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

$1,942,184,131

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities

Ginnie Mae REMIC Trust 2010-146

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 November 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						
EF	$ 82,964,000	(5)	PAC	FLT	38377MUD6	October 2037
EG(1)	142,224,000	2.25%	PAC	FIX	38377MUE4	October 2037
EL	60,659,000	4.00	PAC	FIX	38377MUF1	November 2040
ES	82,964,000	(5)	NTL (PAC)	INV/IO	38377MUG9	October 2037
HB	13,381,500	3.75	SUP	FIX	38377MUH7	November 2040
HC(1)	7,500,000	4.00	SUP	FIX	38377MUJ3	July 2039
HJ(1)	7,500,000	3.50	SUP	FIX	38377MUK0	July 2039
VA	7,591,000	4.25	TAC/AD	FIX	38377MUL8	November 2040
VB	7,962,000	4.25	TAC/AD	FIX	38377MUM6	November 2040
ZA	12,828,500	4.25	SUP	FIX/Z	38377MUN4	November 2040
Security Group 2						
BA	5,000,000	2.00	PAC I	FIX	38377MUP9	August 2038
BL(1)	2,918,122	4.00	PAC I	FIX	38377MUQ7	October 2038
EB	45,000,000	2.50	PAC I	FIX	38377MUR5	October 2037
EC	1,000,000	3.00	PAC I	FIX	38377MUS3	October 2037
EH(1)	127,776,000	2.25	PAC I	FIX	38377MUT1	October 2037
FB(1)	3,333,333	(5)	PAC I	FLT	38377MUU8	August 2038
HE(1)	5,053,138	4.00	SUP	FIX	38377MUV6	November 2040
HL	12,000,000	4.00	SUP/AD	FIX	38377MUW4	November 2040
HM(1)	33,682,000	4.00	SUP	FIX	38377MUX2	December 2039
HN(1)	11,799,000	4.00	SUP	FIX	38377MUY0	August 2040
HW	4,000,000	4.00	SUP/AD	FIX	38377MUZ7	March 2039
HZ	989,244	4.00	SUP	FIX/Z	38377MVA1	July 2038
JF(1)	97,369,332	(5)	PAC I	FLT	38377MVB9	October 2037
JS(1)	97,369,332	(5)	NTL (PAC I)	INV/IO	38377MVC7	October 2037
JV(1)	16,616,000	4.00	PAC I/AD	FIX	38377MVD5	October 2023
LE(1)	19,153,435	4.00	PAC I	FIX	38377MVE3	August 2038
PM	2,785,000	4.00	PAC II/AD	FIX	38377MVF0	November 2040
SB(1)	3,333,333	(5)	NTL (PAC I)	INV/IO	38377MVG8	August 2038
VC(1)	11,170,000	4.00	PAC I/AD	FIX	38377MVH6	October 2029
ZC(1)	24,728,617	4.00	PAC I	FIX/Z	38377MVJ2	November 2040
Security Group 3						
HG	179,000	4.00	SUP	FIX	38377MVK9	August 2038
HK	20,000,000	4.00	SUP	FIX	38377MVL7	November 2040
JA	6,491,000	4.00	SUP/AD	FIX	38377MVM5	September 2039
JB	4,945,000	4.00	SUP/AD	FIX	38377MVN3	April 2040
JC	5,415,000	4.00	SUP/AD	FIX	38377MVP8	November 2040
JD	4,944,000	4.00	PAC II	FIX	38377MVQ6	November 2040
JE	4,500,000	3.50	SUP/AD	FIX	38377MVR4	September 2039
JG	1,125,000	6.00	SUP/AD	FIX	38377MVS2	September 2039
JH	2,550,000	4.00	SUP/AD	FIX	38377MVT0	May 2039
JK	450,000	4.00	SUP/AD	FIX	38377MVU7	September 2039
JL	2,400,000	4.00	SUP/AD	FIX	38377MVV5	October 2038
JM	1,600,000	4.00	SUP/AD	FIX	38377MVW3	September 2039
JT	5,350,000	3.50	SUP/AD	FIX	38377MVX1	August 2038
JU	2,675,000	5.00	SUP/AD	FIX	38377MVY9	August 2038
JZ	3,000	4.00	SUP	FIX/Z	38377MVZ6	November 2040
KL(1)	30,457,000	4.00	PAC I	FIX	38377MWA0	December 2038
KP(1)	168,923,000	4.00	PAC I	FIX	38377MWB8	February 2037
NL(1)	13,754,000	4.00	PAC I	FIX	38377MWC6	October 2039
PN	6,984,000	4.00	PAC II	FIX	38377MWD4	November 2040
QV(1)	6,517,000	4.00	AD/PAC I	FIX	38377MWE2	October 2023
VQ(1)	4,381,000	4.00	PAC I/AD	FIX	38377MWF9	October 2029
ZJ	3,000	4.00	SUP	FIX/Z	38377MWG7	August 2038
ZQ(1)	9,698,000	4.00	PAC I	FIX/Z	38377MWH5	November 2040
Security Group 4						
AB	50,000,000	2.00	SEQ/AD	FIX	38377MWJ1	July 2033
FC	62,500,000	(5)	SEQ/AD	FLT	38377MWK8	July 2033
SC	62,500,000	(5)	NTL (SEQ/AD)	INV/IO	38377MWL6	July 2033
ZB	18,875,248	4.50	SEQ	FIX/Z	38377MWM4	November 2040
Security Group 5						
GF	92,386,370	(5)	SC/PT	FLT	38377MWN2	June 2039
GS	92,386,370	(5)	NTL (SC/PT)	INV/IO	38377MWP7	June 2039

