.0525573917%	4.898	358	1	II
10	Ginnie Mae	2010-082	KF(5)	June 30, 2010	38377F3H2	(4)	FLT	April 2039	SC/PAC/AD	47,737,000	0.98732700	22,751,536	48.2719211513%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	KS(5)	June 30, 2010	38377F3J8	(4)	INV/IO	April 2039	NIL (SC/PAC/AD)	47,737,000	0.98732700	22,751,536	48.2719211513%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	PF(5)	June 30, 2010	38377F3M1	(4)	FLT	April 2039	SC/PAC/AD	32,456,444	1.00000000	17,647,268	54.3721548793%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	PS(5)	June 30, 2010	38377F3N9	(4)	INV/IO	April 2039	NIL (SC/PAC/AD)	32,456,444	1.00000000	17,647,268	54.3721548793%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	GF(5)	June 30, 2010	38377F3E9	(4)	FLT	April 2039	SC/PAC/AD	14,619,555	1.00000000	2,175,966	14.8839414059%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	GS(5)	June 30, 2010	38377F3F6	(4)	INV/IO	April 2039	NIL (SC/PAC/AD)	14,619,555	1.00000000	2,175,966	14.8839414059%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-051	FN(3)	April 30, 2010	38376XX99	(4)	FLT	April 2039	PAC I	161,295,000	0.98383372	38,123,556	24.0243032952%	5.295	354	6	II
10	Ginnie Mae	2010-051	SN	April 30, 2010	38376XS20	(4)	INV/IO	April 2039	NIL(PAC I)	161,295,000	0.98383372	38,123,556	24.0243032952%	5.295	354	6	II
11	Ginnie Mae	2009-062	DL	August 28, 2009	38373ABY1	5.0	FIX	August 2035	SEQ	154,129,000	0.86514422	27,338,557	20.5023065095%	5.500	344	13	I
11	Ginnie Mae	2009-116	AT(3)(6)	December 30, 2009	38376PF47	5.0	FIX	August 2037	SEQ/AD	107,520,000	0.92406223	46,313,999	46.0145833333%	(6)	(6)	(6)	I
13	Ginnie Mae	2010-051	E(3)	April 30, 2010	38376XZF9	4.5	FIX	December 2036	SEQ	143,828,000	0.97175280	126,014,424	90.1614769030%	5.000	345	12	I

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

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

(3) MX Class.

- (4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rate, as further described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.
- (5) Ginnie Mae 2010-082 Classes KF, KS, PF, PS, GF and GS are backed by previously issued (i) MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060 and Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae Trust 2010-060 and Class XE from Ginnie Mae Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae Trust 2009-074. Copies of the Cover Pages, Terms Sheets, Schedules I, if applicable, and Exhibit A, if applicable, are included in Exhibit B. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)</u>
2009-104	NK	5.331%	350	9
2010-060	ND	5.297	355	5
2009-121	XE	5.380	347	11
2010-060	PH	5.297	355	5
2010-060	MD	5.297	355	5
2009-116	KL	5.331	350	9

- (6) Ginnie Mae 2009-116 Class AT is an MX Class derived from REMIC Classes of separate Security Groups. Copies of the Cover Page, Terms Sheet, and Schedule I are included in Exhibit B. The Security Groups are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Security Group</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)</u>
2009-116	1	5.500%	347	12
2009-116	2	5.500	351	9



