



\$369,120,300

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2010-143

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
CM	\$ 11,067,000	4.0%	PAC II/AD	FIX	38377NAA2	November 2040
QE(1)	15,921,000	4.0	PAC I/AD	FIX	38377NAB0	November 2040
QG(1)	126,938,000	4.0	PAC I/AD	FIX	38377NAC8	November 2037
QH(1)	20,218,000	4.0	PAC I/AD	FIX	38377NAD6	August 2039
ZA	30,000,000	4.0	TAC/AD	FIX/Z	38377NAE4	November 2040
ZB	4,344,252	4.0	SUP	FIX/Z	38377NAF1	November 2040
Security Group 2						
B(1)	48,362,000	4.5	SC/PAC	FIX	38377NAG9	October 2037
BY	184,374	4.5	SC/SUP	FIX	38377NAH7	October 2037
Security Group 3						
AZ	9,232,000	4.5	SC/SCH/AD	FIX/Z	38377NAJ3	February 2037
CZ	1,654,994	4.5	SC/SUP	FIX/Z	38377NAK0	February 2037
T(1)	18,319,000	4.5	SC/PAC/AD	FIX	38377NAL8	February 2037
Security Group 4						
CN	1,232,353	4.0	SC/SUP	FIX	38377NAM6	April 2039
NA(1)	50,464,000	4.0	SC/PAC	FIX	38377NAN4	April 2039
Security Group 5						
CG	1,000	3.0	SC/SUP	FIX	38377NAP9	April 2040
G(1)	7,124,000	3.0	SC/PAC	FIX	38377NAQ7	April 2040
Security Group 6						
CH	869,327	5.0	SC/SUP	FIX	38377NAR5	August 2033
H(1)	23,189,000	5.0	SC/PAC	FIX	38377NAS3	August 2033
Residual						
RR	0	0.0	NPR	NPR	38377NAT1	November 2040

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
 (2) Subject to increase as described under "Increase in Size" in this Supplement.
 (3) As defined under "Class Types" in Appendix I to the Base Offering Circular.
 (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

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

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

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

NOMURA

Loop Capital Markets LLC

The date of this Offering Circular Supplement is November 22, 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 2, 3, 4, 5 and 6 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

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

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

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TERMS SHEET

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

Sponsor: Nomura Securities International, Inc.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 30, 2010

Distribution Dates: For the Group 1, 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in December 2010. For the Group 2, 5 and 6 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 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%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificate	(1)	(1)
4	Underlying Certificate	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)

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

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

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

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Mortgage Rate</u>
Group 1 Trust Assets			
\$208,488,252	359	1	4.5%

¹ As of November 1, 2010.

² 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 a Principal Only or Interest Only Class. *See “Description of the Securities— Form of Securities” in this Supplement.*

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

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 ZA and ZB Accrual Amounts will be allocated in the following order of priority:

1. To CM, QE, QG and QH, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Sequentially, to QG, QH and QE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To CM, until retired
 - c. Sequentially, to QG, QH and QE, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired
2. To ZA, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZB, until retired
4. To ZA, without regard to its Scheduled Principal Balance, until retired
5. To CM, QE, QG and QH, 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. To B, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To BY, until retired
3. To B, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. To T, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To AZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To CZ, until retired
4. To AZ, without regard to its Scheduled Principal Balance, until retired
5. To T, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

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

SECURITY GROUP 5

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

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

SECURITY GROUP 6

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

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

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
PAC Classes	
B*	120% PSA through 250% PSA
G	108% PSA through 250% PSA
H	130% PSA through 250% PSA
NA	200% PSA through 290% PSA
T	170% PSA through 250% PSA
PAC I Classes	
QE, QG and QH (in the aggregate)	100% PSA through 250% PSA
PAC I and II Classes	
CM, QE, QG and QH (in the aggregate)	150% PSA through 250% PSA
Scheduled Class	
AZ**	300% PSA through 320% PSA
TAC Class	
ZA***	263% PSA

* The initial Effective Range is 121% PSA through 250% PSA.

** The initial Effective Range is 302% PSA through 320% 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>
BI	\$32,241,333	66.6666666667% of B (SC/PAC Class)
HI	18,551,200	80% of H (SC/PAC Class)
JI	91,972,500	62.5% of QG and QH (in the aggregate) (PAC I/AD Classes)
NI	22,938,181	45.4545454545% of NA (SC/PAC Class)
PI	79,336,250	62.5% of QG (PAC I/AD Class)
TI	14,248,111	77.777777778% of T (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.

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 (principal only securities, for example) and principal payments are slower than you expected.

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

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS certificate, the effect of which would be comparable to a prepayment of such mortgage loan.

At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to 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.

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, scheduled and TAC classes, the related support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC, scheduled and TAC classes for that distribution date, this excess will be distributed to the related support classes.

The rate of principal payments on or reductions in the notional balances of the underlying certificates will directly affect the rate of principal payments on the group 2, 3, 4, 5 and 6 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 2 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.

In addition, the principal entitlements of and the reductions in notional balances of the underlying certificates on any payment date are calculated,

directly or indirectly, 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.

The trust assets underlying certain of the underlying certificates included in trust asset groups 3 and 4 are also previously issued certificates that represent beneficial ownership interests in separate trusts. The distribution priorities of the previously issued certificates backing these underlying certificates will directly affect the timing and rate of principal payments on the group 3 and 4 securities. You should read the related underlying certificate disclosure documents, including the risk factors contained therein, to understand the distribution priorities and related risks of the previously issued certificates backing these underlying certificates.

This supplement contains no information as to whether the underlying certificates have adhered to any applicable principal balance schedules or, in the case of the underlying certificates with class notional balances, the schedules of the related classes with which the notional underlying certificates reduce, 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 2, 3, 4, 5 and 6 securities and, in particular, the support, interest only, principal only, 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 Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Group 1)

The Group 1 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 2, 3, 4, 5 and 6)

The Group 2, 3, 4, 5 and 6 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 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 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 principal or notional balance.

Distributions

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

Fixed Rate Classes

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

Accrual Classes

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

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

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

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

Termination

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

Upon any termination of the Trust, the Holder of any outstanding Security (other than a Residual or Notional Class Security) will be entitled to receive that Holder’s allocable share of the Class Principal Balance of that Class plus any accrued and unpaid interest thereon at the applicable Interest Rate, and any Holder of any outstanding Notional Class Security will be entitled to receive that Holder’s allocable share of any accrued and unpaid interest thereon at the applicable Interest Rate. The Residual Holders

will be entitled to their pro rata share of any assets remaining in the Trust REMICs after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 4, 5, 6, 7 and 8, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 4, 5, 6, 7 and 8, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-143. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 2, 3, 4, 5 and 6 Securities are urged to review the discussion under "Risk Factors — *The rate of principal payments on or reductions in the notional balances of the underlying certificates will directly affect the rate of principal payments on the group 2, 3, 4, 5 and 6 securities*" in this Supplement.

Accretion Directed Classes

Classes AZ, CM, QE, QG, QH, T and ZA are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement.

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

Each PAC and Scheduled 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 or schedules. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC and Scheduled Classes are as follows:

	<u>Initial Effective Ranges</u>
PAC Classes	
B	121% PSA through 250% PSA
G	93% PSA through 250% PSA
H	130% PSA through 250% PSA
NA	200% PSA through 290% PSA
T	170% PSA through 250% PSA
PAC I Classes	
QE, QG and QH (in the aggregate)	100% PSA through 250% PSA
PAC I and II Classes	
CM, QE, QG and QH (in the aggregate)	150% PSA through 250% PSA
Scheduled Class	
AZ	302% PSA through 320% PSA
TAC Class	<u>Initial Effective Rate</u>
ZA	*

* No initial Effective Rate.

- The principal payment stability of the PAC Classes will be supported by the related Scheduled and Support Classes.
- The principal payment stability of the PAC I Classes will be supported by the related PAC II, TAC and Support Classes.
- The principal payment stability of the PAC II Classes will be supported by the related TAC and Support Classes.
- The principal payment stability of the Scheduled Class will be supported by the related Support Class.
- The principal payment stability of the TAC 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 tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or Scheduled Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range, if any, for that Class. Further, the Effective

Range for any PAC or Scheduled 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 or Scheduled Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC or Scheduled 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 or Scheduled Class, its supporting Class or Classes may be retired earlier than that PAC or Scheduled 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 November 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 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 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 Trust Asset is assumed to have an original and a 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, 3 and 4 Securities are always received on the 16th day of the month and distributions on the Group 2, 5 and 6 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in December 2010.

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

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

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

7. Distributions on the Underlying Certificates are made as described in the related Underlying Certificate Disclosure Documents.

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Class CM					Classes JA, JB, JC, JD, JE, JG, JH, JI, JK, JL, JM and QD					Classes PA, PB, PC, PD, PE, PG, PH, PI, PJ, PK, PL and QG					Class QE				
	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	96	96	96	96	97	95	95	95	95	96	94	94	94	94	100	100	100	100	100
November 2012	100	75	75	75	75	93	86	86	86	86	92	84	84	84	84	100	100	100	100	100
November 2013	100	45	45	45	0	90	75	75	75	71	88	71	71	71	66	100	100	100	100	100
November 2014	100	22	22	22	0	86	65	65	65	50	84	59	59	59	42	100	100	100	100	100
November 2015	100	8	8	8	0	82	55	55	55	34	79	48	48	48	24	100	100	100	100	100
November 2016	100	1	1	1	0	78	46	46	46	23	75	37	37	37	11	100	100	100	100	100
November 2017	100	0	0	0	0	74	37	37	37	14	70	27	27	27	0	100	100	100	100	100
November 2018	100	0	0	0	0	70	29	29	29	8	65	17	17	17	0	100	100	100	100	100
November 2019	100	0	0	0	0	65	22	22	22	3	60	9	9	9	0	100	100	100	100	100
November 2020	100	0	0	0	0	60	16	16	16	0	54	3	3	3	0	100	100	100	100	93
November 2021	100	0	0	0	0	55	11	11	11	0	48	0	0	0	0	100	100	100	100	69
November 2022	100	0	0	0	0	50	7	7	7	0	42	0	0	0	0	100	100	100	100	50
November 2023	100	0	0	0	0	45	4	4	4	0	36	0	0	0	0	100	100	100	100	37
November 2024	100	0	0	0	0	39	1	1	1	0	29	0	0	0	0	100	100	100	100	27
November 2025	100	0	0	0	0	33	0	0	0	0	22	0	0	0	0	100	91	91	91	20
November 2026	100	0	0	0	0	27	0	0	0	0	15	0	0	0	0	100	74	74	74	14
November 2027	100	0	0	0	0	20	0	0	0	0	8	0	0	0	0	100	59	59	59	10
November 2028	100	0	0	0	0	14	0	0	0	0	0	0	0	0	0	100	48	48	48	7
November 2029	100	0	0	0	0	6	0	0	0	0	0	0	0	0	0	100	38	38	38	5
November 2030	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0	91	30	30	30	4
November 2031	95	0	0	0	0	0	0	0	0	0	0	0	0	0	0	23	23	23	23	3
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	18	18	18	18	2
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	14	14	14	14	1
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	10	10	10	10	1
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7	7	7	7	1
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	5	5	5	5	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	21.5	3.0	3.0	3.0	2.2	11.4	6.0	6.0	6.0	4.3	10.1	5.0	5.0	5.0	3.7	21.3	18.7	18.7	18.7	12.9

PSA Prepayment Assumption Rates																				
Distribution Date	Class QH					Class QJ					Class ZA					Class ZB				
	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100	100	104	100	95	89	89	104	104	104	104	3
November 2012	100	100	100	100	100	100	100	100	100	100	108	99	82	64	29	108	108	108	108	0
November 2013	100	100	100	100	100	100	100	100	100	100	113	99	66	34	0	113	113	113	113	0
November 2014	100	100	100	100	100	100	100	100	100	100	117	98	53	11	0	117	117	117	117	0
November 2015	100	100	100	100	100	100	100	100	100	100	122	97	44	0	0	122	122	122	96	0
November 2016	100	100	100	100	100	100	100	100	100	100	127	96	38	0	0	127	127	127	35	0
November 2017	100	100	100	100	100	100	100	100	100	100	132	96	34	0	0	132	132	132	6	0
November 2018	100	100	100	100	56	100	100	100	100	75	138	95	32	0	0	138	138	138	0	0
November 2019	100	100	100	100	21	100	100	100	100	56	143	92	29	0	0	143	143	143	0	0
November 2020	100	100	100	100	0	100	100	100	100	41	149	87	26	0	0	149	149	149	0	0
November 2021	100	83	83	83	0	100	90	90	90	30	155	81	22	0	0	155	155	155	0	0
November 2022	100	54	54	54	0	100	74	74	74	22	161	74	17	0	0	161	161	161	0	0
November 2023	100	30	30	30	0	100	61	61	61	16	168	66	13	0	0	168	168	168	0	0
November 2024	100	10	10	10	0	100	49	49	49	12	175	58	8	0	0	175	175	175	0	0
November 2025	100	0	0	0	0	100	40	40	40	9	182	50	3	0	0	182	182	182	0	0
November 2026	100	0	0	0	0	100	33	33	33	6	189	41	0	0	0	189	189	182	0	0
November 2027	100	0	0	0	0	100	26	26	26	4	197	33	0	0	0	197	197	159	0	0
November 2028	98	0	0	0	0	99	21	21	21	3	205	25	0	0	0	205	205	138	0	0
November 2029	47	0	0	0	0	70	17	17	17	2	214	17	0	0	0	214	214	118	0	0
November 2030	0	0	0	0	0	40	13	13	13	2	222	9	0	0	0	222	222	101	0	0
November 2031	0	0	0	0	0	10	10	10	10	1	231	2	0	0	0	231	231	84	0	0
November 2032	0	0	0	0	0	8	8	8	8	1	239	0	0	0	0	241	206	70	0	0
November 2033	0	0	0	0	0	6	6	6	6	1	210	0	0	0	0	251	171	56	0	0
November 2034	0	0	0	0	0	4	4	4	4	0	179	0	0	0	0	261	139	45	0	0
November 2035	0	0	0	0	0	3	3	3	3	0	146	0	0	0	0	271	109	34	0	0
November 2036	0	0	0	0	0	2	2	2	2	0	111	0	0	0	0	282	82	25	0	0
November 2037	0	0	0	0	0	1	1	1	1	0	74	0	0	0	0	294	58	17	0	0
November 2038	0	0	0	0	0	1	1	1	1	0	35	0	0	0	0	306	36	11	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	282	16	5	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.9	12.3	12.3	12.3	8.2	20.0	15.1	15.1	15.1	10.3	25.6	14.6	6.1	2.5	1.6	29.4	25.0	21.1	5.7	0.6

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes B, BC, BD, BE, BG, BH, BI, BJ, BK, BL, BM, BN, BP and BQ					Class BY				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100
November 2011	97	92	92	92	92	100	100	100	100	100
November 2012	94	81	81	81	81	100	100	22	22	22
November 2013	91	67	67	67	60	100	100	0	0	0
November 2014	88	54	54	54	36	100	100	0	0	0
November 2015	85	43	43	43	18	100	100	0	0	0
November 2016	81	32	32	32	4	100	100	0	0	0
November 2017	78	22	22	22	0	100	100	0	0	0
November 2018	74	13	12	12	0	100	100	0	0	0
November 2019	70	4	4	4	0	100	14	0	0	0
November 2020	66	0	0	0	0	100	0	0	0	0
November 2021	61	0	0	0	0	100	0	0	0	0
November 2022	57	0	0	0	0	100	0	0	0	0
November 2023	52	0	0	0	0	100	0	0	0	0
November 2024	47	0	0	0	0	100	0	0	0	0
November 2025	41	0	0	0	0	100	0	0	0	0
November 2026	35	0	0	0	0	100	0	0	0	0
November 2027	30	0	0	0	0	100	0	0	0	0
November 2028	23	0	0	0	0	100	0	0	0	0
November 2029	17	0	0	0	0	100	0	0	0	0
November 2030	10	0	0	0	0	100	0	0	0	0
November 2031	3	0	0	0	0	100	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	12.5	4.6	4.6	4.6	3.4	21.4	8.8	1.8	1.8	1.8

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class AZ					Class CZ					Classes T, TA, TB, TC, TD, TE, TG, TH, TI, TJ, TK, TL, TM, TN, TP and TQ				
	0%	170%	200%	250%	400%	0%	170%	200%	250%	400%	0%	170%	200%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	105	100	100	100	64	105	100	100	100	0	95	83	83	83	83
November 2012	109	99	99	56	0	109	105	105	105	0	89	63	63	63	38
November 2013	114	98	70	11	0	114	110	110	110	0	83	45	45	45	14
November 2014	120	98	54	0	0	120	115	115	37	0	76	27	27	27	0
November 2015	125	94	46	0	0	125	120	120	0	0	70	10	10	10	0
November 2016	131	85	35	0	0	131	126	126	0	0	63	0	0	0	0
November 2017	137	63	12	0	0	137	131	131	0	0	56	0	0	0	0
November 2018	143	45	7	0	0	143	137	137	0	0	48	0	0	0	0
November 2019	150	40	6	0	0	150	144	144	0	0	40	0	0	0	0
November 2020	157	21	0	0	0	157	150	91	0	0	32	0	0	0	0
November 2021	164	0	0	0	0	164	137	0	0	0	23	0	0	0	0
November 2022	171	0	0	0	0	171	23	0	0	0	14	0	0	0	0
November 2023	179	0	0	0	0	179	0	0	0	0	4	0	0	0	0
November 2024	175	0	0	0	0	188	0	0	0	0	0	0	0	0	0
November 2025	163	0	0	0	0	196	0	0	0	0	0	0	0	0	0
November 2026	150	0	0	0	0	205	0	0	0	0	0	0	0	0	0
November 2027	136	0	0	0	0	215	0	0	0	0	0	0	0	0	0
November 2028	121	0	0	0	0	224	0	0	0	0	0	0	0	0	0
November 2029	100	0	0	0	0	235	0	0	0	0	0	0	0	0	0
November 2030	57	0	0	0	0	246	0	0	0	0	0	0	0	0	0
November 2031	12	0	0	0	0	257	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	73	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.5	7.9	4.8	2.2	1.1	21.8	11.5	10.2	3.8	0.7	7.4	2.8	2.8	2.8	1.9