(Cover continued on next page)

Deutsche Bank Securities **Aladdin Capital LLC**

The date of this Offering Circular Supplement is November 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 6						
LF(1)	$ 45,855,428	(5)	SC/PT	FLT	38377M4H6	April 2039
LS	45,855,428	(5)	NTL (SC/PT)	INV/IO	38377M4J2	April 2039
Security Group 7						
FN(1)	99,006,684	(5)	SC/PT	FLT	38377M4K9	August 2039
SN(1)	9,900,668	(5)	NTL (SC/PT)	INV/IO	38377M4L7	August 2039
Security Group 8						
WP(1)	110,008,000	4.50%	SC/PAC/AD	FIX	38377M4M5	January 2038
WZ	1,001	4.50	SC/SEQ	FIX/Z	38377M4N3	January 2038
ZW	17,985,552	4.50	SC/SUP/AD	FIX/Z	38377M4P8	January 2038
Security Group 9						
MU(1)	16,246,000	4.00	SC/SEQ	FIX	38377M4Q6	July 2040
UL(1)	14,136,366	4.00	SC/SEQ	FIX	38377M4R4	July 2040
UM(1)	262,139,000	4.00	SC/SEQ	FIX	38377M4S2	July 2040
Security Group 10						
AG	1,000	4.50	SC/SEQ/AD	FIX	38377M4T0	September 2040
GK(1)	16,596,000	4.50	SC/SEQ/AD	FIX	38377M4U7	September 2040
ZG	1,717	4.50	SC/SEQ	FIX/Z	38377M4V5	September 2040
Security Group 11						
AL	1,000	4.50	SC/SEQ/AD	FIX	38377M4W3	May 2026
HV(1)	21,820,000	4.50	SC/SEQ/AD	FIX	38377M4X1	August 2023
KV(1)	16,035,000	4.50	SC/SEQ/AD	FIX	38377M4Y9	November 2029
ZK(1)	28,261,544	4.50	SC/SEQ/AD	FIX/Z	38377M4Z6	August 2040
ZP	1,000	4.50	SC/SEQ	FIX/Z	38377M5A0	August 2040
Security Group 12						
SQ(1)	44,642,603	(5)	NTL (SC/PT)	INV/IO	38377M5B8	April 2039
ST	4,464,260	(5)	NTL (SC/PT)	INV/IO	38377M5C6	April 2039
Security Group 13						
QS(1)	14,809,123	(5)	NTL (SC/PT)	INV/IO	38377M5D4	December 2038
Residual						
RR	0	0.00	NPR	NPR	38377M5E2	November 2040
R12	0	0.00	NPR	NPR	38377M5G7	April 2039

(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 QS, SQ and ST 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.*

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this "Supplement");
- the Base Offering Circular; and
- in the case of the Group 5, 6, 7, 8, 9, 10, 11, 12 and 13 Securities, each disclosure document relating to the Underlying Certificates (the "Underlying Certificate Disclosure Documents").

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

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

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

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TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 29, 2010

Distribution Dates: For the Group 1, 2, 3, 4, 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 December 2010. For the Group 5, 6, 7, 10, 11, 12 and 13 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae I	4.0%	30
2	Ginnie Mae I	4.0%	30
3	Ginnie Mae I	4.0%	30
4	Ginnie Mae I	4.5%	30
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificate	(1)	(1)
8	Underlying Certificate	(1)	(1)
9	Underlying Certificate	(1)	(1)
10	Underlying Certificates	(1)	(1)
11	Underlying Certificates	(1)	(1)
12	Underlying Certificates	(1)	(1)
13	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 1, 2, 6, 7, 12 and 13, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

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

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Mortgage Rate
Group 1 Trust Assets			
$342,610,000	357	3	4.5%
Group 2 Trust Assets			
$424,373,221	357	3	4.5%
Group 3 Trust Assets			
$303,344,000	357	3	4.5%
Group 4 Trust Assets			
$131,375,248	350	10	5.0%

[1] As of November 1, 2010.

[2] Does not include the Group 3 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, 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 or Interest Only Inverse Floating Rate Class. *See "Description of the Securities — Form of Securities" in this Supplement.*

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
BF	LIBOR + 0.35%	0.61000%	0.35%	7.00%	0	0.00%
EF	LIBOR + 0.32%	0.58000%	0.32%	7.00%	0	0.00%
ES	6.68% − LIBOR	6.42000%	0.00%	6.68%	0	6.68%
FB	LIBOR + 0.35%	0.61000%	0.35%	7.00%	0	0.00%
FC	LIBOR + 0.40%	0.66000%	0.40%	6.50%	0	0.00%
FL	LIBOR + 0.30%	0.56000%	0.30%	7.00%	0	0.00%
FN	LIBOR + 0.30%	0.55344%	0.30%	7.00%	0	0.00%
GF	LIBOR + 0.40%	0.66000%	0.40%	6.50%	0	0.00%
GS	6.10% − LIBOR	5.84000%	0.00%	6.10%	0	6.10%
JF	LIBOR + 0.35%	0.61000%	0.35%	7.00%	0	0.00%
JS	6.65% − LIBOR	6.39000%	0.00%	6.65%	0	6.65%
KF	LIBOR + 0.35%	0.61000%	0.35%	7.00%	0	0.00%
KS	6.65% − LIBOR	6.39000%	0.00%	6.65%	0	6.65%
LF	LIBOR + 0.30%	0.56000%	0.30%	7.00%	0	0.00%
LS	6.70% − LIBOR	6.44000%	0.00%	6.70%	0	6.70%
MS	6.50% − LIBOR	6.24656%	0.00%	6.50%	0	6.50%
QS	6.50% − LIBOR	6.24656%	0.00%	6.50%	0	6.50%
SB	6.65% − LIBOR	6.39000%	0.00%	6.65%	0	6.65%
SC	6.10% − LIBOR	5.84000%	0.00%	6.10%	0	6.10%
SN	67.00% − (LIBOR x 10.00)	0.50000%	0.00%	0.50%	0	6.70%
SQ	6.50% − LIBOR	6.24656%	0.00%	6.50%	0	6.50%
ST	65.50% − (LIBOR x 10.00)	0.50000%	0.00%	0.50%	0	6.55%