**\$1,208,308,287**

**Government National Mortgage Association**

**GINNIE MAE<sup>®</sup>**

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

**Ginnie Mae REMIC Trust 2010-125**

**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 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>						
BA	\$ 30,000,000	2.08%	SEQ	FIX	38377JXV0	May 2037
BF	29,040,000	(5)	SEQ	FLT	38377JXW8	May 2037
BS	29,040,000	(5)	NTL (SEQ)	INV/IO	38377JXX6	May 2037
BV(1)	3,518,000	4.50	SEQ/AD	FIX	38377JXY4	September 2029
BZ(1)	6,213,000	4.50	SEQ	FIX/Z	38377JXZ1	September 2040
VB(1)	4,809,000	4.50	SEQ/AD	FIX	38377JYA5	July 2023
<b>Security Group 2</b>						
HF	2,428,637	(5)	SC/SUP	FLT	38377JYB3	April 2039
HS	809,546	(5)	SC/SUP	INV	38377JYC1	April 2039
MA(1)	157,994,000	4.50	SC/PAC	FIX	38377JYD9	April 2039
MY(1)	12,474,000	4.50	SC/PAC	FIX	38377JYE7	April 2039
<b>Security Group 3</b>						
CS	145,736,382	(5)	NTL (SC/PT)	INV/IO	38377JYF4	June 2040
FC(1)	24,389,000	(5)	SC/SEQ	FLT	38377JYG2	June 2040
SC(1)	24,389,000	(5)	NTL (SC/SEQ)	INV/IO	38377JYH0	June 2040
VF	121,343,742	(5)	SC/SEQ/AD	FLT	38377JYI6	June 2040
ZF	3,640	(5)	SC/SEQ	FLT/Z	38377JYK3	June 2040
<b>Security Group 4</b>						
FD	106,082,525	(5)	SC/PT	FLT	38377JYL1	January 2040
SD	106,082,525	(5)	NTL (SC/PT)	INV/IO	38377JYM9	January 2040
<b>Security Group 5</b>						
ES	149,484,147	(5)	NTL (SC/PT)	INV/IO	38377JYN7	August 2039
FE(1)	25,922,000	(5)	SC/SEQ	FLT	38377JP2	August 2039
FV(1)	123,558,000	(5)	SC/SEQ/AD	FLT	38377JYQ0	August 2039
FZ(1)	4,147	(5)	SC/SEQ	FLT/Z	38377JYR8	August 2039
SE(1)	25,922,000	(5)	NTL (SC/SEQ)	INV/IO	38377JYS6	August 2039
<b>Security Group 6</b>						
FL	44,710,000	(5)	SC/PAC/AD	FLT	38377JYT4	August 2037
SL	44,710,000	(5)	NTL (SC/PAC/AD)	INV/IO	38377JYU1	August 2037
ZL	1,362,169	7.00	SC/SUP	FIX/Z	38377JYV9	August 2037
<b>Security Group 7</b>						
AL(1)	8,714,000	4.50	SC/PAC	FIX	38377JYW7	June 2039
AM(1)	24,291,000	4.50	SC/PAC	FIX	38377JYX5	June 2039
AN(1)	134,000,000	4.50	SC/PAC	FIX	38377JYY3	June 2039
HA	852,023	4.50	SC/SUP	FIX	38377JYZ0	June 2039
<b>Security Group 8</b>						
PA(1)	296,688,000	5.00	SC/PAC/AD	FIX	38377JZA4	September 2036
ZU	49,101,858	5.00	SC/SUP	FIX/Z	38377JZB2	September 2036
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38377JZC0	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.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.

**Deutsche Bank Securities**

**Aladdin Capital LLC**

**The date of this Offering Circular Supplement is September 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:** Deutsche Bank Securities Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** September 30, 2010

**Distribution Dates:** For the Group 1, 4 and 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 October 2010. For the Group 2, 3, 5, 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 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 I	4.5%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)

<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 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>Mortgage Rate</u>
<b>Group 1 Trust Assets</b>			
\$73,580,000	352	7	5.0%

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

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

The actual remaining terms to maturity and loan ages of many of the Mortgage Loans underlying the Group 1 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, Inverse Floating Rate 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>
BF . . . . .	LIBOR + 0.30%	0.56%	0.30%	7.00%	0	0.00%
BS. . . . .	6.70% – LIBOR	6.44%	0.00%	6.70%	0	6.70%
CS. . . . .	6.65% – LIBOR	6.39%	0.00%	6.65%	0	6.65%
ES. . . . .	6.65% – LIBOR	6.39%	0.00%	6.65%	0	6.65%
FC . . . . .	LIBOR + 0.15%	0.41%	0.15%	7.00%	0	0.00%
FD . . . . .	LIBOR + 0.32%	0.58%	0.32%	7.00%	0	0.00%
FE. . . . .	LIBOR + 0.15%	0.41%	0.15%	7.00%	0	0.00%
FG . . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FL. . . . .	LIBOR + 0.25%	0.51%	0.25%	7.00%	0	0.00%
FV . . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FY . . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FZ. . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
GF . . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
HF . . . . .	LIBOR + 1.10%	1.36%	1.10%	6.00%	0	0.00%
HS . . . . .	14.70% – (LIBOR x 3.00)	13.92%	0.00%	14.70%	0	4.90%
SC. . . . .	6.85% – LIBOR	0.20%	0.00%	0.20%	0	6.85%
SD . . . . .	6.68% – LIBOR	6.42%	0.00%	6.68%	0	6.68%
SE. . . . .	6.85% – LIBOR	0.20%	0.00%	0.20%	0	6.85%
SL. . . . .	6.75% – LIBOR	6.49%	0.00%	6.75%	0	6.75%
VF . . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
ZF. . . . .	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%

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

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

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

#### **SECURITY GROUP 1**

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

- The BZ Accrual Amount, sequentially, to VB, BV and BZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently, to BA and BF, pro rata, until retired; and
  2. Sequentially, to VB, BV and BZ, in that order, until retired.