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class CN					Classes NA, NB, NC, ND, NE, NG, NH, NI, NJ, NK, NL and NM				
	0%	200%	260%	290%	550%	0%	200%	260%	290%	550%
	Initial Percent	100	100	100	100	100	100	100	100	100
November 2011	100	100	85	85	0	98	85	85	85	78
November 2012	100	100	71	71	0	96	72	72	72	51
November 2013	100	100	58	58	0	94	60	60	60	33
November 2014	100	100	47	35	0	92	49	49	49	21
November 2015	100	100	37	5	0	90	40	40	40	14
November 2016	100	99	31	0	0	88	32	32	32	8
November 2017	100	83	24	0	0	85	26	26	26	5
November 2018	100	55	19	0	0	83	20	20	20	3
November 2019	100	18	15	0	0	80	16	16	16	1
November 2020	100	12	12	0	0	77	12	12	12	0
November 2021	100	10	10	0	0	73	9	9	9	0
November 2022	100	8	8	0	0	70	7	7	7	0
November 2023	100	6	6	0	0	67	5	5	5	0
November 2024	100	5	5	0	0	63	3	3	3	0
November 2025	100	4	4	0	0	59	2	2	2	0
November 2026	100	3	3	0	0	54	1	1	1	0
November 2027	100	2	2	0	0	50	0	0	0	0
November 2028	100	0	0	0	0	45	0	0	0	0
November 2029	100	0	0	0	0	40	0	0	0	0
November 2030	100	0	0	0	0	34	0	0	0	0
November 2031	100	0	0	0	0	29	0	0	0	0
November 2032	100	0	0	0	0	22	0	0	0	0
November 2033	100	0	0	0	0	16	0	0	0	0
November 2034	100	0	0	0	0	9	0	0	0	0
November 2035	100	0	0	0	0	2	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.4	8.6	4.9	3.0	0.6	15.7	4.9	4.9	4.9	2.6

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Class CG					Classes G, GA, GB, GC, GD, GE, GH and GO				
	0%	108%	200%	250%	400%	0%	108%	200%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	100	100	100
November 2013	100	100	100	100	100	100	100	100	100	100
November 2014	100	100	100	100	100	100	100	100	100	100
November 2015	100	100	100	100	100	100	100	100	100	100
November 2016	100	100	100	100	100	100	100	100	100	100
November 2017	100	100	100	100	100	100	100	100	100	100
November 2018	100	100	100	100	100	100	100	100	100	100
November 2019	100	100	100	100	0	100	100	100	100	97
November 2020	100	100	100	100	0	100	100	100	100	71
November 2021	100	100	100	100	0	100	100	100	100	52
November 2022	100	100	100	100	0	100	100	100	100	39
November 2023	100	100	100	100	0	100	100	100	100	28
November 2024	100	100	100	100	0	100	90	90	90	21
November 2025	100	100	100	100	0	100	73	73	73	15
November 2026	100	100	100	100	0	100	59	59	59	11
November 2027	100	100	100	100	0	100	48	48	48	8
November 2028	100	100	100	100	0	100	38	38	38	6
November 2029	100	100	100	100	0	100	30	30	30	4
November 2030	100	100	100	100	0	100	24	24	24	3
November 2031	100	100	100	100	0	100	18	18	18	2
November 2032	100	100	100	100	0	100	14	14	14	1
November 2033	100	100	100	100	0	100	11	11	11	1
November 2034	100	100	100	100	0	57	8	8	8	1
November 2035	100	100	100	100	0	5	5	5	5	0
November 2036	100	100	100	100	0	4	4	4	4	0
November 2037	100	100	100	100	0	2	2	2	2	0
November 2038	100	100	100	100	0	1	1	1	1	0
November 2039	100	100	100	100	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.2	29.2	29.2	29.2	8.9	24.2	17.8	17.8	17.8	12.1

Security Group 6 PSA Prepayment Assumption Rates										
Distribution Date	Class CH					Classes H, HA, HB, HC, HD, HE, HG, HI, HJ, HK, HL, HM, HN, HP and HQ				
	0%	130%	200%	250%	400%	0%	130%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	95	80	80	80	80
November 2012	100	100	100	100	0	91	57	57	57	46
November 2013	100	100	100	100	0	86	34	34	34	0
November 2014	100	100	100	100	0	80	13	13	13	0
November 2015	100	0	0	0	0	75	0	0	0	0
November 2016	100	0	0	0	0	69	0	0	0	0
November 2017	100	0	0	0	0	63	0	0	0	0
November 2018	100	0	0	0	0	56	0	0	0	0
November 2019	100	0	0	0	0	49	0	0	0	0
November 2020	100	0	0	0	0	42	0	0	0	0
November 2021	100	0	0	0	0	34	0	0	0	0
November 2022	100	0	0	0	0	26	0	0	0	0
November 2023	100	0	0	0	0	18	0	0	0	0
November 2024	100	0	0	0	0	9	0	0	0	0
November 2025	73	0	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.1	4.8	4.8	4.3	1.6	8.4	2.3	2.3	2.3	1.8

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 2, 3, 4, 5 and 6 Securities, the investor’s own projection of principal payment rates and rates of reduction in notional balances on the Underlying Certificates under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates and rates of reduction in notional balances or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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.

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (in the case of the interest-bearing Classes) is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1

**Sensitivity of Class JI to Prepayments
Assumed Price 17.5%***

PSA Prepayment Assumption Rates				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>390%</u>	<u>400%</u>
8.3%	8.3%	8.3%	0.1%	(0.6)%

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

PSA Prepayment Assumption Rates				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>430%</u>
11.8%	11.8%	11.8%	2.2%	0.0%

SECURITY GROUP 2

**Sensitivity of Class BI to Prepayments
Assumed Price 15.0%***

PSA Prepayment Assumption Rates				
<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>405%</u>
11.0%	11.0%	11.0%	0.4%	0.0%

SECURITY GROUP 3

**Sensitivity of Class TI to Prepayments
Assumed Price 8.75%***

PSA Prepayment Assumption Rates				
<u>170%</u>	<u>200%</u>	<u>250%</u>	<u>378%</u>	<u>400%</u>
20.3%	20.3%	20.3%	0.1%	(4.2)%

SECURITY GROUP 4

**Sensitivity of Class NI to Prepayments
Assumed Price 12.0%***

PSA Prepayment Assumption Rates				
<u>200%</u>	<u>260%</u>	<u>290%</u>	<u>550%</u>	<u>641%</u>
28.5%	28.5%	28.5%	8.8%	0.0%

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

SECURITY GROUP 5

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

PSA Prepayment Assumption Rates			
<u>108%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.0%	4.0%	4.0%	5.9%

SECURITY GROUP 6

**Sensitivity of Class HI to Prepayments
Assumed Price 8.0%***

PSA Prepayment Assumption Rates				
<u>130%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>	<u>447%</u>
25.6%	25.6%	25.6%	8.1%	0.1%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

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

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

<u>Group</u>	<u>PSA</u>
1, 2, 3, 5 and 6	200%
4	260%

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

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

Residual Securities

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

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

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

MX Securities

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

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

ERISA MATTERS

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

Governmental plans and certain church plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and the Code, may nevertheless be subject to local, state or other federal laws that are substantially similar to the foregoing provisions of

ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any of the Securities.

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

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

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1(5)								
QG	\$126,938,000	PA	\$126,938,000	PAC I/AD	1.50%	FIX	38377NAU8	November 2037
		PB	126,938,000	PAC I/AD	1.75	FIX	38377NAV6	November 2037
		PC	126,938,000	PAC I/AD	2.00	FIX	38377NAW4	November 2037
		PD	126,938,000	PAC I/AD	2.25	FIX	38377NAX2	November 2037
		PE	126,938,000	PAC I/AD	2.50	FIX	38377NAY0	November 2037
		PG	126,938,000	PAC I/AD	2.75	FIX	38377NAZ7	November 2037
		PH	126,938,000	PAC I/AD	3.00	FIX	38377NBA1	November 2037
		PI	79,336,250	NTL (PAC I/AD)	4.00	FIX/IO	38377NBB9	November 2037
		PJ	126,938,000	PAC I/AD	3.25	FIX	38377NBC7	November 2037
		PK	126,938,000	PAC I/AD	3.50	FIX	38377NBD5	November 2037
		PL	126,938,000	PAC I/AD	3.75	FIX	38377NBE3	November 2037

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 2(5)								
QG	\$126,938,000	JA	\$147,156,000	PAC I/AD	1.50%	FIX	38377NBF0	August 2039
QH	20,218,000	JB	147,156,000	PAC I/AD	1.75	FIX	38377NBG8	August 2039
		JC	147,156,000	PAC I/AD	2.00	FIX	38377NBH6	August 2039
		JD	147,156,000	PAC I/AD	2.25	FIX	38377NBJ2	August 2039
		JE	147,156,000	PAC I/AD	2.50	FIX	38377NBK9	August 2039
		JG	147,156,000	PAC I/AD	2.75	FIX	38377NBL7	August 2039
		JH	147,156,000	PAC I/AD	3.00	FIX	38377NBM5	August 2039
		JI	91,972,500	NTL (PAC I/AD)	4.00	FIX/IO	38377NBN3	August 2039
		JK	147,156,000	PAC I/AD	3.25	FIX	38377NBP8	August 2039
		JL	147,156,000	PAC I/AD	3.50	FIX	38377NBQ6	August 2039
		JM	147,156,000	PAC I/AD	3.75	FIX	38377NBR4	August 2039
		QD	147,156,000	PAC I/AD	4.00	FIX	38377NBS2	August 2039
Combination 3								
QE	\$ 15,921,000	QJ	\$ 36,139,000	PAC I/AD	4.00%	FIX	38377NBT0	November 2040
QH	20,218,000							

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 4(5)								
B	\$ 48,362,000	BC	\$ 48,362,000	SC/PAC	1.50%	FIX	38377NBU7	October 2037
		BD	48,362,000	SC/PAC	1.75	FIX	38377NBV5	October 2037
		BE	48,362,000	SC/PAC	2.00	FIX	38377NBW3	October 2037
		BG	48,362,000	SC/PAC	2.25	FIX	38377NBX1	October 2037
		BH	48,362,000	SC/PAC	2.50	FIX	38377NBY9	October 2037
		BI	32,241,333	NTL (SC/PAC)	4.50	FIX/IO	38377NBZ6	October 2037
		BJ	48,362,000	SC/PAC	2.75	FIX	38377NCA0	October 2037
		BK	48,362,000	SC/PAC	3.00	FIX	38377NCB8	October 2037
		BL	48,362,000	SC/PAC	3.25	FIX	38377NCC6	October 2037
		BM	48,362,000	SC/PAC	3.50	FIX	38377NCD4	October 2037
		BN	48,362,000	SC/PAC	3.75	FIX	38377NCE2	October 2037
		BP	48,362,000	SC/PAC	4.00	FIX	38377NCF9	October 2037
		BQ	48,362,000	SC/PAC	4.25	FIX	38377NCG7	October 2037

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
T	\$ 18,319,000	TA	\$ 18,319,000	SC/PAC/AD	1.00%	FIX	38377NCH5	February 2037
		TB	18,319,000	SC/PAC/AD	1.25	FIX	38377NCJ1	February 2037
		TC	18,319,000	SC/PAC/AD	1.50	FIX	38377NCK8	February 2037
		TD	18,319,000	SC/PAC/AD	1.75	FIX	38377NCL6	February 2037
		TE	18,319,000	SC/PAC/AD	2.00	FIX	38377NCM4	February 2037
		TG	18,319,000	SC/PAC/AD	2.50	FIX	38377NCN2	February 2037
		TH	18,319,000	SC/PAC/AD	3.00	FIX	38377NCP7	February 2037
		TI	14,248,111	NTL (SC/PAC/AD)	4.50	FIX/IO	38377NCQ5	February 2037
		TJ	18,319,000	SC/PAC/AD	3.50	FIX	38377NCR3	February 2037
		TK	18,319,000	SC/PAC/AD	4.00	FIX	38377NCS1	February 2037
		TL	18,319,000	SC/PAC/AD	2.25	FIX	38377NCT9	February 2037
		TM	18,319,000	SC/PAC/AD	2.75	FIX	38377NCU6	February 2037
		TN	18,319,000	SC/PAC/AD	3.25	FIX	38377NCV4	February 2037
		TP	18,319,000	SC/PAC/AD	3.75	FIX	38377NCW2	February 2037
		TQ	18,319,000	SC/PAC/AD	4.25	FIX	38377NCX0	February 2037

Security Group 3

Combination 5(5)

REMIC Securities

MX Securities

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

Combination 6(5)

NA	\$ 50,464,000	NB	\$ 50,464,000	SC/PAC	1.50%	FIX	38377NCY8	April 2039
		NC	50,464,000	SC/PAC	1.75	FIX	38377NCZ5	April 2039
		ND	50,464,000	SC/PAC	2.00	FIX	38377NDA9	April 2039
		NE	50,464,000	SC/PAC	2.25	FIX	38377NDB7	April 2039
		NG	50,464,000	SC/PAC	2.50	FIX	38377NDC5	April 2039
		NH	50,464,000	SC/PAC	2.75	FIX	38377NDD3	April 2039
		NI	22,938,181	NTL (SC/PAC)	5.50	FIX/IO	38377NDE1	April 2039
		NJ	50,464,000	SC/PAC	3.00	FIX	38377NDF8	April 2039
		NK	50,464,000	SC/PAC	3.25	FIX	38377NDH4	April 2039
		NL	50,464,000	SC/PAC	3.50	FIX	38377NDJ0	April 2039
		NM	50,464,000	SC/PAC	3.75	FIX	38377NDK7	April 2039

Security Group 5

Combination 7(5)

G	\$ 7,124,000	GA	\$ 6,576,000	SC/PAC	3.25%	FIX	38377NDL5	April 2040
		GB	6,106,285	SC/PAC	3.50	FIX	38377NDM3	April 2040
		GC	5,699,200	SC/PAC	3.75	FIX	38377NDN1	April 2040
		GD	5,343,000	SC/PAC	4.00	FIX	38377NQF4	April 2040
		GE	5,028,705	SC/PAC	4.25	FIX	38377NQG2	April 2040
		GH	4,749,333	SC/PAC	4.50	FIX	38377NQH0	April 2040
		GO	2,374,667	SC/PAC	0.00	PO	38377NDP6	April 2040

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 6								
Combination 8(5)								
H	\$ 23,189,000	HA	\$ 23,189,000	SC/PAC	1.00%	FIX	38377NDQ4	August 2033
		HB	23,189,000	SC/PAC	1.25	FIX	38377NDR2	August 2033
		HC	23,189,000	SC/PAC	1.50	FIX	38377NDS0	August 2033
		HD	23,189,000	SC/PAC	1.75	FIX	38377NDT8	August 2033
		HE	23,189,000	SC/PAC	2.00	FIX	38377NDU5	August 2033
		HG	23,189,000	SC/PAC	2.25	FIX	38377NDV3	August 2033
		HI	18,551,200	NTL (SC/PAC)	5.00	FIX/IO	38377NDW1	August 2033
		HJ	23,189,000	SC/PAC	2.50	FIX	38377NDX9	August 2033
		HK	23,189,000	SC/PAC	2.75	FIX	38377NDY7	August 2033
		HL	23,189,000	SC/PAC	3.00	FIX	38377NDZ4	August 2033
		HM	23,189,000	SC/PAC	3.25	FIX	38377NEA8	August 2033
		HN	23,189,000	SC/PAC	3.50	FIX	38377NEB6	August 2033
		HP	23,189,000	SC/PAC	3.75	FIX	38377NEC4	August 2033
		HQ	23,189,000	SC/PAC	4.00	FIX	38377NED2	August 2033

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

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

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

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

(5) In the case of Combinations 1, 2, 4, 5, 6, 7 and 8, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
Initial Balance	\$174,144,000.00	\$163,077,000.00	\$30,000,000.00
December 2010	173,649,186.69	162,617,046.16	30,000,000.00
January 2011	173,215,829.44	162,183,688.91	29,881,435.01
February 2011	172,729,616.94	161,697,476.41	29,723,404.53
March 2011	172,190,757.07	161,158,616.54	29,526,065.57
April 2011	171,599,498.48	160,567,357.95	29,289,658.31
May 2011	170,956,130.44	159,929,085.45	29,014,506.24
June 2011	170,260,982.67	159,255,574.59	28,701,016.04
July 2011	169,514,425.19	158,547,034.66	28,349,677.27
August 2011	168,716,867.97	157,803,692.95	27,961,061.83
September 2011	167,868,760.69	157,025,794.70	27,535,823.18
October 2011	166,970,592.34	156,213,602.86	27,074,695.33
November 2011	166,022,890.80	155,367,397.98	26,578,491.64
December 2011	165,026,222.37	154,487,478.04	26,048,103.36
January 2012	163,981,191.27	153,574,158.23	25,484,497.96
February 2012	162,888,439.02	152,627,770.74	24,888,717.25
March 2012	161,748,643.87	151,648,664.58	24,261,875.25
April 2012	160,562,520.12	150,637,205.27	23,605,155.90
May 2012	159,330,817.36	149,593,774.67	22,919,810.52
June 2012	158,054,319.76	148,518,770.63	22,207,155.09
July 2012	156,733,845.23	147,412,606.77	21,468,567.33
August 2012	155,370,244.56	146,275,712.17	20,705,483.60
September 2012	153,964,400.53	145,108,531.03	19,919,395.63
October 2012	152,517,226.97	143,911,522.41	19,111,847.03
November 2012	151,029,667.75	142,685,159.81	18,284,429.74
December 2012	149,502,695.81	141,429,930.91	17,438,780.19
January 2013	147,937,312.02	140,146,337.14	16,576,575.50
February 2013	146,334,544.17	138,834,893.35	15,699,529.33
March 2013	144,695,445.77	137,496,127.42	14,809,387.87
April 2013	143,021,094.90	136,130,579.83	13,907,925.49
May 2013	141,360,968.28	134,771,393.53	13,031,437.61
June 2013	139,714,949.96	133,418,531.69	12,179,455.88
July 2013	138,082,924.94	132,071,957.67	11,351,519.57
August 2013	136,464,779.12	130,731,635.00	10,547,175.55
September 2013	134,860,399.32	129,397,527.41	9,765,978.07
October 2013	133,269,673.25	128,069,598.76	9,007,488.74
November 2013	131,692,489.54	126,747,813.14	8,271,276.34
December 2013	130,128,737.70	125,432,134.77	7,556,916.76
January 2014	128,578,308.11	124,122,528.06	6,863,992.87