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

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the ZA Accrual Amount will be allocated as follows:

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

1. To VA and VB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

   b. To VB, until retired, and

   c. To VA, without regard to its Scheduled Principal Balance, until retired; and

2. To ZA, until retired.

- The Group 1 Principal Distribution Amount in the following order of priority:

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

a. Concurrently, to EF and EG, pro rata, until retired, and

b. To EL, until retired.

2. Concurrently, as follows:

a. 50% in the following order of priority:

(i) Concurrently, to HC and HJ, pro rata, until retired, and

(ii) To HB, until retired; and

b. 50% in the following order of priority:

(i) To VA and VB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order or priority:

A. To VA, until reduced to its Scheduled Principal Balance for that Distribution Date,

B. To VB, until retired, and

C. To VA, without regard to its Scheduled Principal Balance, until retired;

(ii) To ZA, until retired, and

(iii) To VA and VB, in the same order and priority described in step 2.b.(i) above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

3. To the Group 1 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 2

The Group 2 Principal Distribution Amount and the HZ and ZC Accrual Amounts will be allocated as follows:

- The ZC Accrual Amount sequentially, to JV, VC and ZC, in that order, until retired.
- The HZ Accrual Amount in the following order of priority:

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

2. Sequentially to HW and HL, in that order, until retired, and

3. To HZ, until retired.

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

1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. Concurrently, as follows:

(i) 97.2094985770% in the following order of priority:

A. Concurrently, to EB, EC, EH and JF, pro rata, until retired, and

B. To LE, until retired; and

(ii) 2.7905014230% concurrently, to BA and FB, pro rata, until retired; and

b. Sequentially, to BL, JV, VC and ZC, in that order, until retired.

2. Concurrently, as follows:

a. 28.1250164454% in the following order of priority:

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

(ii) Sequentially, to HZ, HW and HL, in that order, until retired, and

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

b. 71.8749835546% sequentially, to HM, HN and HE, in that order, until retired.

3. To the Group 2 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 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the "Group 3 Adjusted Principal Distribution Amount") and the JZ, ZJ and ZQ Accrual Amounts will be allocated as follows:

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

1. Concurrently, as follows:

a. 63.3814605566% concurrently, to JA, JE and JG, pro rata, until retired,

b. 15.6936597615% sequentially, to JH and JK, in that order, until retired, and

c. 20.9248796819% sequentially, to JL and JM, in that order, until retired; and

2. Sequentially, to JB, JC and JZ, in that order, until retired.

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

1. Concurrently, to JT and JU, pro rata, until retired; and

2. To ZJ, until retired.

- The ZQ Accrual Amount, sequentially, to QV, VQ and ZQ, in that order, until retired.

- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:

1. Sequentially, to KP, KL, NL, QV, VQ and ZQ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. Concurrently, as follows:

a. 49.4483868187% in the following order of priority:

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

(ii) Concurrently, as follows:

A. 63.3814605566% concurrently, to JA, JE and JG, pro rata, until retired,

B. 15.6936597615% sequentially, to JH and JK, in that order, until retired, and

C. 20.9248796819% sequentially, to JL and JM, in that order, until retired;

(iii) Sequentially, to JB, JC and JZ, in that order, until retired, and

(iv) To JD, without regard to its Scheduled Principal Balance, until retired; and

b. 50.5516131813% in the following order of priority:

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

(ii) Concurrently, as follows:

A. 97.8189350554% in the following order of priority:

1) Concurrently, to JT and JU, pro rata, until retired, and

2) To ZJ, until retired; and

B. 2.1810649446% to HG, until retired;

(iii) To HK, until retired, and

(iv) To PN, without regard to its Scheduled Principal Balance until retired.

3. Sequentially, to KP, KL, NL, QV, VQ and ZQ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 4

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

1. Concurrently, to AB and FC, pro rata, until retired; and
2. To ZB, until retired.

SECURITY GROUP 5

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

SECURITY GROUP 6

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

SECURITY GROUP 7

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

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the WZ and ZW Accrual Amounts will be allocated in the following order of priority:

1. To WP, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To ZW, until retired;
3. To WP, without regard to its Scheduled Principal Balance, until retired; and
4. To WZ, until retired.

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated, sequentially, to UM, MU and UL, in that order, until retired.

SECURITY GROUP 10

The Group 10 Principal Distribution Amount and the ZG Accrual Amount will be allocated, sequentially, to AG, GK and ZG, in that order, until retired.

SECURITY GROUP 11

The Group 11 Principal Distribution Amount and the ZP and ZK Accrual Amounts will be allocated as follows:

- The ZK Accrual Amount sequentially, to HV, KV and ZK, in that order, until retired.
- The Group 11 Principal Distribution Amount and the ZP Accrual Amount will be allocated sequentially, to AL, HV, KV, ZK and ZP, in that order, until retired.