#### **SECURITY GROUP 2**

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

1. Sequentially, to MA and MY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. Concurrently, to HF and HS, pro rata, until retired; and
3. Sequentially, to MA and MY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

#### **SECURITY GROUP 3**

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

- The ZF Accrual Amount, sequentially, to VF and ZF, in that order, until retired; and
- The Group 3 Principal Distribution Amount, sequentially, to FC, VF and ZF, in that order, until retired.

#### **SECURITY GROUP 4**

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

#### **SECURITY GROUP 5**

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

- The FZ Accrual Amount, sequentially, to FV and FZ, in that order, until retired; and
- The Group 5 Principal Distribution Amount, sequentially, to FE, FV and FZ, in that order, until retired.

**SECURITY GROUP 6**

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

1. To FL, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To ZL, until retired; and
3. To FL, without regard to its 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 AN, AM and AL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. To HA, until retired; and
3. Sequentially, to AN, AM and AL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

**SECURITY GROUP 8**

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

1. To PA, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To ZU, until retired; and
3. To PA, 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>Security Group 2</b>	
<b>PAC Classes</b>	
MA and MY (in the aggregate)* . . . . .	130% PSA through 245% PSA
<b>Security Group 6</b>	
<b>PAC Class</b>	
FL . . . . .	225% PSA through 300% PSA
<b>Security Group 7</b>	
<b>PAC Classes</b>	
AL, AM and AN (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>Security Group 8</b>	
<b>PAC Class</b>	
PA . . . . .	210% PSA through 300% PSA

\* The initial Effective Range is 130% PSA through 238% PSA.