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
February 2014	\$127,041,092.05	\$122,818,957.60	\$ 6,192,094.41
March 2014	125,516,981.66	121,521,388.13	5,540,817.88
April 2014	124,005,869.93	120,229,784.58	4,909,766.48
May 2014	122,507,650.73	118,944,112.04	4,298,549.92
June 2014	121,022,218.76	117,664,335.76	3,706,784.40
July 2014	119,549,469.56	116,390,421.17	3,134,092.51
August 2014	118,089,299.53	115,122,333.86	2,580,103.03
September 2014	116,641,605.87	113,860,039.60	2,044,450.96
October 2014	115,206,286.62	112,603,504.29	1,526,777.37
November 2014	113,783,240.63	111,352,694.03	1,026,729.27
December 2014	112,372,367.56	110,107,575.07	543,959.58
January 2015	110,973,567.87	108,868,113.81	78,127.01
February 2015	109,586,742.82	107,634,276.83	0.00
March 2015	108,211,794.46	106,406,030.86	0.00
April 2015	106,848,625.63	105,183,342.78	0.00
May 2015	105,497,139.94	103,966,179.64	0.00
June 2015	104,157,241.77	102,754,508.66	0.00
July 2015	102,828,836.27	101,548,297.19	0.00
August 2015	101,511,829.35	100,347,512.76	0.00
September 2015	100,206,127.68	99,152,123.03	0.00
October 2015	98,911,638.65	97,962,095.84	0.00
November 2015	97,628,270.43	96,777,399.16	0.00
December 2015	96,355,931.91	95,598,001.12	0.00
January 2016	95,094,532.69	94,423,870.02	0.00
February 2016	93,843,983.12	93,254,974.29	0.00
March 2016	92,604,194.26	92,091,282.52	0.00
April 2016	91,375,077.88	90,932,763.43	0.00
May 2016	90,156,546.46	89,779,385.92	0.00
June 2016	88,948,513.19	88,631,119.01	0.00
July 2016	87,750,891.94	87,487,931.88	0.00
August 2016	86,563,597.27	86,349,793.85	0.00
September 2016	85,386,544.44	85,216,674.40	0.00
October 2016	84,219,649.39	84,088,543.13	0.00
November 2016	83,062,828.71	82,965,369.81	0.00
December 2016	81,915,999.68	81,847,124.32	0.00
January 2017	80,779,080.24	80,733,776.72	0.00
February 2017	79,651,988.98	79,625,297.19	0.00
March 2017	78,534,645.16	78,521,656.04	0.00
April 2017	77,426,968.68	77,422,823.74	0.00
May 2017	76,328,880.06	76,328,770.90	0.00
June 2017	75,240,300.49	75,240,191.33	0.00
July 2017	74,161,151.78	74,161,042.62	0.00
August 2017	73,091,356.37	73,091,247.21	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
September 2017	\$ 72,030,837.31	\$ 72,030,728.15	\$ 0.00
October 2017	70,979,518.28	70,979,409.12	0.00
November 2017	69,937,323.58	69,937,214.42	0.00
December 2017	68,904,178.10	68,904,068.94	0.00
January 2018	67,880,007.34	67,879,898.18	0.00
February 2018	66,864,737.41	66,864,628.25	0.00
March 2018	65,858,294.98	65,858,185.82	0.00
April 2018	64,860,607.36	64,860,498.20	0.00
May 2018	63,871,602.39	63,871,493.23	0.00
June 2018	62,891,208.53	62,891,099.37	0.00
July 2018	61,919,354.80	61,919,245.64	0.00
August 2018	60,955,970.78	60,955,861.62	0.00
September 2018	60,003,830.72	60,003,721.56	0.00
October 2018	59,065,787.61	59,065,678.45	0.00
November 2018	58,141,639.26	58,141,530.10	0.00
December 2018	57,231,186.30	57,231,077.14	0.00
January 2019	56,334,232.19	56,334,123.03	0.00
February 2019	55,450,583.12	55,450,473.96	0.00
March 2019	54,580,048.04	54,579,938.88	0.00
April 2019	53,722,438.56	53,722,329.40	0.00
May 2019	52,877,568.97	52,877,459.81	0.00
June 2019	52,045,256.15	52,045,146.99	0.00
July 2019	51,225,319.57	51,225,210.41	0.00
August 2019	50,417,581.23	50,417,472.07	0.00
September 2019	49,621,865.64	49,621,756.48	0.00
October 2019	48,837,999.80	48,837,890.64	0.00
November 2019	48,065,813.13	48,065,703.97	0.00
December 2019	47,305,137.46	47,305,028.30	0.00
January 2020	46,555,806.97	46,555,697.81	0.00
February 2020	45,817,658.21	45,817,549.05	0.00
March 2020	45,090,530.02	45,090,420.86	0.00
April 2020	44,374,263.50	44,374,154.34	0.00
May 2020	43,668,702.02	43,668,592.86	0.00
June 2020	42,973,691.12	42,973,581.96	0.00
July 2020	42,289,078.56	42,288,969.40	0.00
August 2020	41,614,714.23	41,614,605.07	0.00
September 2020	40,950,450.13	40,950,340.97	0.00
October 2020	40,296,140.37	40,296,031.21	0.00
November 2020	39,651,641.10	39,651,531.94	0.00
December 2020	39,016,810.53	39,016,701.37	0.00
January 2021	38,391,508.83	38,391,399.67	0.00
February 2021	37,775,598.19	37,775,489.03	0.00
March 2021	37,168,942.72	37,168,833.56	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
April 2021	\$ 36,571,408.47	\$ 36,571,299.31	\$ 0.00
May 2021	35,982,863.37	35,982,754.21	0.00
June 2021	35,403,177.21	35,403,068.05	0.00
July 2021	34,832,221.65	34,832,112.49	0.00
August 2021	34,269,870.15	34,269,760.99	0.00
September 2021	33,715,997.96	33,715,888.80	0.00
October 2021	33,170,482.09	33,170,372.93	0.00
November 2021	32,633,201.30	32,633,092.14	0.00
December 2021	32,104,036.07	32,103,926.91	0.00
January 2022	31,582,868.57	31,582,759.41	0.00
February 2022	31,069,582.64	31,069,473.48	0.00
March 2022	30,564,063.76	30,563,954.60	0.00
April 2022	30,066,199.04	30,066,089.88	0.00
May 2022	29,575,877.19	29,575,768.03	0.00
June 2022	29,092,988.49	29,092,879.33	0.00
July 2022	28,617,424.79	28,617,315.63	0.00
August 2022	28,149,079.47	28,148,970.31	0.00
September 2022	27,687,847.41	27,687,738.25	0.00
October 2022	27,233,625.00	27,233,515.84	0.00
November 2022	26,786,310.10	26,786,200.94	0.00
December 2022	26,345,802.01	26,345,692.85	0.00
January 2023	25,912,001.46	25,911,892.30	0.00
February 2023	25,484,810.60	25,484,701.44	0.00
March 2023	25,064,132.96	25,064,023.80	0.00
April 2023	24,649,873.46	24,649,764.30	0.00
May 2023	24,241,938.35	24,241,829.19	0.00
June 2023	23,840,235.23	23,840,126.07	0.00
July 2023	23,444,673.00	23,444,563.84	0.00
August 2023	23,055,161.87	23,055,052.71	0.00
September 2023	22,671,613.31	22,671,504.15	0.00
October 2023	22,293,940.08	22,293,830.92	0.00
November 2023	21,922,056.15	21,921,946.99	0.00
December 2023	21,555,876.73	21,555,767.57	0.00
January 2024	21,195,318.24	21,195,209.08	0.00
February 2024	20,840,298.29	20,840,189.13	0.00
March 2024	20,490,735.67	20,490,626.51	0.00
April 2024	20,146,550.31	20,146,441.15	0.00
May 2024	19,807,663.30	19,807,554.14	0.00
June 2024	19,473,996.84	19,473,887.68	0.00
July 2024	19,145,474.25	19,145,365.09	0.00
August 2024	18,822,019.96	18,821,910.80	0.00
September 2024	18,503,559.44	18,503,450.28	0.00
October 2024	18,190,019.25	18,189,910.09	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
November 2024	\$ 17,881,327.01	\$ 17,881,217.85	\$ 0.00
December 2024.	17,577,411.35	17,577,302.19	0.00
January 2025.	17,278,201.93	17,278,092.77	0.00
February 2025.	16,983,629.41	16,983,520.25	0.00
March 2025.	16,693,625.45	16,693,516.29	0.00
April 2025.	16,408,122.69	16,408,013.53	0.00
May 2025	16,127,054.72	16,126,945.56	0.00
June 2025	15,850,356.09	15,850,246.93	0.00
July 2025.	15,577,962.29	15,577,853.13	0.00
August 2025	15,309,809.73	15,309,700.57	0.00
September 2025	15,045,835.72	15,045,726.56	0.00
October 2025	14,785,978.49	14,785,869.33	0.00
November 2025	14,530,177.13	14,530,067.97	0.00
December 2025.	14,278,371.63	14,278,262.47	0.00
January 2026.	14,030,502.82	14,030,393.66	0.00
February 2026.	13,786,512.38	13,786,403.22	0.00
March 2026.	13,546,342.85	13,546,233.69	0.00
April 2026.	13,309,937.56	13,309,828.40	0.00
May 2026	13,077,240.67	13,077,131.51	0.00
June 2026	12,848,197.16	12,848,088.00	0.00
July 2026.	12,622,752.77	12,622,643.61	0.00
August 2026	12,400,854.03	12,400,744.87	0.00
September 2026	12,182,448.25	12,182,339.09	0.00
October 2026	11,967,483.49	11,967,374.33	0.00
November 2026	11,755,908.55	11,755,799.39	0.00
December 2026.	11,547,672.97	11,547,563.81	0.00
January 2027.	11,342,727.02	11,342,617.86	0.00
February 2027.	11,141,021.69	11,140,912.53	0.00
March 2027.	10,942,508.66	10,942,399.50	0.00
April 2027.	10,747,140.33	10,747,031.17	0.00
May 2027	10,554,869.77	10,554,760.61	0.00
June 2027	10,365,650.71	10,365,541.55	0.00
July 2027.	10,179,437.59	10,179,328.43	0.00
August 2027	9,996,185.47	9,996,076.31	0.00
September 2027	9,815,850.07	9,815,740.91	0.00
October 2027	9,638,387.75	9,638,278.59	0.00
November 2027	9,463,755.50	9,463,646.34	0.00
December 2027.	9,291,910.94	9,291,801.78	0.00
January 2028.	9,122,812.29	9,122,703.13	0.00
February 2028.	8,956,418.37	8,956,309.21	0.00
March 2028.	8,792,688.60	8,792,579.44	0.00
April 2028.	8,631,583.00	8,631,473.84	0.00
May 2028	8,473,062.16	8,472,953.00	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
June 2028	\$ 8,317,087.22	\$ 8,316,978.06	\$ 0.00
July 2028.	8,163,619.92	8,163,510.76	0.00
August 2028	8,012,622.52	8,012,513.36	0.00
September 2028	7,864,057.84	7,863,948.68	0.00
October 2028	7,717,889.25	7,717,780.09	0.00
November 2028	7,574,080.64	7,573,971.48	0.00
December 2028.	7,432,596.41	7,432,487.25	0.00
January 2029.	7,293,401.51	7,293,292.35	0.00
February 2029.	7,156,461.36	7,156,352.20	0.00
March 2029.	7,021,741.91	7,021,632.75	0.00
April 2029.	6,889,209.60	6,889,100.44	0.00
May 2029	6,758,831.34	6,758,722.18	0.00
June 2029	6,630,574.55	6,630,465.39	0.00
July 2029.	6,504,407.08	6,504,297.92	0.00
August 2029	6,380,297.31	6,380,188.15	0.00
September 2029	6,258,214.01	6,258,104.85	0.00
October 2029	6,138,126.46	6,138,017.30	0.00
November 2029	6,020,004.37	6,019,895.21	0.00
December 2029.	5,903,817.87	5,903,708.71	0.00
January 2030.	5,789,537.55	5,789,428.39	0.00
February 2030.	5,677,134.41	5,677,025.25	0.00
March 2030.	5,566,579.91	5,566,470.75	0.00
April 2030.	5,457,845.87	5,457,736.71	0.00
May 2030	5,350,904.58	5,350,795.42	0.00
June 2030	5,245,728.68	5,245,619.52	0.00
July 2030.	5,142,291.24	5,142,182.08	0.00
August 2030	5,040,565.73	5,040,456.57	0.00
September 2030	4,940,525.98	4,940,416.82	0.00
October 2030	4,842,146.23	4,842,037.07	0.00
November 2030	4,745,401.09	4,745,291.93	0.00
December 2030.	4,650,265.51	4,650,156.35	0.00
January 2031.	4,556,714.86	4,556,605.70	0.00
February 2031.	4,464,724.84	4,464,615.68	0.00
March 2031.	4,374,271.49	4,374,162.33	0.00
April 2031.	4,285,331.25	4,285,222.09	0.00
May 2031	4,197,880.85	4,197,771.69	0.00
June 2031	4,111,897.39	4,111,788.23	0.00
July 2031.	4,027,358.32	4,027,249.16	0.00
August 2031	3,944,241.39	3,944,132.23	0.00
September 2031	3,862,524.70	3,862,415.54	0.00
October 2031	3,782,186.65	3,782,077.49	0.00
November 2031	3,703,205.98	3,703,096.82	0.00
December 2031.	3,625,561.73	3,625,452.57	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
January 2032	\$ 3,549,233.25	\$ 3,549,124.09	\$ 0.00
February 2032	3,474,200.19	3,474,091.03	0.00
March 2032	3,400,442.51	3,400,333.35	0.00
April 2032	3,327,940.46	3,327,831.30	0.00
May 2032	3,256,674.58	3,256,565.42	0.00
June 2032	3,186,625.69	3,186,516.53	0.00
July 2032	3,117,774.90	3,117,665.74	0.00
August 2032	3,050,103.61	3,049,994.45	0.00
September 2032	2,983,593.48	2,983,484.32	0.00
October 2032	2,918,226.43	2,918,117.27	0.00
November 2032	2,853,984.67	2,853,875.51	0.00
December 2032	2,790,850.67	2,790,741.51	0.00
January 2033	2,728,807.15	2,728,697.99	0.00
February 2033	2,667,837.08	2,667,727.92	0.00
March 2033	2,607,923.70	2,607,814.54	0.00
April 2033	2,549,050.48	2,548,941.32	0.00
May 2033	2,491,201.15	2,491,091.99	0.00
June 2033	2,434,359.68	2,434,250.52	0.00
July 2033	2,378,510.26	2,378,401.10	0.00
August 2033	2,323,637.34	2,323,528.18	0.00
September 2033	2,269,725.58	2,269,616.42	0.00
October 2033	2,216,759.87	2,216,650.71	0.00
November 2033	2,164,725.34	2,164,616.18	0.00
December 2033	2,113,607.33	2,113,498.17	0.00
January 2034	2,063,391.40	2,063,282.24	0.00
February 2034	2,014,063.32	2,013,954.16	0.00
March 2034	1,965,609.07	1,965,499.91	0.00
April 2034	1,918,014.86	1,917,905.70	0.00
May 2034	1,871,267.08	1,871,157.92	0.00
June 2034	1,825,352.33	1,825,243.17	0.00
July 2034	1,780,257.42	1,780,148.26	0.00
August 2034	1,735,969.35	1,735,860.19	0.00
September 2034	1,692,475.30	1,692,366.14	0.00
October 2034	1,649,762.68	1,649,653.52	0.00
November 2034	1,607,819.04	1,607,709.88	0.00
December 2034	1,566,632.15	1,566,522.99	0.00
January 2035	1,526,189.96	1,526,080.80	0.00
February 2035	1,486,480.58	1,486,371.42	0.00
March 2035	1,447,492.31	1,447,383.15	0.00
April 2035	1,409,213.64	1,409,104.48	0.00
May 2035	1,371,633.21	1,371,524.05	0.00
June 2035	1,334,739.84	1,334,630.68	0.00
July 2035	1,298,522.52	1,298,413.36	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
August 2035	\$ 1,262,970.40	\$ 1,262,861.24	\$ 0.00
September 2035	1,228,072.80	1,227,963.64	0.00
October 2035	1,193,819.19	1,193,710.03	0.00
November 2035	1,160,199.21	1,160,090.05	0.00
December 2035	1,127,202.65	1,127,093.49	0.00
January 2036	1,094,819.45	1,094,710.29	0.00
February 2036	1,063,039.71	1,062,930.55	0.00
March 2036	1,031,853.68	1,031,744.52	0.00
April 2036	1,001,251.74	1,001,142.58	0.00
May 2036	971,224.44	971,115.28	0.00
June 2036	941,762.45	941,653.29	0.00
July 2036	912,856.60	912,747.44	0.00
August 2036	884,497.85	884,388.69	0.00
September 2036	856,677.30	856,568.14	0.00
October 2036	829,386.17	829,277.01	0.00
November 2036	802,615.83	802,506.67	0.00
December 2036	776,357.78	776,248.62	0.00
January 2037	750,603.63	750,494.47	0.00
February 2037	725,345.16	725,236.00	0.00
March 2037	700,574.22	700,465.06	0.00
April 2037	676,282.83	676,173.67	0.00
May 2037	652,463.10	652,353.94	0.00
June 2037	629,107.27	628,998.11	0.00
July 2037	606,207.71	606,098.55	0.00
August 2037	583,756.89	583,647.73	0.00
September 2037	561,747.41	561,638.25	0.00
October 2037	540,171.96	540,062.80	0.00
November 2037	519,023.37	518,914.21	0.00
December 2037	498,294.56	498,185.40	0.00
January 2038	477,978.56	477,869.40	0.00
February 2038	458,068.51	457,959.35	0.00
March 2038	438,557.67	438,448.51	0.00
April 2038	419,439.37	419,330.21	0.00
May 2038	400,707.07	400,597.91	0.00
June 2038	382,354.32	382,245.16	0.00
July 2038	364,374.77	364,265.61	0.00
August 2038	346,762.17	346,653.01	0.00
September 2038	329,510.36	329,401.20	0.00
October 2038	312,613.28	312,504.12	0.00
November 2038	296,064.96	295,955.80	0.00
December 2038	279,859.53	279,750.37	0.00
January 2039	263,991.20	263,882.04	0.00
February 2039	248,454.28	248,345.12	0.00