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

Class	Structuring Ranges or Rates
Security Group 1	
PAC Classes	
EF, EG and EL (in the aggregate)	150% PSA through 250% PSA
TAC Classes	
VA and VB (in the aggregate)*	190% PSA
VA	150% PSA
Security Group 2	
PAC I Classes	
BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	150% PSA through 250% PSA
PAC II Class	
PM	162% PSA through 250% PSA
Security Group 3	
PAC I Classes	
KL, KP, NL, QV, VQ and ZQ (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
JD**	135% PSA through 250% PSA
PN	141% PSA through 250% PSA
Security Group 8	
PAC Class	
WP*	163% PSA through 250% PSA

* No initial Effective Range

** The initial Effective Range is 136% PSA through 250% PSA

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

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

Class	Original Class Notional Balance	Represents Approximately
ES	$ 82,964,000	100% of EF (PAC Class)
GS	92,386,370	100% of GF (SC/PT Class)
IG	5,532,000	33.3333333333% of GK (SC/SEQ/AD Class)
IK	105,576,875	62.5% of KP (PAC I Class)
IN	124,612,500	62.5% of KL and KP (in the aggregate) (PAC I Classes)
IQ	133,208,750	62.5% of KL, KP and NL (in the aggregate) (PAC I Classes)
IU	131,069,500	50% of UM (SC/SEQ Class)
IV	5,345,000	33.3333333333% of KV (SC/SEQ/AD Class)
JS	97,369,332	100% of JF (PAC I Class)
KS	100,702,665	100% of FB and JF (in the aggregate) (PAC I Classes)
LS	45,855,428	100% of LF (SC/PT Class)
MS	$ 14,809,123	100% of the Group 13 Trust Assets
	44,642,603	100% of the Group 12 Trust Assets
	$ 59,451,726	
QS	$ 14,809,123	100% of the Group 13 Trust Assets
SB	3,333,333	100% of FB (PAC I Class)
SC	62,500,000	100% of FC (SEQ/AD Class)
SN	9,900,668	10% of FN (SC/PT Class)
SQ	44,642,603	100% of the Group 12 Trust Assets
ST	4,464,260	10% of the Group 12 Trust Assets
UI	139,192,500	50% of UM and MU (in the aggregate) (SC/SEQ Classes)
VI	14,546,666	66.6666666667% of HV (SC/SEQ/AD Class)
WI	73,338,666	66.6666666667% of WP (SC/PAC/AD Class)

Tax Status: Single REMIC Series as to the Group 12 Trust Assets (the "Group 12 REMIC"); Double REMIC Series as to the Group 1 through 11 and 13 Trust Assets. Separate REMIC elections will be made for the Group 12 REMIC and the Issuing REMIC and Pooling REMIC with respect to the Group 1 through 11 and 13 Trust Assets (the "Group 1 through 11 and 13 Issuing REMIC" and the "Group 1 through 11 and 13 Pooling REMIC," respectively). *See "Certain Federal Income Tax Consequences" in this Supplement and in the Base Offering Circular.*

Regular and Residual Classes: Classes RR and R12 are Residual Classes. Class RR represents the Residual Interest of the Group 1 through 11 and 13 Issuing and Pooling REMICs. Class R12 represents the Residual Interest of the Group 12 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.

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

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

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

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

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

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

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

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

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

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 5, 6, 7, 8, 9, 10, 11, 12 and 13 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 5, 8, 10 and 11 are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates. Accordingly, these classes may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlements of and the reductions in notional balances of certain of the underlying certificates included in trust asset groups 5, 6, 9, 10, 11, 12 and 13 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 5, 6, 7 and 8 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, or reductions in the notional balances of, the group 5, 6, 7 and 8 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 an underlying certificate has adhered to any applicable principal balance schedules, or in the case of 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 5, 6, 7, 8, 9, 10, 11, 12 and 13 securities, and, in particular, the support, interest only, interest only inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

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

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

THE TRUST ASSETS

General

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

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

The Group 1, 2, 3 and 4 Trust Assets are Ginnie Mae I MBS Certificates 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 5, 6, 7, 8, 9, 10, 11, 12 and 13)

The Group 5, 6, 7, 8, 9, 10, 11, 12 and 13 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under "Available Information" in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See "Underlying Certificates" in the Base Offering Circular.*

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2, 3 and 4 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under "Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 4 Trust Assets" and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this

Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development ("HUD"). *See "The Ginnie Mae Certificates — General" in the Base Offering Circular.*

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

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

Each Regular and MX Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of $1,000 and integral multiples of

$1 in excess of $1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal $100,000 in initial notional balance.

Distributions

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

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable (or accrued in the case of an Accrual Class) on any Class for any Distribution Date will consist of 30 days' interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (or accrued in the case of an Accrual Class) on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. *See "— Class Factors" below.*

Categories of Classes

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

Accrual Periods

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

Class	Accrual Period
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 1, 2 and 4 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 5, 6, 7, 12 and 13 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Classes

Each of the Class HZ, JZ, WZ, ZA, ZB, ZC, ZG, ZJ, ZK, ZP, ZQ and ZW is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under "Terms Sheet — Accrual Classes" in this Supplement.