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the

Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

Class	Original Class Notional Balance	Represents Approximately
BS . . . . .	\$ 29,040,000	100% of BF (SEQ Class)
CS . . . . .	\$ 24,392,640	100% of FC and ZF (in the aggregate) (SC/SEQ Classes)
	<u>121,343,742</u>	100% of VF (SC/SEQ/AD Class)
	<u>\$145,736,382</u>	
ES . . . . .	\$ 25,926,147	100% of FE and FZ (in the aggregate) (SC/SEQ Classes)
	<u>123,558,000</u>	100% of FV (SC/SEQ/AD Class)
	<u>\$149,484,147</u>	
IM . . . . .	\$ 78,997,000	50% of MA (SC/PAC Class)
IN . . . . .	85,234,000	50% of MA and MY (in the aggregate) (SC/PAC Classes)
IQ . . . . .	6,237,000	50% of MY (SC/PAC Class)
PI . . . . .	207,681,600	70% of PA (SC/PAC/AD Class)
SC . . . . .	24,389,000	100% of FC (SC/SEQ Class)
SD . . . . .	106,082,525	100% of FD (SC/PT Class)
SE . . . . .	25,922,000	100% of FE (SC/SEQ Class)
SL . . . . .	44,710,000	100% of FL (SC/PAC/AD Class)
TI . . . . .	87,939,444	55.5555555556% of AM and AN (in the aggregate) (SC/PAC Classes)
UI . . . . .	1,452,333	16.6666666667% of AL (SC/PAC Class)
WI . . . . .	74,444,444	55.5555555556% of AN (SC/PAC Class)
YI . . . . .	5,398,000	22.2222222222% of AM (SC/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.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type	Final Distribution Date	Principal Type(I)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(I)	Approximate Weighted Average Remaining Maturity of Mortgage Loans (in months)(II)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(II)	Ginnie Mae I or II
2	Ginnie Mae	2010-082	GP(3)(5)	June 30, 2010	38377F4N8	4.5%	FIX	April 2039	SC/PAC/AD	\$ 32,894,000	1.000000000	\$ 21,005,183	63.8571867210%	(5)	(5)	(5)	II
2	Ginnie Mae	2010-082	II(5)	June 30, 2010	38377F5K5	4.5	FIX	April 2039	SC/PAC/AD	8,701,000	1.000000000	8,701,000	100.000000000000%	(5)	(5)	(5)	II
2	Ginnie Mae	2010-039	PH(3)(6)	March 30, 2010	38376XEZ2	4.5	FIX	November 2038	SC/SEQ	798,027,000	1.000000000	144,000,000	18.0445025257%	5.341%	348	11	II
3	Ginnie Mae	2010-105	IM(3)	August 30, 2010	38377DS31	4.5	FIX/IO	June 2040	NTL (PAC I)	397,685,000	0.99782387	1,495,737	0.3769312395%	4.841	358	2	II
3	Ginnie Mae	2010-105	ME(3)	August 30, 2010	38377DS80	4.5	FIX	June 2040	PAC I	397,685,000	0.99782387	2,692,327	0.6784764324%	4.841	358	2	II
3	Ginnie Mae	2010-105	IN(3)	August 30, 2010	38377DN51	4.5	FIX/IO	November 2037	NTL (PAC I)	309,043,000	0.99719970	59,064,484	19.1657300117%	4.841	358	2	II
3	Ginnie Mae	2010-105	NM(3)	August 30, 2010	38377DP83	4.5	FIX	November 2037	PAC I	309,043,000	0.99719970	106,316,023	34.4982982951%	4.841	358	2	II
3	Ginnie Mae	2010-105	IK(3)	August 30, 2010	38377DQ33	4.5	FIX/IO	February 2033	NTL (PAC I)	177,192,000	0.99511596	1,325,826	0.7519148720%	4.841	358	2	II
3	Ginnie Mae	2010-105	KT(3)	August 30, 2010	38377DR81	4.5	FIX	February 2033	PAC I	177,192,000	0.99511596	2,386,487	1.3534471082%	4.841	358	2	II
3	Ginnie Mae	2010-105	IP(3)	August 30, 2010	38377DL46	4.5	FIX/IO	June 2039	NTL (PAC I)	358,961,000	0.99732421	14,073,353	3.9310986430%	4.878	357	2	II
3	Ginnie Mae	2010-105	PA(3)	August 30, 2010	38377DL53	4.5	FIX	June 2039	PAC I	358,961,000	0.99732421	25,332,035	7.0759776132%	4.878	357	2	II
3	Ginnie Mae	2010-093	SG(3)	July 30, 2010	38374YCX9	(4)	INV/IO	February 2039	NTL(PAC I)	194,813,998	0.99460508	8,235,330	4.2502079342%	4.926	356	4	II
3	Ginnie Mae	2010-093	FG(3)	July 30, 2010	38374YCU5	(4)	FIT	February 2039	PAC I	194,813,998	0.99460508	8,235,330	4.2502079342%	4.926	356	4	II
3	Ginnie Mae	2010-039	FN(3)	March 30, 2010	38376XDK6	(4)	FIT	June 2039	PAC I	106,596,641	0.96772471	774,180	0.7504926914%	4.854	342	16	II
3	Ginnie Mae	2010-039	SN(3)	March 30, 2010	38376XDL4	(4)	INV/IO	June 2039	NTL(PAC I)	106,596,641	0.96772471	774,180	0.7504926914%	4.854	342	16	II
4	Ginnie Mae	2010-105	IB(3)	August 30, 2010	38377D2F2	4.5	FIX/IO	January 2040	NTL (PAC I/AD)	263,326,000	0.99377291	58,934,735	22.5211437534%	5.000	342	14	I
4	Ginnie Mae	2010-105	BQ(3)	August 30, 2010	38377D2D7	4.5	FIX	January 2040	PAC I/AD	263,326,000	0.99377291	106,082,525	40.5380592877%	5.000	342	14	I
5	Ginnie Mae	2010-105	IF(3)(7)	August 30, 2010	38377D2I9	5.0	FIX/IO	August 2039	NTL (SC/PAC/AD)	203,942,000	0.99620057	498,100	0.2451677438%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-105	JN(3)(7)	August 30, 2010	38377D3F1	5.0	FIX	August 2039	SC/PAC/AD	203,942,000	0.99620057	1,245,250	0.6129193594%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-105	YI(3)(7)	August 30, 2010	38377D3R5	5.0	FIX/IO	August 2039	NTL (SC/PAC/AD)	211,802,000	0.99634157	35,795,559	16.9625385974%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-105	YM(3)(7)	August 30, 2010	38377D3V6	5.0	FIX	August 2039	SC/PAC/AD	211,802,000	0.99634157	89,488,897	42.4063455491%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-039	FP(3)(6)	March 30, 2010	38376XFD0	(4)	FIT	November 2038	SC/SEQ	570,019,285	1.000000000	58,750,000	10.3066688349%	5.341	348	11	II
5	Ginnie Mae	2010-039	SP(6)	March 30, 2010	38376XCA9	(4)	INV/IO	November 2038	NTL(SC/SEQ)	570,019,285	1.000000000	58,750,000	10.3066688349%	5.341	348	11	II
6	Ginnie Mae	2010-105	IV(3)(8)	August 30, 2010	38377D4E3	5.0	FIX/IO	August 2037	NTL (SC/PAC I/AD)	62,766,000	0.99008674	14,914,508	24.0000000000%	(8)	(8)	(8)	I
6	Ginnie Mae	2010-105	UY(3)(8)	August 30, 2010	38377D4X1	5.0	FIX	August 2037	SC/PAC I/AD	62,766,000	0.99008674	37,286,270	60.0000000000%	(8)	(8)	(8)	I
6	Ginnie Mae	2009-116	FY(3)(9)	December 30, 2009	38376PFG2	(4)	FIT	August 2037	SEQ/AD	76,800,000	0.90111783	8,785,899	12.6953125000%	(9)	(9)	(9)	I
6	Ginnie Mae	2009-116	SY(3)(10)	December 30, 2009	38376PFF0	(4)	INV/IO	August 2037	NTL(SEQ/AD)	76,800,000	0.90111783	8,785,899	12.6953125000%	(10)	(10)	(10)	I
7	Ginnie Mae	2010-105	PA(3)	August 30, 2010	38377DL53	4.5	FIX	June 2039	PAC I	358,961,000	0.99732421	149,598,631	41.7872693691%	4.878	357	2	II