<u>Distribution Date</u>	<u>Classes CM, QE, QG and QH (in the aggregate)</u>	<u>Classes QE, QG and QH (in the aggregate)</u>	<u>Class ZA</u>
March 2039	\$ 233,243.15	\$ 233,133.99	\$ 0.00
April 2039	218,352.29	218,243.13	0.00
May 2039	203,776.28	203,667.12	0.00
June 2039	189,509.75	189,400.59	0.00
July 2039	175,547.44	175,438.28	0.00
August 2039	161,884.16	161,775.00	0.00
September 2039	148,514.80	148,405.64	0.00
October 2039	135,434.33	135,325.17	0.00
November 2039	122,637.81	122,528.65	0.00
December 2039	110,120.37	110,011.21	0.00
January 2040	97,877.20	97,768.04	0.00
February 2040	85,903.58	85,794.42	0.00
March 2040	74,194.86	74,085.70	0.00
April 2040	62,746.48	62,637.32	0.00
May 2040	51,553.91	51,444.75	0.00
June 2040	40,612.74	40,503.58	0.00
July 2040	29,918.59	29,809.43	0.00
August 2040	19,467.17	19,358.01	0.00
September 2040	9,254.25	9,145.09	0.00
October 2040 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class B</u>	<u>Class AZ</u>	<u>Class T</u>
Initial Balance	\$48,362,000.00	\$9,232,000.00	\$18,319,000.00
December 2010	48,151,950.00	9,232,000.00	18,130,911.00
January 2011	47,924,692.39	9,232,000.00	17,927,519.35
February 2011	47,680,323.08	9,232,000.00	17,709,042.03
March 2011	47,418,948.62	9,232,000.00	17,475,703.98
April 2011	47,140,686.19	9,232,000.00	17,227,737.89
May 2011	46,845,663.48	9,232,000.00	16,965,384.00
June 2011	46,534,018.63	9,232,000.00	16,688,890.00
July 2011	46,205,900.10	9,232,000.00	16,398,510.75
August 2011	45,861,466.62	9,232,000.00	16,094,508.12
September 2011	45,500,887.01	9,232,000.00	15,778,921.68
October 2011	45,124,340.08	9,232,000.00	15,456,558.10
November 2011	44,732,014.49	8,631,585.66	15,131,065.73
December 2011	44,324,108.61	7,913,761.56	14,808,959.25
January 2012	43,902,250.56	7,215,366.82	14,490,220.17
February 2012	43,467,688.04	6,536,030.14	14,174,830.06
March 2012	43,020,596.68	5,875,386.66	13,862,770.62
April 2012	42,561,160.12	5,233,077.92	13,554,023.64
May 2012	42,089,569.81	4,608,751.74	13,248,571.00
June 2012	41,606,024.86	4,002,062.07	12,946,394.70
July 2012	41,110,731.86	3,412,668.95	12,647,476.82
August 2012	40,603,904.71	2,840,238.37	12,351,799.54
September 2012	40,086,072.37	2,284,442.16	12,059,345.14
October 2012	39,557,456.32	1,744,957.93	11,770,095.99
November 2012	39,018,284.65	1,221,468.92	11,484,034.56
December 2012	38,469,042.30	713,663.94	11,201,143.42
January 2013	37,909,964.67	221,237.29	10,921,405.23
February 2013	37,341,448.92	0.00	10,644,802.73
March 2013	36,776,698.17	0.00	10,371,318.78
April 2013	36,215,688.55	0.00	10,100,936.32
May 2013	35,658,396.31	0.00	9,833,638.38
June 2013	35,104,797.86	0.00	9,569,408.08
July 2013	34,554,869.76	0.00	9,308,228.64
August 2013	34,008,588.71	0.00	9,050,083.37
September 2013	33,465,931.56	0.00	8,794,955.66
October 2013	32,926,875.30	0.00	8,542,829.00
November 2013	32,391,397.08	0.00	8,293,686.97
December 2013	31,859,474.17	0.00	8,047,513.23
January 2014	31,331,084.00	0.00	7,804,291.54
February 2014	30,806,204.13	0.00	7,564,005.75
March 2014	30,284,812.27	0.00	7,326,639.78

<u>Distribution Date</u>	<u>Class B</u>	<u>Class AZ</u>	<u>Class T</u>
April 2014	\$29,766,886.26	\$ 0.00	\$ 7,092,177.64
May 2014	29,252,404.09	0.00	6,860,603.45
June 2014	28,741,343.87	0.00	6,601,945.08
July 2014	28,233,683.86	0.00	6,264,682.09
August 2014	27,729,402.46	0.00	5,933,322.39
September 2014	27,228,478.19	0.00	5,607,811.05
October 2014	26,730,889.73	0.00	5,288,093.62
November 2014	26,236,615.86	0.00	4,974,116.16
December 2014	25,745,635.51	0.00	4,665,825.22
January 2015	25,257,927.75	0.00	4,363,167.83
February 2015	24,773,471.77	0.00	4,066,091.51
March 2015	24,292,246.90	0.00	3,774,544.27
April 2015	23,814,232.58	0.00	3,488,474.57
May 2015	23,339,408.39	0.00	3,207,831.36
June 2015	22,867,754.05	0.00	2,932,564.05
July 2015	22,399,249.39	0.00	2,662,622.50
August 2015	21,933,874.37	0.00	2,461,486.63
September 2015	21,471,609.08	0.00	2,263,281.24
October 2015	21,012,433.73	0.00	2,067,964.81
November 2015	20,556,328.66	0.00	1,875,496.39
December 2015	20,103,274.32	0.00	1,685,835.63
January 2016	19,653,251.31	0.00	1,498,942.70
February 2016	19,206,240.31	0.00	1,314,778.35
March 2016	18,762,222.16	0.00	1,133,303.87
April 2016	18,321,177.81	0.00	954,481.09
May 2016	17,883,088.35	0.00	778,272.38
June 2016	17,447,934.93	0.00	604,640.63
July 2016	17,015,698.84	0.00	433,549.23
August 2016	16,586,361.50	0.00	264,962.11
September 2016	16,159,904.45	0.00	98,843.68
October 2016	15,736,309.33	0.00	0.00
November 2016	15,315,557.91	0.00	0.00
December 2016	14,897,632.05	0.00	0.00
January 2017	14,482,513.77	0.00	0.00
February 2017	14,070,185.15	0.00	0.00
March 2017	13,660,628.37	0.00	0.00
April 2017	13,253,825.80	0.00	0.00
May 2017	12,849,759.90	0.00	0.00
June 2017	12,448,413.19	0.00	0.00
July 2017	12,049,768.35	0.00	0.00
August 2017	11,653,808.13	0.00	0.00

<u>Distribution Date</u>	<u>Class B</u>	<u>Class AZ</u>	<u>Class T</u>
September 2017	\$11,260,515.42	\$ 0.00	\$ 0.00
October 2017	10,869,873.19	0.00	0.00
November 2017	10,481,864.54	0.00	0.00
December 2017	10,096,472.65	0.00	0.00
January 2018	9,713,680.83	0.00	0.00
February 2018	9,333,473.51	0.00	0.00
March 2018	8,955,834.25	0.00	0.00
April 2018	8,580,746.65	0.00	0.00
May 2018	8,208,194.43	0.00	0.00
June 2018	7,838,161.39	0.00	0.00
July 2018	7,470,631.44	0.00	0.00
August 2018	7,105,588.59	0.00	0.00
September 2018	6,743,016.95	0.00	0.00
October 2018	6,382,900.72	0.00	0.00
November 2018	6,025,224.22	0.00	0.00
December 2018	5,671,968.95	0.00	0.00
January 2019	5,323,928.99	0.00	0.00
February 2019	4,981,029.80	0.00	0.00
March 2019	4,643,197.87	0.00	0.00
April 2019	4,310,360.74	0.00	0.00
May 2019	3,982,446.96	0.00	0.00
June 2019	3,659,386.08	0.00	0.00
July 2019	3,341,108.64	0.00	0.00
August 2019	3,027,546.14	0.00	0.00
September 2019	2,718,631.06	0.00	0.00
October 2019	2,414,296.82	0.00	0.00
November 2019	2,114,477.77	0.00	0.00
December 2019	1,819,109.19	0.00	0.00
January 2020	1,528,127.26	0.00	0.00
February 2020	1,241,469.05	0.00	0.00
March 2020	959,072.54	0.00	0.00
April 2020	680,876.54	0.00	0.00
May 2020	406,820.77	0.00	0.00
June 2020	136,845.74	0.00	0.00
July 2020 and thereafter	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
Initial Balance	\$50,464,000.00	\$7,124,000.00	\$23,189,000.00
December 2010	49,861,102.54	7,124,000.00	22,874,174.06
January 2011	49,254,639.77	7,124,000.00	22,546,740.40
February 2011	48,645,066.44	7,124,000.00	22,206,838.23
March 2011	48,032,645.55	7,124,000.00	21,854,613.15
April 2011	47,418,354.40	7,124,000.00	21,490,217.01
May 2011	46,802,356.89	7,124,000.00	21,113,807.87
June 2011	46,185,663.80	7,124,000.00	20,725,549.80
July 2011	45,568,651.28	7,124,000.00	20,325,612.85
August 2011	44,951,928.24	7,124,000.00	19,914,172.85
September 2011	44,335,761.85	7,124,000.00	19,491,411.35
October 2011	43,720,947.32	7,124,000.00	19,057,515.45
November 2011	43,108,994.00	7,124,000.00	18,612,677.65
December 2011	42,500,566.98	7,124,000.00	18,159,659.92
January 2012	41,896,964.08	7,124,000.00	17,698,619.32
February 2012	41,298,423.01	7,124,000.00	17,229,716.98
March 2012	40,706,547.21	7,124,000.00	16,763,293.59
April 2012	40,121,263.82	7,124,000.00	16,299,336.37
May 2012	39,542,500.78	7,124,000.00	15,837,832.58
June 2012	38,970,186.80	7,124,000.00	15,378,769.56
July 2012	38,404,251.36	7,124,000.00	14,922,134.71
August 2012	37,844,624.67	7,124,000.00	14,467,915.50
September 2012	37,291,237.74	7,124,000.00	14,016,099.45
October 2012	36,744,022.27	7,124,000.00	13,566,674.15
November 2012	36,202,910.73	7,124,000.00	13,119,627.27
December 2012	35,667,836.29	7,124,000.00	12,674,946.53
January 2013	35,138,732.87	7,124,000.00	12,232,619.70
February 2013	34,615,535.07	7,124,000.00	11,792,634.64
March 2013	34,098,178.21	7,124,000.00	11,354,979.26
April 2013	33,586,598.30	7,124,000.00	10,919,641.52
May 2013	33,080,732.03	7,124,000.00	10,486,609.46
June 2013	32,580,516.79	7,124,000.00	10,055,871.18
July 2013	32,085,890.63	7,124,000.00	9,627,414.84
August 2013	31,596,792.26	7,124,000.00	9,201,228.64
September 2013	31,113,161.06	7,124,000.00	8,777,300.87
October 2013	30,634,937.07	7,124,000.00	8,355,619.87
November 2013	30,162,060.95	7,124,000.00	7,936,174.03
December 2013	29,694,474.02	7,124,000.00	7,518,951.82
January 2014	29,232,118.23	7,124,000.00	7,103,941.74
February 2014	28,774,936.13	7,124,000.00	6,691,132.38
March 2014	28,322,870.92	7,124,000.00	6,280,512.37

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
April 2014	\$27,875,866.40	\$7,124,000.00	\$ 5,872,070.41
May 2014	27,433,866.96	7,124,000.00	5,465,795.25
June 2014	26,996,817.60	7,124,000.00	5,061,675.68
July 2014	26,564,663.93	7,124,000.00	4,659,700.61
August 2014	26,137,352.11	7,124,000.00	4,259,858.92
September 2014	25,714,828.91	7,124,000.00	3,862,139.62
October 2014	25,297,041.65	7,124,000.00	3,466,531.74
November 2014	24,883,938.23	7,124,000.00	3,073,024.37
December 2014	24,475,467.10	7,124,000.00	2,681,606.66
January 2015	24,071,577.29	7,124,000.00	2,292,267.83
February 2015	23,672,218.34	7,124,000.00	1,904,997.13
March 2015	23,277,340.38	7,124,000.00	1,519,783.89
April 2015	22,886,894.03	7,124,000.00	1,136,617.47
May 2015	22,500,830.47	7,124,000.00	755,487.30
June 2015	22,119,101.40	7,124,000.00	376,382.85
July 2015	21,741,659.04	7,124,000.00	0.00
August 2015	21,368,456.12	7,124,000.00	0.00
September 2015	20,999,445.89	7,124,000.00	0.00
October 2015	20,634,582.08	7,124,000.00	0.00
November 2015	20,273,818.96	7,124,000.00	0.00
December 2015	19,917,111.24	7,124,000.00	0.00
January 2016	19,564,414.17	7,124,000.00	0.00
February 2016	19,215,683.44	7,124,000.00	0.00
March 2016	18,870,875.24	7,124,000.00	0.00
April 2016	18,529,946.23	7,124,000.00	0.00
May 2016	18,192,853.53	7,124,000.00	0.00
June 2016	17,859,554.72	7,124,000.00	0.00
July 2016	17,530,007.86	7,124,000.00	0.00
August 2016	17,205,449.67	7,124,000.00	0.00
September 2016	16,886,312.33	7,124,000.00	0.00
October 2016	16,572,505.96	7,124,000.00	0.00
November 2016	16,263,942.14	7,124,000.00	0.00
December 2016	15,960,533.89	7,124,000.00	0.00
January 2017	15,662,195.66	7,124,000.00	0.00
February 2017	15,368,843.27	7,124,000.00	0.00
March 2017	15,080,393.92	7,124,000.00	0.00
April 2017	14,796,766.16	7,124,000.00	0.00
May 2017	14,517,879.86	7,124,000.00	0.00
June 2017	14,243,656.20	7,124,000.00	0.00
July 2017	13,974,017.63	7,124,000.00	0.00
August 2017	13,708,887.88	7,124,000.00	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
September 2017	\$13,448,191.91	\$7,124,000.00	\$ 0.00
October 2017	13,191,855.90	7,124,000.00	0.00
November 2017	12,939,807.25	7,124,000.00	0.00
December 2017	12,691,974.53	7,124,000.00	0.00
January 2018	12,448,287.46	7,124,000.00	0.00
February 2018	12,208,676.93	7,124,000.00	0.00
March 2018	11,973,074.95	7,124,000.00	0.00
April 2018	11,741,414.63	7,124,000.00	0.00
May 2018	11,513,630.18	7,124,000.00	0.00
June 2018	11,289,656.86	7,124,000.00	0.00
July 2018	11,069,431.03	7,124,000.00	0.00
August 2018	10,852,890.03	7,124,000.00	0.00
September 2018	10,639,972.28	7,124,000.00	0.00
October 2018	10,430,617.17	7,124,000.00	0.00
November 2018	10,224,765.08	7,124,000.00	0.00
December 2018	10,022,357.37	7,124,000.00	0.00
January 2019	9,823,336.37	7,124,000.00	0.00
February 2019	9,627,645.32	7,124,000.00	0.00
March 2019	9,435,228.42	7,124,000.00	0.00
April 2019	9,246,030.76	7,124,000.00	0.00
May 2019	9,059,998.33	7,124,000.00	0.00
June 2019	8,877,078.01	7,124,000.00	0.00
July 2019	8,697,217.54	7,124,000.00	0.00
August 2019	8,520,365.51	7,124,000.00	0.00
September 2019	8,346,471.37	7,124,000.00	0.00
October 2019	8,175,485.38	7,124,000.00	0.00
November 2019	8,007,358.61	7,124,000.00	0.00
December 2019	7,842,042.94	7,124,000.00	0.00
January 2020	7,679,491.03	7,124,000.00	0.00
February 2020	7,519,656.32	7,124,000.00	0.00
March 2020	7,362,493.00	7,124,000.00	0.00
April 2020	7,207,956.03	7,124,000.00	0.00
May 2020	7,056,001.09	7,124,000.00	0.00
June 2020	6,906,584.58	7,124,000.00	0.00
July 2020	6,759,663.64	7,124,000.00	0.00
August 2020	6,615,196.09	7,124,000.00	0.00
September 2020	6,473,140.44	7,124,000.00	0.00
October 2020	6,333,455.88	7,124,000.00	0.00
November 2020	6,196,102.29	7,124,000.00	0.00
December 2020	6,061,040.18	7,124,000.00	0.00
January 2021	5,928,230.72	7,124,000.00	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
February 2021	\$ 5,797,635.71	\$7,124,000.00	\$ 0.00
March 2021	5,669,217.58	7,124,000.00	0.00
April 2021	5,542,939.38	7,124,000.00	0.00
May 2021	5,418,764.76	7,124,000.00	0.00
June 2021	5,296,657.96	7,124,000.00	0.00
July 2021	5,176,583.82	7,124,000.00	0.00
August 2021	5,058,507.74	7,124,000.00	0.00
September 2021	4,942,395.71	7,124,000.00	0.00
October 2021	4,828,214.25	7,124,000.00	0.00
November 2021	4,715,930.46	7,124,000.00	0.00
December 2021	4,605,511.96	7,124,000.00	0.00
January 2022	4,496,926.90	7,124,000.00	0.00
February 2022	4,390,143.96	7,124,000.00	0.00
March 2022	4,285,132.33	7,124,000.00	0.00
April 2022	4,181,861.72	7,124,000.00	0.00
May 2022	4,080,302.31	7,124,000.00	0.00
June 2022	3,980,424.80	7,124,000.00	0.00
July 2022	3,882,200.35	7,124,000.00	0.00
August 2022	3,785,600.59	7,124,000.00	0.00
September 2022	3,690,597.65	7,124,000.00	0.00
October 2022	3,597,164.07	7,124,000.00	0.00
November 2022	3,505,272.89	7,124,000.00	0.00
December 2022	3,414,897.55	7,124,000.00	0.00
January 2023	3,326,011.96	7,124,000.00	0.00
February 2023	3,238,590.43	7,124,000.00	0.00
March 2023	3,152,607.73	7,124,000.00	0.00
April 2023	3,068,039.00	7,124,000.00	0.00
May 2023	2,984,859.82	7,124,000.00	0.00
June 2023	2,903,046.16	7,124,000.00	0.00
July 2023	2,822,574.40	7,124,000.00	0.00
August 2023	2,743,421.29	7,124,000.00	0.00
September 2023	2,665,563.96	7,124,000.00	0.00
October 2023	2,588,979.95	7,124,000.00	0.00
November 2023	2,513,647.12	7,124,000.00	0.00
December 2023	2,439,543.74	7,124,000.00	0.00
January 2024	2,366,648.42	7,124,000.00	0.00
February 2024	2,294,940.11	7,124,000.00	0.00
March 2024	2,224,398.12	7,124,000.00	0.00
April 2024	2,155,002.10	7,124,000.00	0.00
May 2024	2,086,732.04	7,124,000.00	0.00
June 2024	2,019,568.25	7,023,664.14	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
July 2024	\$ 1,953,491.37	\$6,904,698.13	\$ 0.00
August 2024	1,888,482.36	6,787,562.05	0.00
September 2024	1,824,522.48	6,672,229.10	0.00
October 2024	1,761,593.32	6,558,672.92	0.00
November 2024	1,699,676.77	6,446,867.48	0.00
December 2024	1,638,755.00	6,336,787.14	0.00
January 2025	1,578,810.50	6,228,406.61	0.00
February 2025	1,519,826.02	6,121,700.98	0.00
March 2025	1,461,784.63	6,016,645.69	0.00
April 2025	1,404,669.65	5,913,216.51	0.00
May 2025	1,348,464.68	5,811,389.57	0.00
June 2025	1,293,153.61	5,711,141.34	0.00
July 2025	1,238,720.57	5,612,448.62	0.00
August 2025	1,185,149.96	5,515,288.56	0.00
September 2025	1,132,426.46	5,419,638.59	0.00
October 2025	1,080,534.97	5,325,476.52	0.00
November 2025	1,029,460.66	5,232,780.42	0.00
December 2025	979,188.94	5,141,528.71	0.00
January 2026	929,705.45	5,051,700.13	0.00
February 2026	880,996.08	4,963,273.66	0.00
March 2026	833,046.96	4,876,228.65	0.00
April 2026	785,844.44	4,790,544.71	0.00
May 2026	739,375.08	4,706,201.74	0.00
June 2026	693,625.68	4,623,179.95	0.00
July 2026	648,583.27	4,541,459.80	0.00
August 2026	604,235.06	4,461,022.05	0.00
September 2026	560,568.50	4,381,847.73	0.00
October 2026	517,571.25	4,303,918.15	0.00
November 2026	475,231.14	4,227,214.88	0.00
December 2026	433,536.24	4,151,719.74	0.00
January 2027	392,474.79	4,077,414.84	0.00
February 2027	352,035.25	4,004,282.52	0.00
March 2027	312,206.24	3,932,305.39	0.00
April 2027	272,976.59	3,861,466.30	0.00
May 2027	234,335.31	3,791,748.34	0.00
June 2027	196,271.59	3,723,134.86	0.00
July 2027	158,774.81	3,655,609.44	0.00
August 2027	121,834.49	3,589,155.88	0.00
September 2027	85,440.37	3,523,758.25	0.00
October 2027	49,582.34	3,459,400.81	0.00
November 2027	14,250.44	3,396,068.06	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
December 2027	\$ 0.00	\$3,333,744.73	\$ 0.00
January 2028	0.00	3,272,415.77	0.00
February 2028	0.00	3,212,066.33	0.00
March 2028	0.00	3,152,681.79	0.00
April 2028	0.00	3,094,247.73	0.00
May 2028	0.00	3,036,749.94	0.00
June 2028	0.00	2,980,174.42	0.00
July 2028	0.00	2,924,507.37	0.00
August 2028	0.00	2,869,735.19	0.00
September 2028	0.00	2,815,844.45	0.00
October 2028	0.00	2,762,821.96	0.00
November 2028	0.00	2,710,654.68	0.00
December 2028	0.00	2,659,329.78	0.00
January 2029	0.00	2,608,834.61	0.00
February 2029	0.00	2,559,156.70	0.00
March 2029	0.00	2,510,283.77	0.00
April 2029	0.00	2,462,203.69	0.00
May 2029	0.00	2,414,904.54	0.00
June 2029	0.00	2,368,374.55	0.00
July 2029	0.00	2,322,602.13	0.00
August 2029	0.00	2,277,575.85	0.00
September 2029	0.00	2,233,284.44	0.00
October 2029	0.00	2,189,716.83	0.00
November 2029	0.00	2,146,862.06	0.00
December 2029	0.00	2,104,709.35	0.00
January 2030	0.00	2,063,248.09	0.00
February 2030	0.00	2,022,467.81	0.00
March 2030	0.00	1,982,358.19	0.00
April 2030	0.00	1,942,909.06	0.00
May 2030	0.00	1,904,110.40	0.00
June 2030	0.00	1,865,952.34	0.00
July 2030	0.00	1,828,425.15	0.00
August 2030	0.00	1,791,519.24	0.00
September 2030	0.00	1,755,225.15	0.00
October 2030	0.00	1,719,533.58	0.00
November 2030	0.00	1,684,435.35	0.00
December 2030	0.00	1,649,921.41	0.00
January 2031	0.00	1,615,982.85	0.00
February 2031	0.00	1,582,610.90	0.00
March 2031	0.00	1,549,796.89	0.00
April 2031	0.00	1,517,532.30	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
May 2031	\$ 0.00	\$1,485,808.72	\$ 0.00
June 2031	0.00	1,454,617.87	0.00
July 2031	0.00	1,423,951.59	0.00
August 2031	0.00	1,393,801.84	0.00
September 2031	0.00	1,364,160.70	0.00
October 2031	0.00	1,335,020.35	0.00
November 2031	0.00	1,306,373.11	0.00
December 2031	0.00	1,278,211.38	0.00
January 2032	0.00	1,250,527.70	0.00
February 2032	0.00	1,223,314.72	0.00
March 2032	0.00	1,196,565.16	0.00
April 2032	0.00	1,170,271.89	0.00
May 2032	0.00	1,144,427.87	0.00
June 2032	0.00	1,119,026.14	0.00
July 2032	0.00	1,094,059.89	0.00
August 2032	0.00	1,069,522.36	0.00
September 2032	0.00	1,045,406.92	0.00
October 2032	0.00	1,021,707.04	0.00
November 2032	0.00	998,416.24	0.00
December 2032	0.00	975,528.21	0.00
January 2033	0.00	953,036.68	0.00
February 2033	0.00	930,935.47	0.00
March 2033	0.00	909,218.52	0.00
April 2033	0.00	887,879.84	0.00
May 2033	0.00	866,913.53	0.00
June 2033	0.00	846,313.79	0.00
July 2033	0.00	826,074.90	0.00
August 2033	0.00	806,191.20	0.00
September 2033	0.00	786,657.15	0.00
October 2033	0.00	767,467.27	0.00
November 2033	0.00	748,616.17	0.00
December 2033	0.00	730,098.53	0.00
January 2034	0.00	711,909.11	0.00
February 2034	0.00	694,042.78	0.00
March 2034	0.00	676,494.42	0.00
April 2034	0.00	659,259.06	0.00
May 2034	0.00	642,331.74	0.00
June 2034	0.00	625,707.61	0.00
July 2034	0.00	609,381.89	0.00
August 2034	0.00	593,349.86	0.00
September 2034	0.00	577,606.87	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
October 2034	\$ 0.00	\$ 562,148.35	\$ 0.00
November 2034	0.00	546,969.79	0.00
December 2034	0.00	532,066.75	0.00
January 2035	0.00	517,434.85	0.00
February 2035	0.00	503,069.77	0.00
March 2035	0.00	488,967.29	0.00
April 2035	0.00	475,123.20	0.00
May 2035	0.00	461,533.40	0.00
June 2035	0.00	448,193.81	0.00
July 2035	0.00	435,100.46	0.00
August 2035	0.00	422,249.39	0.00
September 2035	0.00	409,636.72	0.00
October 2035	0.00	397,258.63	0.00
November 2035	0.00	385,111.37	0.00
December 2035	0.00	373,191.21	0.00
January 2036	0.00	361,494.51	0.00
February 2036	0.00	350,017.67	0.00
March 2036	0.00	338,757.15	0.00
April 2036	0.00	327,709.45	0.00
May 2036	0.00	316,871.14	0.00
June 2036	0.00	306,238.82	0.00
July 2036	0.00	295,809.17	0.00
August 2036	0.00	285,578.90	0.00
September 2036	0.00	275,544.77	0.00
October 2036	0.00	265,703.59	0.00
November 2036	0.00	256,052.22	0.00
December 2036	0.00	246,587.58	0.00
January 2037	0.00	237,306.61	0.00
February 2037	0.00	228,206.32	0.00
March 2037	0.00	219,283.75	0.00
April 2037	0.00	210,536.00	0.00
May 2037	0.00	201,960.18	0.00
June 2037	0.00	193,553.50	0.00
July 2037	0.00	185,313.17	0.00
August 2037	0.00	177,236.43	0.00
September 2037	0.00	169,320.62	0.00
October 2037	0.00	161,563.05	0.00
November 2037	0.00	153,961.13	0.00
December 2037	0.00	146,512.28	0.00
January 2038	0.00	139,213.97	0.00
February 2038	0.00	132,063.68	0.00