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Group 1 through 11 and 13 Issuing REMIC and the beneficial ownership of the Residual Interest in the Group 1 through 11 and 13 Pooling REMIC, as described in "Certain Federal Income Tax Consequences" in the Base Offering Circular. The Class R12 securities will represent the beneficial ownership of the

Residual Interest in the Group 12 REMIC. The Class RR and Class R12 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 Group 1 through 11 and 13 Issuing and Pooling REMICs after the Class Principal Balance of each Class of Regular Securities in Groups 1 through 11 and 13 has been reduced to zero. The Class R12 Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Group 12 REMIC after the Class Principal Balance of the each Class of Regular Securities in Group 12 has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

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

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

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

Termination

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

For these purposes, the Trust REMICs and the Securities with corresponding numerical designations are related as follows:

Trust REMICs	Related Securities
Group 1 through 11 and 13 Issuing and Pooling REMICs	Group 1 through 11 and 13 Securities
Group 12 REMIC	Group 12 Securities

Upon any termination of the Trust (or one or more related Trust REMICs), the Holder of any related 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 related 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 related 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 10, 11, 12, 16, 17, 18, 20, 21 and 22, 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 10, 11, 12, 16, 17, 18, 20, 21 and 22, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under "Description of the Securities — Modification and Exchange" in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-146. 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 1/32 of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than $2,000 or more than $25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 5, 6, 7, 8, 9, 10, 11, 12 and 13 Securities are urged to review the discussion under "Risk Factors — *The rate of principal prepayments on the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 5, 6, 7, 8, 9, 10, 11, 12 and 13 securities*" in this Supplement.

Accretion Directed Classes

Classes AB, AG, AL, FC, GK, HL, HV, HW, JA, JB, JC, JE, JG, JH, JK, JL, JM, JT, JU, JV, KV, PM, QV, VA, VB, VC, VQ, WP, ZK and ZW are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Class SC is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the related Accretion Directed Class shown under "Terms Sheet — Notional Classes" in this Supplement.

Each of the Accretion Directed Classes (other than Class QV) has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption.

Classes AG, AL, HV, JV, KV, QV, VA, VB, VC and VQ will have principal payment stability only through the applicable prepayment rate shown in the table below and within their effective ranges. Classes AB, FC, GK, HL, HW, JA, JB, JC, JE, JG, JH, JK, JL, JM, JT, JU, PM, WP, ZK and ZW are not listed in the table below because, although they are entitled to receive payments from the related Accrual

Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their effective ranges, if applicable.

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

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

Accretion Directed Classes

Class	Maximum Weighted Average Life (in Years)(1)	Final Distribution Date	Prepayment Rate at or below
AG	5.5	September 2040	66% PSA
AL	8.6	May 2026	83% PSA
HV	7.0	August 2023	284% PSA
JV	7.0	October 2023	123% PSA
KV	16.0	November 2029	48% PSA
QV	7.0	October 2023	302% PSA
VA	6.0	November 2040	141% PSA
VB	15.1	November 2040	90% PSA
VC	16.0	October 2029	54% PSA
VQ	16.0	October 2029	52% PSA

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

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

Securities that Receive Principal on the Basis of Schedules

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

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

	Initial Effective Ranges or Rates
Security Group 1	
PAC Classes	
EF, EG and EL (in the aggregate)	150% PSA through 250% PSA
TAC Classes	
VA and VB (in the aggregate)	*
VA	150% PSA
Security Group 2	
PAC I Classes	
BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	150% PSA through 250% PSA
PAC II Class	
PM	162% PSA through 250% PSA
Security Group 3	
PAC I Classes	
KL, KP, NL, QV, VQ and ZQ (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
JD	136% PSA through 250% PSA
PN	141% PSA through 250% PSA
Security Group 8	
PAC Class	
WP	*

* No initial Effective Range

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

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or TAC Class not to receive Scheduled Payments, even if prepayment rates remain

within the initial Effective Range (or if prepayment rates average the initial Effective Rate) for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist and the Effective Rate for the TAC Class can change or cease to exist depending on the actual characteristics of the related Mortgage Loans.

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates, the characteristics of the Mortgage Loans underlying the Underlying Certificates based on information as of the first Business Day of 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, 2, 3 and 4 Trust Assets have the assumed characteristics shown under "Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 4 Trust Assets" in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2, 3 and 4 Trust Asset is assumed to have an original and remaining term to maturity of 360 months.

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

3. Distributions on the Group 1, 2, 3, 4, 8 and 9 Securities are always received on the 16th day of the month and distributions on the Group 5, 6, 7, 10, 11, 12 and 13 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 29, 2010.