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(11)	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)	Ginnie Mae I or II
7	Ginnie Mae	2010-093	NP(3)	July 30, 2010	38374YCY7	4.5%	FIX	July 2037	PAC I	\$108,573,000	1.00000000	\$ 9,521,249	8.7694445212%	4.926%	356	4	II
7	Ginnie Mae	2010-093	GP(3)	July 30, 2010	38374YCZ4	4.5	FIX	February 2039	PAC I	46,229,000	1.00000000	2,880,143	6.2301650479%	4.926	356	4	II
7	Ginnie Mae	2009-042	TX(3)	June 30, 2009	38374UC74	4.5	FIX	June 2039	PAC I	103,993,000	1.00000000	5,857,000	5.6321098535%	4.944	341	16	II
8	Ginnie Mae	2009-076	NC	September 30, 2009	38376CZ12	5.0	FIX	March 2036	SEQ	30,000,000	0.84669759	22,860,835	90.0000000000%	5.404	344	15	II
8	Ginnie Mae	2009-077	DA	September 30, 2009	38376CSB6	5.0	FIX	November 2035	SEQ	46,454,733	0.87016489	33,936,431	83.9526943358%	5.370	345	13	II
8	Ginnie Mae	2009-078	A(3)	September 30, 2009	38376FVZ2	5.0	FIX	January 2036	SEQ	77,401,186	0.886949053	22,172,009	32.9452316144%	5.386	345	13	II
8	Ginnie Mae	2009-085	LA	September 30, 2009	38376E2P6	5.0	FIX	September 2036	SEQ	46,200,000	0.87545217	35,630,903	88.0952380952%	5.386	345	13	II
8	Ginnie Mae	2009-089	HB(3)	October 30, 2009	38376CAK2	5.0	FIX	February 2036	SEQ	43,400,000	0.87873510	30,579,981	80.1843317972%	5.376	346	13	II
8	Ginnie Mae	2009-089	HG(3)	October 30, 2009	38376CAH1	5.0	FIX	February 2036	SEQ	47,000,000	0.87873510	34,490,352	83.5106382979%	5.376	346	13	II
8	Ginnie Mae	2009-092	CA	October 30, 2009	38376CQ85	5.0	FIX	December 2035	SEQ	51,300,000	0.888459262	36,002,919	79.3372319688%	5.363	347	12	II
8	Ginnie Mae	2009-093	UG	October 30, 2009	38376KAK7	5.0	FIX	February 2036	SEQ	107,500,000	0.88844435	36,559,485	38.2790697674%	5.375	347	12	II
8	Ginnie Mae	2009-093	AC	October 30, 2009	38376KBB6	5.0	FIX	March 2036	SEQ	86,800,000	0.88285870	30,723,483	40.0921658986%	5.377	346	13	II
8	Ginnie Mae	2009-094	AB	October 30, 2009	38376KZ95	5.0	FIX	February 2036	SEQ	43,800,000	0.88068621	29,767,194	77.1689497717%	5.378	346	13	II
8	Ginnie Mae	2009-077	CA	September 30, 2009	38376CSA8	5.0	FIX	November 2035	SEQ	53,000,000	0.87016489	33,066,266	71.6981132075%	5.370	345	13	II