<u>Distribution Date</u>	<u>Class NA</u>	<u>Class G</u>	<u>Class H</u>
March 2038	\$ 0.00	\$ 125,058.97	\$ 0.00
April 2038	0.00	118,197.42	0.00
May 2038	0.00	111,476.63	0.00
June 2038	0.00	104,894.27	0.00
July 2038	0.00	98,448.01	0.00
August 2038	0.00	92,135.58	0.00
September 2038	0.00	85,954.75	0.00
October 2038	0.00	79,903.29	0.00
November 2038	0.00	73,979.04	0.00
December 2038	0.00	68,179.85	0.00
January 2039	0.00	62,503.63	0.00
February 2039	0.00	56,948.29	0.00
March 2039	0.00	51,511.78	0.00
April 2039	0.00	46,192.10	0.00
May 2039	0.00	40,987.26	0.00
June 2039	0.00	35,895.31	0.00
July 2039	0.00	30,914.34	0.00
August 2039	0.00	26,042.45	0.00
September 2039	0.00	21,277.78	0.00
October 2039	0.00	16,618.49	0.00
November 2039	0.00	12,062.78	0.00
December 2039	0.00	7,608.87	0.00
January 2040	0.00	3,255.03	0.00
February 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 or Notional Balance	Underlying Certificate(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Coupon of Mortgage Loans(3)	Approximate Weighted Remaining Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
2	Ginnie Mae	2010-112	PB	September 30, 2010	38377KZP8	4.50%	FIX	October 2034	PAC 1	\$ 36,070,000	1,000,000,000	\$ 4,000,000	11.0895481009%	4.846%	354	5	II
2	Ginnie Mae	2010-112	PC	September 30, 2010	38377KZQ6	4.50	FIX	October 2037	PAC 1	119,591,000	1,000,000,000	14,159,006	11.8395247134%	4.846	354	5	II
2	Ginnie Mae	2010-112	PI(4)	September 30, 2010	38377KE48	4.50	FIX/IO	September 2033	NTL (PAC 1)	171,656,666	0,98792366	6,692,633	3.9465079672%	4.846	354	5	II
2	Ginnie Mae	2010-112	PN(4)	September 30, 2010	38377KE97	3.50	FIX	September 2033	PAC 1	257,485,000	0,98792366	30,116,852	11.8395246325%	4.846	354	5	II
2	Ginnie Mae	2010-112	WI(4)	September 30, 2010	38377KG61	4.50	FIX/IO	October 2034	NTL (PAC 1)	20,038,888	1,000,000,000	15,029	0.07499917106%	4.846	354	5	II
2	Ginnie Mae	2010-069	Q(5)	June 30, 2010	38377GBH1	4.50	FIX	February 2037	SC/PAC	29,941,000	0,97545153	29,205,994	100.0000000000%	(5)	(5)	(5)	I
4	Ginnie Mae	2010-127	QA(6)	October 29, 2010	38377LXA1	4.00	FIX	April 2039	SC/PAC	95,659,000	0,98828794	51,696,353	54.6827794562%	6.000	332	26	I
5	Ginnie Mae	2010-043	QB	April 30, 2010	38376YTD3	3.00	FIX	April 2040	PAC 1	11,273,539	1,000,000,000	7,125,000	63.2010941728%	4.921	352	8	II
6	Ginnie Mae	2009-082	LA	September 30, 2009	38376FS60	5.00	FIX	August 2033	PAC 1	47,329,788	0,88841683	24,058,327	57.2155531311%	5.354	342	16	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of November 2010.
- (3) Based on information as of the first Business Day of November 2010.
- (4) MX Class.
- (5) Ginnie Mae 2010-069 Class Q is backed by previously issued certificates, Class JC from Ginnie REMIC Trust 2010-017 and Class HA from Ginnie Mae REMIC Trust 2009-034. Copies of the Cover Pages and Terms Sheets from Ginnie Mae 2009-034 and 2010-017 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:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Remaining Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Age of Mortgage Loans (in months)(3)
2010-017	JC	5.000%	338	19
2009-034	HA	5.000	339	19

- (6) Ginnie Mae 2010-127 Class QA is backed by a previously issued certificate, Class CA from Ginnie Mae REMIC Trust 2009-068. A copy of the Cover Page and Terms Sheet from Ginnie Mae 2009-068 is included in Exhibit B to this Supplement.

Exhibit B

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



\$385,899,736

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2009-034**

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 previously issued certificate.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
HA(1)	\$201,630,137	4.5%	SEQ	FIX	38374TG32	February 2034
LW(1)	1,622,000	4.5	PAC II	FIX	38374TG40	February 2034
LX(1)	10,264,000	4.5	PAC I	FIX	38374TG57	February 2034
LY(1)	5,114,000	4.5	SUP	FIX	38374TG65	February 2034
VA	36,698,630	4.5	AD/SEQ	FIX	38374TG73	June 2020
Z	57,000,000	4.5	SEQ	FIX/Z	38374TG81	May 2039
Security Group 2						
WA	8,570,000	4.0	SEQ	FIX	38374TG99	November 2030
WB	2,146,000	4.0	SEQ	FIX	38374TH23	September 2033
WC	1,613,000	4.0	SEQ	FIX	38374TH31	August 2035
WD	1,180,000	4.0	SEQ	FIX	38374TH49	December 2036
WE	1,179,000	4.0	SEQ	FIX	38374TH56	February 2038
WG	343,000	4.0	SEQ	FIX	38374TH64	June 2038
WH	989,969	4.0	SEQ	FIX	38374TH72	May 2039
Security Group 3						
DA	7,700,000	4.5	SEQ	FIX	38374TH80	March 2034
DC	2,400,000	4.0	SEQ	FIX	38374TH98	May 2039
DE	2,400,000	5.0	SEQ	FIX	38374TJ21	May 2039
DG	1,250,000	4.0	SEQ	FIX	38374TJ39	March 2034
DH	1,250,000	5.0	SEQ	FIX	38374TJ47	March 2034
Security Group 4						
BG	19,440,000	4.0	SEQ	FIX	38374TJ54	May 2033
BH	10,460,000	4.0	SEQ	FIX	38374TJ62	May 2039
Security Group 5						
WJ	6,325,000	4.5	SC/SEQ	FIX	38374TJ70	April 2039
WK	6,325,000	4.5	SC/SEQ	FIX	38374TJ88	April 2039
Residual						
R	0	0.0	NPR	NPR	38374TJ96	May 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.
- (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.

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 May 29, 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.

Deutsche Bank Securities

Loop Capital Markets LLC

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

TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 29, 2009

Distribution Dates: For the Group 1 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 June 2009. 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 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	4.5%	30
2	Ginnie Mae II	4.0%	30
3	Ginnie Mae II	4.5%	30
4	Ginnie Mae II	4.0%	30
5	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 4 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$312,328,767	358	2	5.000%
Group 2 Trust Assets \$16,020,969	281	69	4.557%
Group 3 Trust Assets \$15,000,000	358	1	5.020%
Group 4 Trust Assets \$29,900,000	351	13	4.558%

¹ As of May 1, 2009.

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

³ The Mortgage Loans underlying the Group 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.

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 Group 1, 2, 3 and 4 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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 Accrual Amount will be allocated as follows:

- The Accrual Amount, sequentially, to VA and Z, in that order, until retired.
- The Group 1 Adjusted Principal Distribution Amount, in the following order of priority:
 1. Concurrently, as follows:
 - (1) 92.2243107774% to HA, until retired; and
 - (2) 7.7756892226% in the following order of priority:
 - (i) To LX, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - (ii) To LW, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - (iii) To LY, until retired;
 - (iv) To LW, without regard to its Scheduled Principal Balance, until retired; and
 - (v) To LX, without regard to its Scheduled Principal Balance, until retired; and
 2. Sequentially, to VA and Z, in that order, until retired.

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, sequentially, to WA, WB, WC, WD, WE, WG and WH, in that order, until retired.

SECURITY GROUP 3

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

1. Concurrently, to DA, DG and DH, pro rata, until retired; and
2. Concurrently, to DC and DE, pro rata, until retired.

SECURITY GROUP 4

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

SECURITY GROUP 5

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

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Class	
LX	100% PSA through 250% PSA
PAC II Class	
LW	120% PSA through 200% 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:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IH	\$67,210,045	33.3333333333% of HA (SEQ Class)
LI	1,136,444	22.2222222222% of LY (SUP Class)

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

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



\$2,171,451,816

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2009-068

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 28, 2009.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BP(1)	\$ 16,986,000	5.00%	PAC I	FIX	38373ASM9	July 2038
CP(1)	12,079,000	5.00	PAC I	FIX	38373ASN7	August 2039
EA	59,333,000	5.00	SUP	FIX	38373ASP2	January 2039
EB	8,347,000	5.00	SUP	FIX	38373ASQ0	May 2039
EC	7,237,000	5.00	SUP	FIX	38373ASR8	August 2039
ED	19,602,000	5.00	PAC II	FIX	38373ASS6	August 2039
EG	1,482,000	5.00	PAC II	FIX	38373AST4	August 2039
EH	2,000,000	4.75	SUP	FIX	38373ASU1	January 2039
EJ	1,000,000	5.50	SUP	FIX	38373ASV9	January 2039
JI(1)	15,701,200	5.00	NTL (PAC I)	FIX/IO	38373ASW7	November 2036
JP(1)	78,506,000	4.00	PAC I	FIX	38373ASX5	November 2038
MI	12,340,600	5.00	NTL (PAC I)	FIX/IO	38373ASX3	April 2038
PM	123,406,000	4.50	PAC I	FIX	38373ASZ0	April 2038
PN	20,022,000	5.00	PAC I	FIX	38373ATA4	August 2039
Security Group 2						
AB(1)	89,944,640	5.50	SEQ/AD	FIX	38373ATB2	June 2033
AZ	10,055,360	5.50	SEQ	FIX/Z	38373ATC0	August 2039
Security Group 3						
AP	94,298,000	2.50	PAC	FIX	38373ATD8	July 2032
GA	32,808,000	5.00	SUP	FIX	38373ATE6	January 2039
GB	4,326,000	5.00	SUP	FIX	38373ATF3	March 2039
GC	9,159,000	5.00	SUP	FIX	38373ATG1	August 2039
GD	7,500,000	5.50	SUP	FIX	38373ATH9	January 2039
GE	11,500,000	4.50	SUP	FIX	38373ATJ5	January 2039
GJ	1,000,000	7.00	SUP	FIX	38373ATK2	January 2039
PB	100,000,000	5.00	PAC	FIX	38373ATL0	July 2038
PC	22,587,000	5.00	PAC	FIX	38373ATM8	August 2039
PI	47,149,000	5.00	NTL (PAC)	FIX/IO	38373ATM6	July 2032
Security Group 4						
CA(1)	156,428,572	4.00	PAC/AD	FLT	38373ATP1	April 2039
CF(1)	105,000,000	(5)	PAC/AD	FLT	38373ATQ9	April 2039
CS(1)	105,000,000	(5)	NTL (PAC/AD)	INV/IO	38373ATR7	April 2039
DF(1)	38,571,428	(5)	PAC/AD	FLT	38373ATS5	April 2039
DS(1)	38,571,428	(5)	NTL (PAC/AD)	INV/IO	38373ATT3	April 2039
Z	44,173,036	5.50	SUP	FIX/Z	38373ATU0	August 2039
ZC	1,788,602	5.50	PAC/AD	FIX/Z	38373ATV8	August 2039
Security Group 5						
AH(1)	156,428,572	4.00	PAC/AD	FIX	38373ATW6	January 2039
FM(1)	38,571,428	(5)	PAC/AD	FLT	38373ATX4	January 2039
FN(1)	105,000,000	(5)	PAC/AD	FLT	38373ATY2	January 2039
HZ	52,239,612	5.50	SUP	FIX/Z	38373ATZ9	August 2039
SM(1)	38,571,428	(5)	NTL (PAC/AD)	INV/IO	38373AU2	January 2039
SN(1)	105,000,000	(5)	NTL (PAC/AD)	INV/IO	38373AUB0	January 2039
ZH	3,030,304	5.50	PAC/AD	FIX/Z	38373AUC8	August 2039
Security Group 6						
GP(1)	17,021,000	5.00	PAC I	FIX	38373AUD6	July 2038
HP(1)	12,096,000	5.00	PAC I	FIX	38373AUE4	August 2039
LA	23,698,000	5.00	SUP	FIX	38373AUF1	November 2039
LB	4,637,000	5.00	SUP	FIX	38373AUG9	April 2039
LC	4,074,000	5.00	SUP	FIX	38373AUH7	August 2039
LD	2,707,000	5.00	PAC III	FIX	38373AUJ3	August 2039
LI(1)	15,682,200	5.00	NTL (PAC I)	FIX/IO	38373AUK0	November 2036
LP(1)	78,411,000	4.00	PAC I	FIX	38373AUL8	November 2036
PW	7,356,000	5.00	PAC II	FIX	38373AUM6	August 2039
Security Group 7						
KA	43,400,000	5.00	PAC I	FIX	38373AUN4	September 2037
KB	10,000,000	5.00	PAC I	FIX	38373AUP9	August 2039
KC	2,000,000	5.00	PAC II	FIX	38373AUQ7	August 2039
KD	2,200,000	5.00	PAC II	FIX	38373AUR5	August 2039
KE	13,300,000	5.00	SUP	FIX	38373AUS3	February 2039
KG	3,080,000	5.00	SUP	FIX	38373AUT1	August 2039
Security Group 8						
DP(1)	100,000,000	4.50	PAC/AD	FIX	38373AUI8	November 2038
DZ	35,349,518	6.00	SUP	FIX/Z	38373AUV6	August 2039
PF	100,000,000	(5)	PAC/AD	FLT	38373AUW4	November 2038
PS	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38373AUX2	November 2038
ZD	2,429,152	6.00	PAC/AD	FIX/Z	38373AUY0	August 2039
Security Group 9						
FE	50,000,000	(5)	SUP	FLT	38373AUZ7	August 2039
MA(1)	92,525,861	5.00	PAC	FIX	38373AVA1	November 2031
MB	97,494,475	5.00	PAC	FIX	38373AVB9	June 2038
MC	22,243,255	5.00	PAC	FIX	38373AVC7	August 2039
SE	15,000,001	(5)	SUP	INV	38373AVD5	August 2039
Residual						
RR	0	0.00	NPR	NPR	38373AVE3	August 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.