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

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

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

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

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

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

Decrement Tables

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

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

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

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

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

(b) summing the results, and

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

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

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

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

Security Group 1
PSA Prepayment Assumption Rates

Distribution Date	Classes EF, EG and ES					Class EL					Classes HA, HC and HJ					Class HB				
	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	98	93	93	93	93	100	100	100	100	100	100	100	89	79	46	100	100	100	100	100
November 2012	95	81	81	81	81	100	100	100	100	100	100	100	67	35	0	100	100	100	100	33
November 2013	92	67	67	67	57	100	100	100	100	100	100	100	42	0	0	100	100	100	86	0
November 2014	89	54	54	54	36	100	100	100	100	100	100	100	24	0	0	100	100	100	48	0
November 2015	87	43	43	43	20	100	100	100	100	100	100	100	11	0	0	100	100	100	23	0
November 2016	83	32	32	32	8	100	100	100	100	100	100	100	3	0	0	100	100	100	8	0
November 2017	80	23	23	23	0	100	100	100	100	95	100	100	0	0	0	100	100	97	1	0
November 2018	77	14	14	14	0	100	100	100	100	71	100	100	0	0	0	100	100	95	0	0
November 2019	73	7	7	7	0	100	100	100	100	52	100	96	0	0	0	100	100	91	0	0
November 2020	70	1	1	1	0	100	100	100	100	38	100	89	0	0	0	100	100	86	0	0
November 2021	66	0	0	0	0	100	86	86	86	28	100	80	0	0	0	100	100	80	0	0
November 2022	62	0	0	0	0	100	71	71	71	21	100	70	0	0	0	100	100	74	0	0
November 2023	58	0	0	0	0	100	58	58	58	15	100	58	0	0	0	100	100	67	0	0
November 2024	53	0	0	0	0	100	47	47	47	11	100	46	0	0	0	100	100	61	0	0
November 2025	49	0	0	0	0	100	38	38	38	8	100	34	0	0	0	100	100	54	0	0
November 2026	44	0	0	0	0	100	31	31	31	6	100	22	0	0	0	100	100	48	0	0
November 2027	39	0	0	0	0	100	25	25	25	4	100	10	0	0	0	100	100	42	0	0
November 2028	34	0	0	0	0	100	20	20	20	3	100	0	0	0	0	100	98	36	0	0
November 2029	28	0	0	0	0	100	16	16	16	2	100	0	0	0	0	100	86	31	0	0
November 2030	22	0	0	0	0	100	12	12	12	1	100	0	0	0	0	100	74	26	0	0
November 2031	16	0	0	0	0	100	10	10	10	1	100	0	0	0	0	100	64	22	0	0
November 2032	10	0	0	0	0	100	7	7	7	1	100	0	0	0	0	100	54	18	0	0
November 2033	3	0	0	0	0	100	6	6	6	0	100	0	0	0	0	100	44	15	0	0
November 2034	0	0	0	0	0	87	4	4	4	0	100	0	0	0	0	100	36	11	0	0
November 2035	0	0	0	0	0	60	3	3	3	0	100	0	0	0	0	100	28	9	0	0
November 2036	0	0	0	0	0	32	2	2	2	0	100	0	0	0	0	100	21	6	0	0
November 2037	0	0	0	0	0	3	1	1	1	0	100	0	0	0	0	100	14	4	0	0
November 2038	0	0	0	0	0	1	1	1	1	0	42	0	0	0	0	100	9	3	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	75	3	1	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)	13.8	4.7	4.7	4.7	3.5	25.4	14.9	14.9	14.9	10.1	27.9	13.6	2.9	1.6	0.9	29.3	22.8	16.3	4.2	1.9

PSA Prepayment Assumption Rates

Distribution Date	Class VA					Class VB					Class ZA				
	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
November 2011	93	93	93	93	93	100	100	84	84	84	104	104	101	89	51
November 2012	86	86	86	86	59	100	100	51	51	0	108	108	100	63	0
November 2013	78	78	78	78	0	100	100	13	13	0	113	113	100	35	0
November 2014	69	69	54	54	0	100	100	0	0	0	118	118	100	18	0
November 2015	61	61	24	24	0	100	100	0	0	0	123	123	103	9	0
November 2016	52	52	1	1	0	100	100	0	0	0	129	129	107	7	0
November 2017	42	42	0	0	0	100	100	0	0	0	134	134	102	1	0
November 2018	33	32	0	0	0	100	100	0	0	0	140	140	99	0	0
November 2019	22	14	0	0	0	100	100	0	0	0	146	146	95	0	0
November 2020	12	0	0	0	0	100	91	0	0	0	152	152	90	0	0
November 2021	0	0	0	0	0	100	63	0	0	0	159	159	84	0	0
November 2022	0	0	0	0	0	89	32	0	0	0	166	166	77	0	0
November 2023	0	0	0	0	0	78	0	0	0	0	173	172	70	0	0
November 2024	0	0	0	0	0	66	0	0	0	0	180	158	63	0	0
November 2025	0	0	0	0	0	53	0	0	0	0	188	144	56	0	0
November 2026	0	0	0	0	0	40	0	0	0	0	196	130	50	0	0
November 2027	0	0	0	0	0	26	0	0	0	0	205	116	43	0	0
November 2028	0	0	0	0	0	12	0	0	0	0	214	102	38	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	221	90	32	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	221	78	27	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	221	66	23	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	221	56	19	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	221	46	15	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	221	37	12	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	221	29	9	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	221	22	7	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	221	15	5	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	153	9	3	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	79	4	1	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	6.0	5.8	3.9	3.9	1.9	15.1	11.4	2.0	2.0	1.5	28.6	19.9	15.8	2.7	1.0