- (1) As defined under "Class Type" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of September 2010.
- (3) MX Class.
- (4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rate, as further described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.
- (5) Ginnie Mae 2010-082 Classes L and GP are backed by previously issued (i) MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060 and Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae Trust 2010-060 and Class XE from Ginnie Mae Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae Trust 2009-074. Copies of the Cover Page, Terms Sheet, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2009-074, 2009-104, 2009-116, 2009-121 and 2010-060 are included in Exhibit B to this

Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans(11)</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)</u>
2009-104	NK	5.331%	349	10
2010-060	ND	5.297	354	6
2009-121	XE	5.379	346	13
2010-060	PH	5.297	354	6
2010-060	MD	5.297	354	6
2009-116	KL	5.331	349	10

(6) Ginnie Mae 2010-039 Classes FP, PH and SP are backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Page, Terms Sheet and Schedule I from Ginnie Mae REMIC Trust 2010-003 are included in Exhibit B to this Supplement.

(7) Ginnie Mae 2010-105 Classes IJ, JN, YI and YM are backed by previously issued (i) MX certificates, Classes MK and NK from Ginnie Mae MX Trust 2010-051 and Class BN from Ginnie Mae MX Trust 2010-003 and (ii) certificates, Class MA from Ginnie Mae Trust 2009-047 and Class MP from Ginnie Mae 2010-051. Copies of the Cover Page, Terms Sheet and Schedule I, if applicable, from Ginnie Mae REMIC Trusts 2009-047, 2010-003 and 2010-051 are included in Exhibit B to this Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans(11)</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)</u>
2010-051	MK	5.295%	353	7
2009-047	MA	5.387	341	17
2010-051	MP	5.295	353	7
2010-003	BN	5.341	348	11
2010-051	NK	5.295	353	7

- (8) Ginnie Mae 2010-105 Classes IV and UY are backed by a previously issued (i) MX certificate, Class AT from Ginnie Mae MX Trust 2009-116 and (ii) certificate, Class DL from Ginnie Mae Trust 2009-062. Class AT is in turn an MX Class derived from REMIC Classes AO, BO, FU, FW, TU, TV, TW and TX of separate Security Groups. Copies of the Cover Page, Terms Sheet and Schedule I, if applicable, from Ginnie Mae REMIC Trusts 2009-116 and 2009-062 are included in Exhibit B to this Supplement. The REMIC Classes and previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2009-062	DL	5.500%	343	14
2009-116	AO	5.500	346	13
2009-116	BO	5.500	350	10
2009-116	FU	5.500	346	13
2009-116	FW	5.500	350	10
2009-116	TU	5.500	346	13
2009-116	TV	5.500	346	13
2009-116	TW	5.500	350	10
2009-116	TX	5.500	350	10

- (9) Ginnie Mae 2009-116 Class FY is an MX Class that is derived from REMIC Classes AO, BO, FU, FW, TU and TW of separate Security Groups. The REMIC Classes are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2009-116	AO	5.500%	346	13
2009-116	BO	5.500	350	10
2009-116	FU	5.500	346	13
2009-116	FW	5.500	350	10
2009-116	TU	5.500	346	13
2009-116	TW	5.500	350	10

(10) Ginnie Mae 2009-116 Class SY is an MX Class that is derived from REMIC Classes TV and TX of separate Security Groups. The REMIC Classes are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

<u>Series</u>	<u>Class</u>	<u>Approximate Weighted Average Coupon of Mortgage Loans(11)</u>	<u>Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)</u>	<u>Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)</u>
2009-116	TV	5.500%	346	13
2009-116	TX	5.500	350	10

(11) Based on information as of the first Business Day of September 2010.



**\$916,087,005**

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**Guaranteed REMIC  
Pass-Through Securities  
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***OFFERING CIRCULAR SUPPLEMENT***  
**October 21, 2010**

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**Deutsche Bank Securities  
Aladdin Capital LLC**