CREDIT SUISSE

FINACORP SECURITIES

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

TERMS SHEET

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

Sponsor: Credit Suisse Securities (USA) LLC

Co-Sponsor: Finacorp Securities

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 2009

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

Trust Assets:

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$350,000,000	358	1	5.4%
Group 2 Trust Assets \$100,000,000	317	35	6.0%
Group 3 Trust Assets \$283,178,000	359	1	5.4%
Group 4 Trust Assets \$345,961,638	348	10	6.0%
Group 5 Trust Assets \$355,269,916	348	10	6.0%
Group 6 Trust Assets \$150,000,000	359	1	5.4%
Group 7 Trust Assets \$72,000,000	358	2	5.4%
Group 8 Trust Assets \$237,778,670	320	35	6.5%
Group 9 Trust Assets \$277,263,592	358	1	5.5%

¹ As of August 1, 2009.

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

³ The Mortgage Loans underlying the Group 1, 3, 6 and 7 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

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

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

SECURITY GROUP 2

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

SECURITY GROUP 3

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

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

SECURITY GROUP 4

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

- The ZC Accrual Amount in the following order of priority:
 1. Concurrently, to CA, CF and DF, pro rata, until retired
 2. To ZC
- The Group 4 Principal Distribution Amount and the Z Accrual Amount in the following order of priority:
 1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CA, CF and DF, pro rata, while outstanding
 - b. To ZC, while outstanding
 2. To Z, until retired
 3. To the Group 4 PAC Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

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

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

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

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

2. To HZ, until retired

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

SECURITY GROUP 6

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

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

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

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

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

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

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

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

SECURITY GROUP 7

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

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

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

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

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

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

SECURITY GROUP 8

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

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

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

2. To ZD

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

SECURITY GROUP 9

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

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

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

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

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

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

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

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

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



\$321,482,461

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2009-082

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.

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<i>Security Group 1</i>						
CA	\$ 8,551,750	5.00%	PAC II	FLX	38376FR95	September 2039
CB	17,883,000	5.00	SUP	FLX	38376FS29	May 2039
CD	3,565,250	5.00	SUP	FLX	38376FS37	September 2039
CE	10,000,000	4.50	SUP	FLX	38376FS45	May 2039
CI	1,000,000	5.00	NTL (SUP)	FLX/IO	38376FS52	May 2039
LA(1)	47,329,788	5.00	PAC I	FLX	38376FS60	August 2033
UB(1)	14,200,549	5.00	PAC I	FLX	38376FS78	June 2035
UC(1)	13,074,726	5.00	PAC I	FLX	38376FS86	January 2037
UD(1)	15,417,145	5.00	PAC I	FLX	38376FS94	August 2038
UV(1)	6,460,253	5.00	PAC I/AD	FLX	38376FT28	May 2026
UZ(1)	5,000,000	5.00	PAC I	FIX/Z	38376FT36	September 2039
<i>Security Group 2</i>						
GA(1)	75,263,400	5.00	SEQ	FLX	38376FT44	September 2035
GV(1)	14,729,900	5.00	SEQ/AD	FLX	38376FT51	November 2027
GZ(1)	10,006,700	5.00	SEQ	FIX/Z	38376FT69	September 2039
<i>Security Group 3</i>						
HA	48,742,000	4.00	SEQ	FLX	38376FT77	January 2020
HI(1)	31,258,000	4.00	NTL (SEQ)	FLX/IO	38376FT85	September 2024
HO(1)	31,258,000	0.00	SEQ	PO	38376FT93	September 2024
<i>Residual</i>						
RR	0	0.00	NPR	NPR	38376FU26	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.

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 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.

Morgan Stanley

Utendahl Capital Partners, L.P.

The date of this Offering Circular Supplement is September 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: Morgan Stanley & Co. Incorporated

Co-Sponsor: Utendahl Capital Partners, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2009

Distribution Dates: For the Group 2 and 3 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 2009. For the Group 1 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 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	5.00%	30
2	Ginnie Mae I	5.00	30
3	Ginnie Mae I	4.00	15

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$113,111,102	358	1	5.37%
<u>28,371,359</u>	355	4	5.32%
<u>\$141,482,461</u>			
Group 2 Trust Assets			
\$100,000,000	343	15	5.50%
Group 3 Trust Assets			
\$ 1,356,179	176	1	4.50%
22,203,281	177	2	4.50%
26,400,382	178	2	4.50%
15,163,017	178	1	4.50%
<u>14,877,141</u>	179	1	4.50%
<u>\$ 80,000,000</u>			

¹ As of September 1, 2009.

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

³ The Mortgage Loans underlying the Group 1 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 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 or Interest Only Class. See *“Description of the Securities — Form of Securities” in this Supplement.*

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

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 UZ Accrual Amount will be allocated as follows:

- The UZ Accrual Amount, sequentially, to UV and UZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. Sequentially, to LA, UB, UC, UD, UV and UZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. Concurrently, to CB and CE, pro rata, until retired
 4. To CD, until retired
 5. To CA, without regard to its Scheduled Principal Balance, until retired
 6. Sequentially, to LA, UB, UC, UD, UV and UZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

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

- The Group 2 Principal Distribution Amount, sequentially, to GA, GV and GZ, in that order, until retired

SECURITY GROUP 3

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

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
LA, UB, UC, UD, UV and UZ (in the aggregate)	100% through 250% PSA
PAC II Class	
CA	125% 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	\$ 2,840,109	20% of UB (PAC I Class)
CI	1,000,000	10% of CE (SUP Class)
EI	\$30,105,360	40% of GA (SEQ Class)
	<u>5,891,960</u>	40% of GV (SEQ/AD Class)
	<u>\$35,997,320</u>	
GI	\$30,105,360	40% of GA (SEQ Class)
HI	31,258,000	100% of HO (SEQ Class)
LI	14,198,936	30% of LA (PAC I Class)
UI	8,538,484	20% of UB, UC and UD (in the aggregate) (PAC I Classes)
VI	2,945,980	20% of GV (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.



\$756,455,361
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-017

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 February 26, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
B	\$10,158,182	4.0%	SEQ	FIX	38376VVN4	February 2025
G(1)	19,936,727	4.0	SEQ	FIX	38376VVP9	March 2023
K(1)	29,905,091	4.0	SEQ	FIX	38376VVO7	March 2022
Security Group 2						
JB(1)	73,800,000	4.5	SEQ	FIX	38376VVR5	June 2035
JC(1)	49,200,000	4.5	SEQ	FIX	38376VVS3	February 2037
JU(1)	8,199,148	4.5	SEQ/AD	FIX	38376VVT1	March 2021
JV(1)	6,032,422	4.5	SEQ/AD	FIX	38376VVU8	November 2026
JZ(1)	12,768,430	4.5	SEQ	FIX/Z	38376VVV6	February 2040
Security Group 3						
LE	8,022,523	5.0	SC/TAC	FIX	38376VWW4	January 2040
LM	1,245,733	5.0	SC/SUP	FIX	38376VWX2	January 2040
Security Group 4						
IK(1)	16,131,000	5.0	NTL (SC/TAC/AD)	FIX/IO	38376VVOY0	December 2039
KO(1)	16,131,000	0.0	SC/TAC/AD	PO	38376VVZ7	December 2039
KZ	22,552,834	5.0	SC/SUP	FIX/Z	38376VVA1	December 2039
ZK	1,000	5.0	SC/TAC/AD	FIX/Z	38376VWB9	December 2039
Security Group 5						
AF(1)	74,189,276	(5)	SC/PT	FLT	38376VWC7	October 2038
CS(1)	74,189,276	(5)	NTL (SC/PT)	INV/IO	38376VWD5	October 2038
IA(1)	74,189,276	(5)	NTL (SC/PT)	INV/IO	38376VWE3	October 2038
IB(1)	74,189,276	(5)	NTL (SC/PT)	INV/IO	38376VWF0	October 2038
Security Group 6						
PA	15,000,000	4.5	SC/SEQ	FIX	38376VWG8	May 2037
PB	6,667,932	5.0	SC/SEQ	FIX	38376VWH6	May 2037
PI	1,500,000	5.0	NTL (SC/SEQ)	FIX/IO	38376VWJ2	May 2037
Security Group 7						
QA(1)	20,678,000	3.5	SC/PAC/AD	FIX	38376VWK9	June 2039
OZ(1)	2,610,634	3.5	SC/SUP	FIX/Z	38376VWL7	June 2039
Security Group 8						
FH(1)	22,986,476	(5)	SC/PAC	FLT	38376VWM5	September 2039
FG(1)	4,310,497	(5)	SC/SUP	FLT	38376VWN3	September 2039
SK(1)	22,986,476	(5)	NTL (SC/PAC)	INV/IO	38376VWP8	September 2039
SH(1)	22,986,476	(5)	NTL (SC/PAC)	INV/IO	38376VWQ6	September 2039
SJ(1)	4,310,497	(5)	NTL (SC/SUP)	INV/IO	38376VWR4	September 2039
SK(1)	4,310,497	(5)	NTL (SC/SUP)	INV/IO	38376VWS2	September 2039
Security Group 9						
AP(1)	53,000,000	4.5	PAC I	FIX	38376VWT0	September 2033
AQ	12,000,000	4.5	PAC I	FIX	38376VWU7	February 2036
BP	27,087,307	4.5	PAC I	FIX	38376VWV5	July 2037
KL	10,026,670	4.5	PAC II	FIX	38376VWW3	February 2040
KP	1,200	4.5	PAC II	FIX	38376VWS7	February 2040
PK(1)	76,639,274	4.5	PAC I	FIX	38376VWX1	January 2038
PM(1)	21,164,981	4.5	PAC I	FIX	38376VWY9	December 2038
PV(1)	6,619,411	4.5	AD/PAC I	FIX	38376VWZ6	March 2021
PW(1)	4,870,150	4.5	PAC I/AD	FIX	38376VXA0	November 2026
PZ(1)	10,308,326	4.5	PAC I	FIX/Z	38376VXB8	February 2040
WC	30,381,619	4.5	SUP	FIX	38376VXC6	March 2039
WD	8,349,452	4.5	SUP	FIX	38376VXD4	October 2039
WE	6,551,610	4.5	SUP	FIX	38376VXE2	February 2040
WG	11,200,000	4.5	TAC	FIX	38376VXF9	March 2039
WH	4,800,000	4.5	SUP	FIX	38376VXG7	March 2039
WJ	1,000,000	4.5	SUP	FIX	38376VXH5	July 2039
WK	1,000,000	4.5	SUP	FIX	38376VXJ1	October 2039
Security Group 10						
AU	6,608,403	5.0	SC/SEQ	FIX	38376VXK8	May 2037
BU	10,000,000	4.5	SC/SEQ	FIX	38376VXL6	May 2037
CU	11,000,000	5.0	SC/SEQ	FIX	38376VXM4	May 2037
IU(1)	1,000,000	5.0	NTL (SC/SEQ)	FIX/IO	38376VXN2	May 2037
Security Group 11						
AN	2,576,776	5.0	SC/SEQ	FIX	38376VXP7	June 2037
BN	10,000,000	4.5	SC/PAC	FIX	38376VXQ5	June 2037
CN	1,131,893	5.0	SC/SUP	FIX	38376VXR3	June 2037
IN(1)	1,000,000	5.0	NTL (SC/PAC)	FIX/IO	38376VXS1	June 2037
IP(1)	8,000,000	5.0	NTL (SC/SEQ)	FIX/IO	38376VXT9	June 2037
PC	10,000,000	3.0	SC/SEQ	FIX	38376VXU6	June 2037
PD	10,000,000	3.0	SC/SEQ	FIX	38376VXV4	June 2037
PH	5,742,384	5.0	SC/SEQ	FIX	38376VXW2	June 2037
Residual						
RR	0	0.0	NPR	NPR	38376VXX0	February 2040

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

TERMS SHEET

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

Sponsor: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: February 26, 2010

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

Trust Assets:

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

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of a certain MX Class in Groups 10 and 11, 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 9 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Mortgage Rate</u>
Group 1 Trust Assets			
\$60,000,000	178	2	4.5%
Group 2 Trust Assets			
\$150,000,000	347	11	5.0%
Group 9 Trust Assets			
\$285,000,000	347	11	5.0%

¹ As of February 1, 2010.

² 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, 2 and 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

<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%	0.63000%	0.40%	7.00%	0	0.00%
AS	6.60% - LIBOR	6.37000%	0.00%	6.60%	0	6.60%
BF	LIBOR + 0.45%	0.68000%	0.45%	7.00%	0	0.00%
BS	6.55% - LIBOR	6.32000%	0.00%	6.55%	0	6.55%
CF	LIBOR + 0.50%	0.73000%	0.50%	7.00%	0	0.00%
CS	6.50% - LIBOR	6.27000%	0.00%	6.50%	0	6.50%
FA	LIBOR + 0.50%	0.73188%	0.50%	7.00%	0	0.00%
FB	LIBOR + 0.50%	0.73188%	0.50%	7.00%	0	0.00%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FG	LIBOR + 0.45%	0.68188%	0.45%	7.00%	0	0.00%
FH	LIBOR + 0.40%	0.63188%	0.40%	7.00%	0	0.00%
FJ	LIBOR + 0.45%	0.68188%	0.45%	7.00%	0	0.00%
FK	LIBOR + 0.40%	0.63188%	0.40%	7.00%	0	0.00%
FL	LIBOR + 0.40%	0.63188%	0.40%	7.00%	0	0.00%
FM	LIBOR + 0.45%	0.68188%	0.45%	7.00%	0	0.00%
GF	LIBOR + 0.50%	0.73188%	0.50%	7.00%	0	0.00%
IA	6.60% - LIBOR	0.05000%	0.00%	0.05%	0	6.60%
IB	6.55% - LIBOR	0.05000%	0.00%	0.05%	0	6.55%
SG	6.55% - LIBOR	0.05000%	0.00%	0.05%	0	6.55%
SH	6.60% - LIBOR	0.05000%	0.00%	0.05%	0	6.60%
SJ	6.55% - LIBOR	0.05000%	0.00%	0.05%	0	6.55%
SK	6.60% - LIBOR	0.05000%	0.00%	0.05%	0	6.60%

(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. Up to \$287,671, concurrently, as follows:
 - a. 99% to K, until retired; and
 - b. 1% to G, until retired; and
2. Sequentially, to G, K and B, 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 JZ Accrual Amount will be allocated as follows:

- The JZ Accrual Amount, sequentially, to JU, JV and JZ, in that order, until retired.
- The Group 2 Adjusted Principal Distribution Amount in the following order of priority:
 1. Up to \$637,500, concurrently, as follows:
 - a. 99% to JB, until retired; and
 - b. 1% to JC, until retired; and
 2. Sequentially, to JC, JB, JU, JV and JZ, in that order, until retired.

SECURITY GROUP 3

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

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

SECURITY GROUP 4

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

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

SECURITY GROUP 5

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, sequentially, to PA and PB, in that order, until retired.

SECURITY GROUP 7

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

1. To QA, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To QZ, until retired; and
3. To QA, without regard to its Scheduled Principal Balance, until retired.

SECURITY GROUP 8

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

1. To FH, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To FK, until retired; and
3. To FH, without regard to its Scheduled Principal Balance, until retired.

SECURITY GROUP 9

The Group 9 Principal Distribution Amount and the PZ Accrual Amount will be allocated as follows:

- The PZ Accrual Amount, sequentially, to PV, PW and PZ, in that order, until retired.
- The Group 9 Principal Distribution Amount in the following order of priority:
 1. To the Group 9 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, until AQ has been retired:
 - i. 48.0355721461%, sequentially, to AP, until retired, and then to BP;
 - ii. 8.2643589856% to AQ, until retired; and
 - iii. 43.7000688683% to PK;
 - b. Concurrently, until BP has been retired:
 - i. 48.0355721461% to BP, until retired;
 - ii. 8.2643589856% to PM; and
 - iii. 43.7000688683% to PK;
 - c. Concurrently, until PK has been retired:
 - i. 56.2999311317% to PM; and
 - ii. 43.7000688683% to PK, until retired; and
 - d. Sequentially, to PM, PV, PW and PZ, in that order, until retired;
 2. Sequentially, to KL and KP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
 3. Concurrently:
 - a. 34.4964241115% in the following order of priority:
 - i. To WG, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - ii. To WH, until retired; and
 - iii. To WG, without regard to its Scheduled Principal Balance, until retired; and
 - b. 65.5035758885% to WC, until retired;
 4. Concurrently:
 - a. 19.3246946795%, sequentially, to WJ and WK, in that order, until retired; and
 - b. 80.6753053205% to WD, until retired;
 5. To WE, until retired;
 6. Sequentially, to KL and KP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and
 7. To the Group 9 PAC I Classes, in the same manner and priority described in step 1 immediately above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 10

The Group 10 Principal Distribution Amount will be allocated in the following order of priority:

1. To AU, until retired; and
2. Concurrently, to BU and CU, pro rata, until retired.

SECURITY GROUP 11

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

1. 34.7485503112% in the following order of priority:
 - a. To AN, until retired;
 - b. To BN, until reduced to its Scheduled Principal Balance for that Distribution Date;
 - c. To CN, until retired; and
 - d. To BN, without regard to its Scheduled Principal Balance, until retired; and
2. 65.2514496888% in the following order of priority:
 - a. To PH, until retired; and
 - b. Concurrently, to PC and PD, 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>
Security Group 3	
TAC Class	
LE	220% PSA
Security Group 4	
TAC Classes	
KO and ZK* (in the aggregate)	135% PSA
Security Group 7	
PAC Class	
QA**	175% PSA through 240% PSA
Security Group 8	
PAC Class	
FH	165% PSA through 260% PSA
Security Group 9	
PAC I Classes	
AP, AQ, BP, PK, PM, PV, PW and PZ (in the aggregate)	110% PSA through 250% PSA
PAC II Classes	
KL and KP (in the aggregate)	125% PSA through 250% PSA
TAC Class	
WG	200% PSA
Security Group 11	
PAC Class	
BN***	100% PSA through 250% PSA

* The initial Effective Range is 136% PSA through 138% PSA.