Security Group 2
PSA Prepayment Assumption Rates

Distribution Date	Classes BA, FB and SB					Class BL					Class CL					Classes EB, EC, EH, JF and JS				
	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	98	94	94	94	94	100	100	100	100	100	100	100	100	100	100	98	93	93	93	93
November 2012	95	83	83	83	83	100	100	100	100	100	100	100	100	100	100	95	81	81	81	81
November 2013	93	69	69	69	60	100	100	100	100	100	100	100	100	100	100	92	67	67	67	57
November 2014	90	57	57	57	40	100	100	100	100	100	100	100	100	100	100	89	54	54	54	36
November 2015	87	47	47	47	25	100	100	100	100	100	100	100	100	100	100	87	43	43	43	20
November 2016	85	37	37	37	14	100	100	100	100	100	100	100	100	100	100	83	32	32	32	8
November 2017	82	28	28	28	5	100	100	100	100	100	100	100	100	100	100	80	23	23	23	0
November 2018	78	20	20	20	0	100	100	100	100	17	100	100	100	100	100	77	14	14	14	0
November 2019	75	13	13	13	0	100	100	100	100	0	100	100	100	100	75	73	7	7	7	0
November 2020	72	8	8	8	0	100	100	100	100	0	100	100	100	100	55	70	1	1	1	0
November 2021	68	3	3	3	0	100	100	100	100	0	100	100	100	100	40	66	0	0	0	0
November 2022	64	0	0	0	0	100	16	16	16	0	100	100	100	100	30	62	0	0	0	0
November 2023	60	0	0	0	0	100	0	0	0	0	100	83	83	83	22	58	0	0	0	0
November 2024	56	0	0	0	0	100	0	0	0	0	100	67	67	67	16	53	0	0	0	0
November 2025	52	0	0	0	0	100	0	0	0	0	100	55	55	55	11	49	0	0	0	0
November 2026	48	0	0	0	0	100	0	0	0	0	100	44	44	44	8	44	0	0	0	0
November 2027	43	0	0	0	0	100	0	0	0	0	100	36	36	36	6	39	0	0	0	0
November 2028	38	0	0	0	0	100	0	0	0	0	100	28	28	28	4	34	0	0	0	0
November 2029	33	0	0	0	0	100	0	0	0	0	100	23	23	23	3	28	0	0	0	0
November 2030	27	0	0	0	0	100	0	0	0	0	100	18	18	18	2	22	0	0	0	0
November 2031	22	0	0	0	0	100	0	0	0	0	100	14	14	14	1	16	0	0	0	0
November 2032	16	0	0	0	0	100	0	0	0	0	100	11	11	11	1	10	0	0	0	0
November 2033	10	0	0	0	0	100	0	0	0	0	100	8	8	8	1	3	0	0	0	0
November 2034	3	0	0	0	0	100	0	0	0	0	100	6	6	6	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	86	4	4	4	0	0	0	0	0	0
November 2036	0	0	0	0	0	0	0	0	0	0	46	3	3	3	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	4	2	2	2	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	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)	14.5	5.1	5.1	5.1	3.7	24.6	11.9	11.9	11.9	7.9	25.9	16.5	16.5	16.5	11.3	13.8	4.7	4.7	4.7	3.5

PSA Prepayment Assumption Rates

Distribution Date	Class GL					Class HD					Class HE					Class HL				
	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	94	87	68	100	100	100	100	100	100	100	100	100	97
November 2012	100	100	100	100	100	100	100	81	62	6	100	100	100	100	100	100	100	100	92	10
November 2013	100	100	100	100	100	100	100	66	34	0	100	100	100	100	0	100	100	100	55	0
November 2014	100	100	100	100	100	100	100	55	14	0	100	100	100	100	0	100	100	92	30	0
November 2015	100	100	100	100	100	100	100	48	1	0	100	100	100	100	0	100	100	83	14	0
November 2016	100	100	100	100	100	100	100	43	0	0	100	100	100	36	0	100	100	78	4	0
November 2017	100	100	100	100	84	100	100	40	0	0	100	100	100	5	0	100	100	75	0	0
November 2018	100	100	100	100	2	100	100	39	0	0	100	100	100	0	0	100	100	74	0	0
November 2019	100	100	100	100	0	100	98	37	0	0	100	100	100	0	0	100	100	71	0	0
November 2020	100	100	100	100	0	100	94	34	0	0	100	100	100	0	0	100	100	67	0	0
November 2021	100	54	54	54	0	100	88	31	0	0	100	100	100	0	0	100	100	63	0	0
November 2022	100	2	2	2	0	100	82	28	0	0	100	100	100	0	0	100	100	57	0	0
November 2023	100	0	0	0	0	100	75	24	0	0	100	100	100	0	0	100	100	52	0	0
November 2024	100	0	0	0	0	100	68	21	0	0	100	100	100	0	0	100	100	47	0	0
November 2025	100	0	0	0	0	100	61	17	0	0	100	100	100	0	0	100	100	42	0	0
November 2026	100	0	0	0	0	100	54	14	0	0	100	100	100	0	0	100	97	37	0	0
November 2027	100	0	0	0	0	100	47	11	0	0	100	100	100	0	0	100	86	32	0	0
November 2028	100	0	0	0	0	100	40	8	0	0	100	100	100	0	0	100	76	28	0	0
November 2029	100	0	0	0	0	100	34	5	0	0	100	100	100	0	0	100	67	24	0	0
November 2030	100	0	0	0	0	100	28	3	0	0	100	100	100	0	0	100	58	20	0	0
November 2031	100	0	0	0	0	100	22	0	0	0	100	100	100	0	0	100	49	17	0	0
November 2032	100	0	0	0	0	100	17	0	0	0	100	100	85	0	0	100	42	14	0	0
November 2033	100	0	0	0	0	100	12	0	0	0	100	100	69	0	0	100	34	11	0	0
November 2034	56	0	0	0	0	100	8	0	0	0	100	100	54	0	0	100	28	9	0	0
November 2035	0	0	0	0	0	100	4	0	0	0	100	100	41	0	0	100	22	7	0	0
November 2036	0	0	0	0	0	100	0	0	0	0	100	98	30	0	0	100	16	5	0	0
November 2037	0	0	0	0	0	100	0	0	0	0	100	68	20	0	0	100	11	3	0	0
November 2038	0	0	0	0	0	66	0	0	0	0	100	41	12	0	0	100	7	2	0	0
November 2039	0	0	0	0	0	28	0	0	0	0	100	16	5	0	0	59	3	1	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)	24.1	11.1	11.1	11.1	7.4	28.4	16.8	7.5	2.5	1.3	29.9	27.7	24.7	5.9	2.2	29.1	21.5	13.6	3.5	1.6