** The initial Effective Range is 183% PSA through 216% PSA.

*** The initial Effective Range is 101% 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>
AI	\$18,690,681	37.5% of G and K (in the aggregate) (SEQ Classes)
AS	74,189,276	100% of AF (SC/PT Class)
BS	74,189,276	100% of AF (SC/PT Class)
CS	74,189,276	100% of AF (SC/PT Class)
GI	7,476,272	37.5% of G (SEQ Class)
IA	74,189,276	100% of AF (SC/PT Class)
IB	74,189,276	100% of AF (SC/PT Class)
IG	16,400,000	33.3333333333% of JC (SEQ Class)
IJ	24,600,000	33.3333333333% of JB (SEQ Class)
IK	16,131,000	100% of KO (SC/TAC/AD Class)
IN	1,000,000	10% of BN (SC/PAC Class)
IP	8,000,000	40% of PC and PD (in the aggregate) (SC/SEQ Classes)
IU	1,000,000	10% of BU (SC/SEQ Class)
IX	\$ 1,000,000	10% of BN (SC/PAC Class)
	1,000,000	10% of BU (SC/SEQ Class)
	<u>8,000,000</u>	40% of PC and PD (in the aggregate) (SC/SEQ Classes)
	<u>\$10,000,000</u>	
JL	41,000,000	33.3333333333% of JB and JC (in the aggregate) (SEQ Classes)
KI	11,214,409	37.5% of K (SEQ Class)
PI	1,500,000	10% of PA (SC/SEQ Class)
QI	17,666,666	33.3333333333% of AP (PAC I Class)
SG	22,986,476	100% of FH (SC/PAC Class)
SH	22,986,476	100% of FH (SC/PAC Class)
SJ	4,310,497	100% of FK (SC/SUP Class)
SK	4,310,497	100% of FK (SC/SUP Class)
TI	25,546,424	33.3333333333% of PK (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.



\$1,668,078,834

Government National Mortgage Association

GINNIE MAE®

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
HA	\$ 16,660,000	4.50%	SUP	FIX	38376YRY9	November 2039
HB	6,476,210	4.75	SUP	FIX	38376YRZ6	April 2040
HC	6,420,000	4.50	PAC II	FIX	38376YSA0	November 2039
HD	3,304,000	4.50	PAC II	FIX	38376YSB8	February 2040
HE	1,516,000	4.50	PAC II	FIX	38376YSC6	April 2040
HG	3,500,000	4.50	TAC	FIX	38376YSD4	November 2039
HJ	1,500,000	4.50	SUP	FIX	38376YSE2	November 2039
HK	3,720,000	4.50	SUP	FIX	38376YSF9	December 2038
HL	2,280,000	4.50	SUP	FIX	38376YSG7	November 2039
HM	1,364,400	5.00	PAC II	FIX	38376YSH5	April 2040
HO	359,790	0.00	SUP	PO	38376YSJ1	April 2040
OH	151,600	0.00	PAC II	PO	38376YSK8	April 2040
PA(1)	121,346,000	4.50	PAC I	FIX	38376YSL6	May 2038
PN(1)	16,402,000	4.50	PAC I	FIX	38376YSM4	August 2039
PQ(1)	10,000,000	4.50	PAC I	FIX	38376YSN2	April 2040
TA	3,500,000	4.50	TAC	FIX	38376YSP7	November 2039
TB	1,500,000	4.50	SUP	FIX	38376YSQ5	November 2039
Security Group 2						
BA	37,000,000	4.50	SEQ	FIX	38376YSR3	February 2037
BE	25,000,000	4.50	SEQ	FIX	38376YSS1	February 2037
BV(1)	14,085,000	4.50	SEQ/AD	FIX	38376YST9	May 2021
BW(1)	10,363,000	4.50	SEQ/AD	FIX	38376YSU6	January 2027
BZ(1)	21,933,387	4.50	SEQ	FIX/Z	38376YSV4	April 2040
DA	23,200,000	4.50	SEQ	FIX	38376YSW2	July 2035
EA	25,000,000	4.50	SEQ	FIX	38376YSX0	February 2037
EG	25,000,000	4.50	SEQ	FIX	38376YSY8	February 2037
EH	25,000,000	4.50	SEQ	FIX	38376YSZ5	February 2037
Security Group 3						
TC	1,716,900	4.50	SC/SEQ	FIX	38376YTA9	May 2039
TD	664,000	4.50	SC/SEQ	FIX	38376YTB7	May 2039
Security Group 4						
BF	100,000,000	(5)	PT	FLT	38376YTC5	April 2040
QB	11,273,539	3.00	PAC I	FIX	38376YTD3	April 2040
QS	73,971,498	(5)	NLT (PAC I)	INV/IO	38376YTE1	April 2040
QW(1)	74,944,000	3.00	PAC I	FIX	38376YTF8	August 2037
QX(1)	12,411,125	3.00	PAC I	FIX	38376YTG6	February 2039
SA	1,264,917	(5)	PAC II	INV	38376YTH4	April 2040
SU(1)	3,647,370	(5)	SUP	INV	38376YTI0	April 2040
SX(1)	5,303,814	(5)	SUP	INV	38376YTK7	August 2039
SY(1)	1,352,122	(5)	SUP	INV	38376YTL5	April 2040
UA	14,439,613	4.50	SUP	FIX	38376YTM3	July 2039
UD	4,620,595	4.75	SUP	FIX	38376YTN1	April 2040
UM	1,911,689	4.50	PAC II	FIX	38376YTP6	January 2040
UN	1,907,851	4.50	PAC II	FIX	38376YTP4	April 2040
UO	256,700	0.00	SUP	PO	38376YTR2	April 2040
Security Group 5						
KA	3,849,000	5.00	PAC II	FIX	38376YTS0	April 2040
KB	1,000	5.00	PAC II	FIX	38376YTT8	April 2040
PW(1)	107,962,000	5.00	PAC I	FIX	38376YTU5	March 2038
VP(1)	4,538,232	5.00	AD/PAC I	FIX	38376YTV3	October 2017
VQ(1)	11,701,814	5.00	PAC I/AD	FIX	38376YTW1	August 2029
YB(1)	13,027,500	5.00	PAC III/AD	FIX	38376YTX9	April 2040
YX	489,500	5.00	PAC III/AD	FIX	38376YTY7	April 2040
Z(1)	10,019,954	5.00	PAC I	FIX/Z	38376YTZ4	April 2040
ZA	20,000,000	5.00	TAC/AD	FIX/Z	38376YUA7	April 2040
ZB	1,152,406	5.00	SUP	FIX/Z	38376YUB5	April 2040
Security Group 6						
AO	258,384	0.00	SC/PT	PO	38376YUC3	February 2040
W	4,650,901	4.75	SC/PT	FIX	38376YUD1	February 2040

(Cover continued on next page)

NOMURA

Sandgrain Securities Inc.

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

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

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

TERMS SHEET

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

Sponsor: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2010

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

Trust Assets:

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

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 5, 7, 8 and 9 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$200,000,000	349	10	4.850%
Group 2 Trust Assets			
\$206,581,387	350	9	5.000%
Group 4 Trust Assets			
\$233,333,335	358	2	4.950%
Group 5 Trust Assets			
\$172,741,406	354	5	5.350%
Group 7 Trust Assets			
\$127,262,892	351	8	5.000%
Group 8 Trust Assets			
\$400,000,000	359	1	5.292%
Group 9 Trust Assets			
\$300,000,000	359	1	5.350%

¹ As of April 1, 2010.

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

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

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

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

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

SECURITY GROUP 2

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

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

SECURITY GROUP 3

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

SECURITY GROUP 4

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

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

ii. 33.3333314124% in the following order of priority:

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

(b) Concurrently, as follows:

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

(ii) 35.3999968554% to SU, until retired

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

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

SECURITY GROUP 5

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

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

SECURITY GROUP 6

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

SECURITY GROUP 7

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

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

SECURITY GROUP 8

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

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

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

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

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

SECURITY GROUP 9

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

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

SECURITY GROUP 10

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

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

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

SECURITY GROUP 11

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

- The ZT Accrual Amount, sequentially, to FT and ZT, in that order, until retired
- The Group 11 Principal Distribution Amount in the following order of priority:
 1. To ZT, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To FT, until retired
 3. To ZT, without regard to its Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC Class	
ZT*	200% PSA through 1100% PSA
PAC I Classes	
AP, VM, VN and ZM (in the aggregate)	120% PSA through 250% PSA
PA, PN and PQ (in the aggregate)	108% PSA through 250% PSA
PC, PG, VA, VB and ZP (in the aggregate)	120% PSA through 250% PSA
PW, VP, VQ and Z (in the aggregate)	125% PSA through 250% PSA
QB, QW and QX (in the aggregate)	108% PSA through 250% PSA
PAC II Classes	
AM and BM (in the aggregate)	134% PSA through 250% PSA
AY, BY and CY (in the aggregate)	130% PSA through 215% PSA
HC, HD, HE, HM and OH (in the aggregate)	120% PSA through 225% PSA
KA and KB (in the aggregate)	135% PSA through 250% PSA
ME, MG and MH (in the aggregate)	130% PSA through 215% PSA
SA	120% PSA through 250% PSA
UM and UN (in the aggregate)	119% PSA through 225% PSA
PAC III Classes	
KG and ZG (in the aggregate)	175% PSA through 250% PSA
YB and YX (in the aggregate)	170% PSA through 245% PSA
TAC Classes	
HG	200% PSA
KZ	352% PSA
LM and ZL (in the aggregate)	120% PSA
TA	200% PSA
WH	250% PSA
ZA	200% PSA

* No initial Effective Range or Rate.

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

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

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

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

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



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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

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

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

TERMS SHEET

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

Sponsor: Nomura Securities International, Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2010

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

Trust Assets:

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

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 10 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$100,000,000	349	10	4.9%
Group 10 Trust Assets			
\$ 45,354,750	356	3	5.0%

¹ As of June 1, 2010.

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1 and 10 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DF	LIBOR + 1.25%	1.515%	1.25%	6.50%	0	0.00%
DS	5.25% - LIBOR	4.985%	0.00%	5.25%	0	5.25%
FP	LIBOR + 0.35%	0.700%	0.35%	7.00%	0	0.00%
SP	6.65% - LIBOR	6.300%	0.00%	6.65%	0	6.65%

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

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

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

SECURITY GROUP 1

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

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

SECURITY GROUP 2

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

SECURITY GROUP 3

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

SECURITY GROUP 4

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

SECURITY GROUP 5

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

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

SECURITY GROUP 6

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

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

SECURITY GROUP 7

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

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

SECURITY GROUP 8

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

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

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

SECURITY GROUP 9

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

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

SECURITY GROUP 10

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

SECURITY GROUP 11

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

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

SECURITY GROUP 12

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

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

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
DQ, MA and MB (in the aggregate)*	125% PSA through 250% PSA
MQ and MU (in the aggregate)	300% PSA through 500% PSA
NP and NZ (in the aggregate)	187% PSA through 250% PSA
PA	160% PSA through 252% PSA
PD	160% PSA through 252% PSA
Q	105% PSA through 165% PSA
XA and XB (in the aggregate)	250% PSA through 400% PSA
PAC I Classes	
AP, PG and PH (in the aggregate)	108% PSA through 250% PSA
PAC II Classes	
GD and GE (in the aggregate)	118% PSA through 205% PSA
GL, GM and ZA (in the aggregate)	130% PSA through 225% PSA

* No initial Effective Range

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DS . .	\$ 1,000,000	100% of DF (SC/PT Class)
IN . . .	16,633,888	55.555555556% of Q (SC/PAC Class)
IO . . .	45,354,750	100% of KP (PT Class)
IQ . . .	1,215,000	45% of DQ (SC/PAC Class)
LI . . .	12,090,915	50% of LK (SC/SEQ Class)
MI . . .	60,135,000	50% of MA (SC/PAC Class)
NI . . .	4,023,329	46.1538461538% of MQ (SC/PAC Class)
PI . . .	33,662,777	55.555555556% of PG (PAC I Class)
SP . . .	50,322,332	100% of FP (SC/SEQ Class)
TI . . .	6,226,000	40% of TH (SC/SEQ Class)
UI . . .	38,231,111	55.555555556% of PG and PH (in the aggregate) (PAC I Classes)
XI . . .	1,111,118	41.666666667% of XA (SC/PAC Class)
YI . . .	13,088,462	40% of NP (SC/PAC/AD Class)

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

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

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2010-055	TA	May 28, 2010	38377FRV5	4.5%	FIX	January 2040	SUP	\$ 19,163,000	1.000000000	\$ 5,000,000	26.0919480248%	5.288%	358	2	II
3	Ginnie Mae	2010-002	K(4)	January 29, 2010	38376TCZ3	4.0	FIX	March 2023	SC/SEQ	15,000,000	0.952480000	14,287,200	100.000000000	4.500	169	9	I
3	Ginnie Mae	2010-002	X(4)	January 29, 2010	38376TDA7	4.0	FIX	March 2023	SC/SEQ	10,154,934	0.97446525	9,895,630	100.000000000	4.500	169	9	I
4	Ginnie Mae	2010-030	QI(3)	March 30, 2010	38376XXD0	5.0	FIX/O	June 2038	NPL (PAC I)	78,026,800	0.98285630	29,549,215	38.5311649331	5.367	345	13	II
4	Ginnie Mae	2010-030	PA(3)	March 30, 2010	38376XWV1	5.0	FIX	June 2038	PAC I	195,067,000	0.98285630	56,673,055	29.5598886536	5.367	345	13	II
4	Ginnie Mae	2010-030	QC(3)	March 30, 2010	38376XWY5	3.5	FIX	June 2038	PAC I	195,067,000	0.98285630	4,914,281	2.5632218674	5.367	345	13	II
4	Ginnie Mae	2010-030	QA(3)	March 30, 2010	38376XWV9	3.0	FIX	June 2038	PAC I	195,067,000	0.98285630	4,299,996	2.2428191339	5.367	345	13	II
5	Ginnie Mae	2010-002	Y	January 29, 2010	38376TCL4	5.0	FIX	January 2040	PT	12,333,333	0.88622833	10,930,149	100.000000000	7.000	335	23	I
6	Ginnie Mae	2010-055	A(4)	May 28, 2010	38377FT9	4.5	FIX	June 2037	SC/PT	3,343,317	0.97158047	3,248,301	100.000000000	6.500	312	44	I
7	Ginnie Mae	2010-017	JC	February 26, 2010	38376VVS3	4.5	FIX	February 2037	SEQ	49,200,000	0.96756231	20,480,069	43.0216808943	5.000	344	14	I
7	Ginnie Mae	2009-034	HA	May 29, 2009	38374TC32	4.5	FIX	February 2034	SEQ	201,630,137	0.89949026	22,037,511	12.1509613417	5.000	344	14	I
8	Ginnie Mae	2010-043	PW	April 30, 2010	38376YTU5	5.0	FIX	March 2038	PAC I	107,962,000	0.99191312	107,088,924	100.000000000	5.323	352	7	II
8	Ginnie Mae	2010-043	PX(3)	April 30, 2010	38376YXX4	5.0	FIX	April 2040	PAC I	26,260,000	1.000000000	26,260,000	100.000000000	5.323	352	7	II
9	Ginnie Mae	2009-047	IQ	June 30, 2009	38374TK65	5.0	FIX	June 2038	PAC II/AD	19,132,038	0.84357055	11,921,371	73.8658265262	5.389	344	14	II
9	Ginnie Mae	2010-002	CP	January 29, 2010	38376TDD1	5.0	FIX	June 2037	PAC I	2,867,045	1.000000000	2,867,045	100.000000000	5.323	353	6	II
9	Ginnie Mae	2010-010	VE(3)	January 29, 2010	38375AQ2	5.0	FIX	July 2023	SUP/AD	24,500,000	0.85576320	20,966,198	100.000000000	5.331	352	7	II
9	Ginnie Mae	2010-017	CN(4)	February 26, 2010	38376VXR3	5.0	FIX	June 2037	SC/SUP	1,131,893	1.000000000	1,131,893	100.000000000	5.323	353	6	II
9	Ginnie Mae	2010-024	BL(4)	February 26, 2010	38376WMM4	5.0	FIX	December 2039	SC/SUP	9,179,253	0.97753139	6,842,720	76.2589286950	5.338	352	7	II
11	Ginnie Mae	2010-043	QW	April 30, 2010	38376YTF8	3.0	FIX	August 2037	PAC I	74,944,000	0.99370630	10,001,000	13.4291497652	4.921	357	3	II
12	Ginnie Mae	2010-043	QW	April 30, 2010	38376YTF8	3.0	FIX	August 2037	PAC I	74,944,000	0.99370630	10,001,000	13.4291497652	4.921	357	3	II

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

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

(3) MX Class.

(4) Ginnie Mae 2010-002 Classes K and X are backed by a previously issued REMIC Certificate, Class MJ from Ginnie Mae REMIC Trust 2009-113. Ginnie Mae 2010-017 Class CN is backed by a previously issued REMIC Certificate, Class PA from Ginnie Mae REMIC Trust 2010-002. Ginnie Mae 2010-024 Class BL is backed by a previously issued REMIC Certificate, Class BH from Ginnie Mae REMIC Trust 2009-120. Ginnie Mae 2010-055 Class A is backed by previously issued REMIC Certificates, Classes KF and KY from Ginnie Mae REMIC Trust 2007-035. Copies of the Cover Pages, Terms Sheets, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae 2007-035, 2009-113, 2009-120 and 2010-002 are included in Exhibit B to this Supplement.



\$1,439,338,424

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2010-112

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

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

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

NOMURA

Loop Capital Markets 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: Nomura Securities International, Inc.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2010

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

Trust Assets:

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

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 4 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$900,000,000	357	3	4.85%
Group 2 Trust Assets			
\$145,296,040	359	1	5.00%
Group 3 Trust Assets			
\$179,610,803	341	16	5.50%
Group 4 Trust Assets			
\$ 10,000,000	177	3	4.50%

¹ As of September 1, 2010.

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

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

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

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

SECURITY GROUP 2

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

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

SECURITY GROUP 3

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

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

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

2. To QZ, until retired

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

SECURITY GROUP 4

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

SECURITY GROUP 5

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

SECURITY GROUP 6

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

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

SECURITY GROUP 7

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

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

SECURITY GROUP 8

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

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

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

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

* No initial Effective Range.

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

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

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

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

* For the first 36 Accrual Periods and 0% thereafter

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

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1(6)								
PA	\$257,485,000	PG	\$257,485,000	PAC I	2.00%	FIX	38377KE22	September 2033
		PH	257,485,000	PAC I	2.25	FIX	38377KE30	September 2033
		PI	171,656,666	NTL (PAC I)	4.50	FIX/IO	38377KE48	September 2033
		PJ	257,485,000	PAC I	2.50	FIX	38377KE55	September 2033
		PK	257,485,000	PAC I	2.75	FIX	38377KE63	September 2033
		PL	257,485,000	PAC I	3.00	FIX	38377KE71	September 2033
		PM	257,485,000	PAC I	3.25	FIX	38377KE89	September 2033
		PN	257,485,000	PAC I	3.50	FIX	38377KE97	September 2033
		PQ	257,485,000	PAC I	3.75	FIX	38377KF21	September 2033
		PT	257,485,000	PAC I	4.00	FIX	38377KF39	September 2033
		PW	257,485,000	PAC I	4.25	FIX	38377KF47	September 2033
		PX	257,485,000	PAC I	1.50	FIX	38377KF54	September 2033
		PY	257,485,000	PAC I	1.75	FIX	38377KF62	September 2033

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

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4(6)								
PD	\$ 55,289,000	TI	\$ 18,429,666	NTL (PAC I)	4.50%	FIX/IO	38377KJ35	January 2039
		TJ	55,289,000	PAC I	3.50	FIX	38377KJ43	January 2039
		TK	55,289,000	PAC I	3.75	FIX	38377KJ50	January 2039
		TL	55,289,000	PAC I	4.00	FIX	38377KJ68	January 2039
		TM	55,289,000	PAC I	4.25	FIX	38377KJ76	January 2039
		TN	55,289,000	PAC I	3.00	FIX	38377KJ84	January 2039
		TP	55,289,000	PAC I	3.25	FIX	38377KJ92	January 2039
Combination 5(6)								
VP	\$ 25,776,000	VI	\$ 8,592,000	NTL (PAC I/AD)	4.50%	FIX/IO	38377KK25	October 2021
		VK	25,776,000	PAC I/AD	3.00	FIX	38377KK33	October 2021
		VL	25,776,000	PAC I/AD	3.50	FIX	38377KK41	October 2021
		VM	25,776,000	PAC I/AD	4.00	FIX	38377KK58	October 2021
Combination 6(6)								
PV	\$ 18,964,000	IV	\$ 6,321,333	NTL (PAC I/AD)	4.50%	FIX/IO	38377KK66	June 2027
		VQ	18,964,000	PAC I/AD	3.00	FIX	38377KK74	June 2027
		VT	18,964,000	PAC I/AD	3.50	FIX	38377KK82	June 2027
		VU	18,964,000	PAC I/AD	4.00	FIX	38377KK90	June 2027
Combination 7								
PV	\$ 18,964,000	PE	\$ 84,880,000	PAC I	4.50%	FIX	38377KL24	September 2040
PZ	40,140,000							
VP	25,776,000							

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

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

REMIC Securities		MX Securities						
Class	Original Class 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(6)								
LA	\$ 65,818,000	LB	\$ 65,818,000	TAC/AD	2.00%	FIX	38377KR51	September 2040
		IC	65,818,000	TAC/AD	2.25	FIX	38377KR69	September 2040
		LD	65,818,000	TAC/AD	2.50	FIX	38377KR77	September 2040
		LE	65,818,000	TAC/AD	2.75	FIX	38377KR85	September 2040
		LG	65,818,000	TAC/AD	3.00	FIX	38377KX47	September 2040
		LH	65,818,000	TAC/AD	3.25	FIX	38377KR93	September 2040
		LI	36,565,555	NTL (TAC/AD)	4.50	FIX/IO	38377KS27	September 2040
		IJ	65,818,000	TAC/AD	3.50	FIX	38377KS35	September 2040
		LK	65,818,000	TAC/AD	3.75	FIX	38377KS43	September 2040
		LM	65,818,000	TAC/AD	4.00	FIX	38377KS50	September 2040
		LN	65,818,000	TAC/AD	4.25	FIX	38377KS68	September 2040
Security Group 2								
Combination 13								
VA	\$ 8,842,000	BC	\$ 29,059,040	SEQ	4.50%	FIX	38377KS76	September 2040
VB	6,477,000							
Z	13,740,040							
Combination 14								
BA	\$ 16,237,000	BD	\$ 45,296,040	SEQ	4.50%	FIX	38377KS84	September 2040
VA	8,842,000							
VB	6,477,000							
Z	13,740,040							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 15(6)								
VA	\$ 8,842,000	IY	\$ 2,947,333	NTL (SEQ/AD)	4.50%	FIX/IO	38377KT42	October 2021
		VC	8,842,000	SEQ/AD	3.00	FIX	38377KS92	October 2021
		VD	8,842,000	SEQ/AD	3.50	FIX	38377KT26	October 2021
		VE	8,842,000	SEQ/AD	4.00	FIX	38377KT34	October 2021
Security Group 3								
Combination 16								
MI	\$ 6,125,000	IC	\$ 46,312,500	NTL (PAC/AD)	5.00%	FIX/IO	38377KT59	September 2040
NI	40,187,500							
Combination 17(6)								
N	\$ 50,000,000	ID	\$ 25,000,000	NTL (PAC/AD)	5.00%	FIX/IO	38377KT67	September 2040
		NK	50,000,000	PAC/AD	2.00	FIX	38377KT75	September 2040
		NL	50,000,000	PAC/AD	2.25	FIX	38377KT83	September 2040
		NM	50,000,000	PAC/AD	2.50	FIX	38377KT91	September 2040
		NP	50,000,000	PAC/AD	2.75	FIX	38377KU24	September 2040
		NQ	50,000,000	PAC/AD	3.00	FIX	38377KU32	September 2040
		NT	50,000,000	PAC/AD	3.25	FIX	38377KU40	September 2040
		NU	50,000,000	PAC/AD	3.50	FIX	38377KU57	September 2040
		NW	50,000,000	PAC/AD	3.75	FIX	38377KU65	September 2040
		NX	50,000,000	PAC/AD	4.00	FIX	38377KU73	September 2040
		NY	50,000,000	PAC/AD	4.25	FIX	38377KU81	September 2040
Combination 18								
ID(7)	\$ 25,000,000	IH	\$ 65,187,500	NTL (PAC/AD)	5.00%	FIX/IO	38377KU99	September 2040
NI	40,187,500							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
IB	\$ 19,497,375	QG	\$103,986,000	SC/PAC	(5)	ARB	38377KW97	January 2039
Q	103,986,000							
Combination 23								
IB	\$ 25,996,500	QH	\$103,986,000	SC/PAC	(5)	ARB	38377KX21	January 2039
Q	103,986,000							
Combination 24								
IB	\$ 77,989,500	KM	\$103,986,000	SC/PAC	4.00%	FIX	38377KX39	January 2039
Q	103,986,000							

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

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

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

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

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

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

(7) MX Class.



\$434,791,274

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-127

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 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)
Security Group 1						
LA	\$19,631,000	4.00%	SUP	FIX	38377LVQ8	February 2039
LB	5,203,000	4.00	SUP	FIX	38377LVR6	August 2039
LC	4,851,000	4.00	SUP	FIX	38377LVS4	January 2040
LD	8,414,000	4.00	SUP	FIX	38377LVT2	October 2040
LE	3,765,000	4.00	PAC II	FIX	38377LVU9	September 2040
LF	6,000,000	(5)	SUP	FLT	38377LVV7	October 2040
LG	1,334,000	4.00	PAC II	FIX	38377LWV5	October 2040
LH	2,400,000	3.50	SUP	FIX	38377LVX3	February 2039
LJ	600,000	6.00	SUP	FIX	38377LVY1	February 2039
LS	3,000,000	(5)	SUP	INV	38377LVZ8	October 2040
PA(1)	92,521,000	4.00	PAC I	FIX	38377LWA2	May 2033
PB(1)	18,764,000	4.00	PAC I	FIX	38377LWB0	September 2034
PC(1)	43,835,000	4.00	PAC I	FIX	38377LWC8	July 2037
PD(1)	28,671,000	4.00	PAC I	FIX	38377LWD6	February 2039
PZ(1)	17,205,000	4.00	PAC I	FIX/Z	38377LWE4	October 2040
TA	3,358,000	4.00	PAC II	FIX	38377LWF1	July 2040
TB	1,150,000	4.00	PAC II	FIX	38377LWG9	September 2040
TC	739,000	4.00	PAC II	FIX	38377LWH7	October 2040
TD	2,119,000	4.00	SUP	FIX	38377LWJ3	September 2039
TE	5,200,000	3.50	SUP	FIX	38377LWK0	September 2039
TF	2,022,000	(5)	SUP	FLT	38377LWL8	September 2039
TG	5,778,000	3.75	SUP	FIX	38377LWM6	September 2039
TH	2,893,000	4.00	SUP	FIX	38377LWN4	March 2040
TJ	4,340,000	4.00	SUP	FIX	38377LWP9	October 2040
TS	2,022,000	(5)	NTL (SUP)	INV/IO	38377LWQ7	September 2039
VP(1)	9,624,000	4.00	AD/PAC I	FIX	38377LWR5	December 2021
VQ(1)	6,583,000	4.00	PAC I/AD	FIX	38377LWS3	June 2027
Security Group 2						
CM	16,129	4.50	SC/SUP	FIX	38377LWT1	June 2039
M(1)	9,613,000	4.50	SC/PAC	FIX	38377LWU8	June 2039
Security Group 3						
IO	24,293,824	5.00	NTL (SC/PT)	FIX/IO	38377LWV6	April 2040
Security Group 4						
IQ	14,854,026	4.50	NTL (SC/PT)	FIX/IO	38377LWW4	August 2039
Security Group 5						
YA(1)	14,327,000	4.50	SC/TAC	FIX	38377LWX2	September 2040
YM	500,131	4.50	SC/SUP	FIX	38377LWY0	September 2040
Security Group 6						
CN	14,676,014	4.00	SC/SUP	FIX	38377LWZ7	April 2039
QA(1)	95,659,000	4.00	SC/PAC	FIX	38377LXA1	April 2039
Residual						
RR	0	0.00	NPR	NPR	38377LXB9	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. The Class Notional Balance of Classes IO and IQ will be reduced with the outstanding notional balance of the related Trust Asset Group.
(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
(5) See "Terms Sheet — Interest Rates" in this Supplement.

NOMURA

Loop Capital Markets LLC

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

TERMS SHEET

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

Sponsor: Nomura Securities International, Inc.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: October 29, 2010

Distribution Dates: For the Group 1, 2, 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. For the Group 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in 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 II	4.0%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)

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

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

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

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$300,000,000	359	0	4.402%

¹ As of October 1, 2010.

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

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

The actual remaining terms to maturity, loan ages and Mortgage Rates 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 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>
LF	LIBOR + 1.10%	1.359%	1.10%	6.00%	0	0.00%
LS	9.80% – (LIBOR × 2.00)	9.282%	0.00%	9.80%	0	4.90%
TF	LIBOR + 1.05%	1.309%	1.05%	6.00%	0	0.00%
TS	4.95% – LIBOR	4.691%	0.00%	4.95%	0	4.95%

- (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 PZ Accrual Amount will be allocated as follows:

- The PZ Accrual Amount, sequentially, to VP, VQ and PZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:

1. Sequentially, to PA, PB, PC, PD, VP, VQ and PZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Concurrently, as follows:

a. 55.7967076102% in the following order of priority:

i. Sequentially, to LE and LG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

ii. Concurrently, to LA, LH and LJ, pro rata, until retired

iii. Sequentially, to LB, LC and LD, in that order, until retired

iv. Sequentially, to LE and LG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

b. 10.8699590565% concurrently, to LF and LS, pro rata, until retired

c. 33.3333333333% in the following order of priority:

i. Sequentially, to TA, TB and TC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

ii. Concurrently, to TD, TE, TF and TG, pro rata, until retired

iii. Sequentially, to TH and TJ, in that order, until retired

iv. Sequentially, to TA, TB and TC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

3. Sequentially, to PA, PB, PC, PD, VP, VQ and PZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

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

2. To CM, until retired

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

SECURITY GROUP 5

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

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

2. To YM, until retired

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

SECURITY GROUP 6

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

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

2. To CN, until retired

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

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
PAC Classes	
M	120% PSA through 250% PSA
QA	200% PSA through 290% PSA
PAC I Classes	
PA, PB, PC, PD, PZ, VP and VQ (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
LE and LG (in the aggregate)	110% PSA through 205% PSA
TA, TB and TC (in the aggregate)	115% PSA through 205% PSA
TAC Class	
YA	139% 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 or the outstanding notional balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IK	\$ 21,917,500	50% of PC (PAC I Class)
IO	24,293,824	100% of the Group 3 Trust Assets
IP	14,335,500	50% of PD (PAC I Class)
IQ	14,854,026	100% of the Group 4 Trust Assets
JL	\$ 96,950,000	62.5% of PA, PB and PC (in the aggregate) (PAC I Classes)
	<u>3,583,875</u>	12.5% of PD (PAC I Class)
	<u>\$100,533,875</u>	
KI	\$ 9,382,000	50% of PB (PAC I Class)
MI	5,340,555	55.5555555556% of M (SC/PAC Class)
NI	114,869,375	62.5% of PA, PB, PC and PD (in the aggregate) (PAC I Classes)
PI	57,825,625	62.5% of PA (PAC I Class)
QI	34,785,090	36.3636363636% of QA (SC/PAC Class)
TS	2,022,000	100% of TF (SUP Class)
YI	4,775,666	33.3333333333% of YA (SC/TAC 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(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
2	Ginnie Mae	2010-030	UA	March 30, 2010	38376XVH3	(5)	ARB	June 2039	PAC I	\$ 10,000,000	0.96291295	\$ 9,629,129	100.000000000000%	4.899%	342	16	II
2	Ginnie Mae	2010-030	UI	March 30, 2010	38376XVJ9	(5)	DRB/IO	June 2039	NTL (PAC D)	10,000,000	0.96291295	9,629,129	100.000000000000%	4.899	342	16	II
3	Ginnie Mae	2009-103	IY(4)	November 30, 2009	38376JUF9	5.0%	FIX/IO	April 2037	NTL (PAC D)	97,142,207	0.95235248	3,867,721	4.1807048917%	5.350	347	12	II
3	Ginnie Mae	2009-103	IV(4)	November 30, 2009	38376JVG6	5.0	FIX/IO	September 2038	NTL (PAC D)	112,809,118	0.95896976	839,098	0.7756465218%	5.350	347	12	II
3	Ginnie Mae	2010-030	IQ(4)	March 30, 2010	38376XWPP4	5.0	FIX/IO	June 2038	NTL (PAC D)	61,994,800	1.00000000	1,160,082	1.8712569441%	5.367	341	17	II
3	Ginnie Mae	2010-030	QI(4)	March 30, 2010	38376XXD0	5.0	FIX/IO	June 2038	NTL (PAC D)	78,026,800	0.95563206	1,163,353	1.5601882943%	5.367	341	17	II
3	Ginnie Mae	2009-100	IH(4)	November 30, 2009	38376JJP6	5.0	FIX/IO	March 2034	NTL (PAC D)	13,862,472	1.00000000	6,490,710	46.8221685137%	5.357	346	13	II
3	Ginnie Mae	2009-091	UI(4)	October 30, 2009	38376KGS4	5.0	FIX/IO	April 2037	NTL (PAC D)	30,371,954	0.93880919	4,086,292	14.3310930867%	5.356	343	15	II
3	Ginnie Mae	2010-069	IQ(6)	June 30, 2010	38377GBL2	5.0	FIX/IO	April 2040	NTL (SC/PAC)	1,215,000	0.97989785	1,190,576	100.000000000000%	5.322	348	11	II
3	Ginnie Mae	2010-069	TI(6)	June 30, 2010	38377GAZ2	5.0	FIX/IO	June 2038	NTL (SC/SEQ)	6,226,000	0.88274849	5,495,992	100.000000000000%	5.367	341	17	II
4	Ginnie Mae	2010-042	BI(4)	April 30, 2010	38377EJQ8	4.5	FIX/IO	March 2038	NTL (PAC D)	4,705,540	1.00000000	2,025,916	43.0538471674%	4.899	351	9	II
4	Ginnie Mae	2010-099	II(4)	August 30, 2010	38377DFG6	4.5	FIX/IO	December 2038	NTL (PAC D)	9,307,555	1.00000000	8,196,444	88.0622676954%	4.882	354	5	II
4	Ginnie Mae	2010-099	KI(6)	August 30, 2010	38377DDY9	4.5	FIX/IO	August 2039	NTL (SC/PT)	4,631,666	1.00000000	4,631,666	100.000000000000%	4.935	345	13	II
5	Ginnie Mae	2010-112	LA	September 30, 2010	38377KZL7	4.5	FIX	September 2040	TAC/AD	65,818,000	0.99324303	14,827,131	22.6807256374%	4.847	355	4	II
6	Ginnie Mae	2009-068	CA	August 28, 2009	38373ATP1	4.0	FIX	April 2039	PAC/AD	156,428,572	0.73556676	110,335,014	95.8904106086%	6.000	333	25	I

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of October 2010.
- (3) Based on information as of the first Business Day of October 2010.
- (4) MX Class.
- (5) These Underlying Certificates bear interest during their respective interest accrual periods as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.
- (6) Ginnie Mae 2010-069 Class IQ is backed by previously issued Certificates, Class PW from Ginnie Mae REMIC Trust 2010-043 and Class PX from Ginnie Mae MX Trust 2010-043. Ginnie Mae 2010-069 Class TI is backed by previously issued Certificates, Classes PA, QA, QC and QI from Ginnie Mae MX Trust 2010-030. Ginnie Mae 2010-099 Class KI is backed by a previously issued Certificate, Class NB from Ginnie Mae REMIC Trust 2010-084. Copies of the Cover Pages, Terms Sheets, and Schedule I, if applicable from Ginnie Mae 2010-030, 2010-043 and 2010-084 are included in Exhibit B to this Supplement.



\$369,120,300

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2010-143**

OFFERING CIRCULAR SUPPLEMENT
November 22, 2010

NOMURA
Loop Capital Markets LLC