Security Group 2
PSA Prepayment Assumption Rates

Distribution Date	Class HM					Class HN					Class HT					Class HW				
	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	91	83	57	100	100	100	100	100	100	100	94	89	72	100	100	100	75	0
November 2012	100	100	74	48	0	100	100	100	100	25	100	100	83	66	16	100	100	60	0	0
November 2013	100	100	54	10	0	100	100	100	100	0	100	100	70	40	0	100	100	11	0	0
November 2014	100	100	40	0	0	100	100	100	53	0	100	100	60	22	0	100	100	0	0	0
November 2015	100	100	29	0	0	100	100	100	3	0	100	100	53	11	0	100	100	0	0	0
November 2016	100	100	23	0	0	100	100	100	0	0	100	100	48	4	0	100	100	0	0	0
November 2017	100	100	19	0	0	100	100	100	0	0	100	100	46	0	0	100	100	0	0	0
November 2018	100	100	17	0	0	100	100	100	0	0	100	100	45	0	0	100	100	0	0	0
November 2019	100	97	15	0	0	100	100	100	0	0	100	98	43	0	0	100	100	0	0	0
November 2020	100	91	11	0	0	100	100	100	0	0	100	94	41	0	0	100	100	0	0	0
November 2021	100	84	7	0	0	100	100	100	0	0	100	90	38	0	0	100	100	0	0	0
November 2022	100	76	2	0	0	100	100	100	0	0	100	84	35	0	0	100	99	0	0	0
November 2023	100	67	0	0	0	100	100	93	0	0	100	78	32	0	0	100	85	0	0	0
November 2024	100	57	0	0	0	100	100	79	0	0	100	72	29	0	0	100	54	0	0	0
November 2025	100	48	0	0	0	100	100	66	0	0	100	65	25	0	0	100	22	0	0	0
November 2026	100	38	0	0	0	100	100	53	0	0	100	59	22	0	0	100	0	0	0	0
November 2027	100	29	0	0	0	100	100	41	0	0	100	52	20	0	0	100	0	0	0	0
November 2028	100	19	0	0	0	100	100	30	0	0	100	46	17	0	0	100	0	0	0	0
November 2029	100	11	0	0	0	100	100	20	0	0	100	41	15	0	0	100	0	0	0	0
November 2030	100	3	0	0	0	100	100	10	0	0	100	35	12	0	0	100	0	0	0	0
November 2031	100	0	0	0	0	100	86	1	0	0	100	30	10	0	0	100	0	0	0	0
November 2032	100	0	0	0	0	100	65	0	0	0	100	25	8	0	0	100	0	0	0	0
November 2033	100	0	0	0	0	100	47	0	0	0	100	21	7	0	0	100	0	0	0	0
November 2034	100	0	0	0	0	100	29	0	0	0	100	17	5	0	0	100	0	0	0	0
November 2035	100	0	0	0	0	100	14	0	0	0	100	13	4	0	0	100	0	0	0	0
November 2036	100	0	0	0	0	100	0	0	0	0	100	10	3	0	0	100	0	0	0	0
November 2037	100	0	0	0	0	100	0	0	0	0	100	7	2	0	0	100	0	0	0	0
November 2038	54	0	0	0	0	100	0	0	0	0	69	4	1	0	0	43	0	0	0	0
November 2039	3	0	0	0	0	100	0	0	0	0	36	2	0	0	0	0	0	0	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)	28.1	14.7	4.3	1.9	1.1	29.4	22.9	16.5	4.1	1.9	28.6	17.9	9.2	2.8	1.4	28.0	14.1	2.2	1.3	0.7

PSA Prepayment Assumption Rates

Distribution Date	Class HY					Class HZ					Class JV					Classes KF and KS				
	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	104	104	14	0	0	94	94	94	94	94	98	93	93	93	93
November 2012	100	100	100	100	47	108	108	0	0	0	88	88	88	88	88	95	82	82	82	82
November 2013	100	100	100	100	0	113	113	0	0	0	81	81	81	81	81	92	67	67	67	57
November 2014	100	100	100	67	0	117	117	0	0	0	74	74	74	74	74	90	55	55	55	36
November 2015	100	100	100	32	0	122	122	0	0	0	67	67	67	67	67	87	43	43	43	20
November 2016	100	100	100	11	0	127	127	0	0	0	60	60	60	60	60	84	32	32	32	8
November 2017	100	100	100	1	0	132	132	0	0	0	52	52	52	52	52	80	23	23	23	0
November 2018	100	100	100	0	0	138	138	0	0	0	44	44	44	44	44	77	15	15	15	0
November 2019	100	100	100	0	0	143	143	0	0	0	36	36	36	36	0	73	7	7	7	0
November 2020	100	100	100	0	0	149	149	0	0	0	27	27	27	27	0	70	1	1	1	0
November 2021	100	100	100	0	0	155	155	0	0	0	18	18	18	18	0	66	0	0	0	0
November 2022	100	100	100	0	0	161	65	0	0	0	9	9	9	9	0	62	0	0	0	0
November 2023	100	100	95	0	0	168	0	0	0	0	0	0	0	0	0	58	0	0	0	0
November 2024	100	100	86	0	0	175	0	0	0	0	0	0	0	0	0	53	0	0	0	0
November 2025	100	100	76	0	0	182	0	0	0	0	0	0	0	0	0	49	0	0	0	0
November 2026	100	100	67	0	0	189	0	0	0	0	0	0	0	0	0	44	0	0	0	0
November 2027	100	100	59	0	0	197	0	0	0	0	0	0	0	0	0	39	0	0	0	0
November 2028	100	100	51	0	0	205	0	0	0	0	0	0	0	0	0	34	0	0	0	0
November 2029	100	100	44	0	0	214	0	0	0	0	0	0	0	0	0	28	0	0	0	0
November 2030	100	100	37	0	0	222	0	0	0	0	0	0	0	0	0	22	0	0	0	0
November 2031	100	90	31	0	0	231	0	0	0	0	0	0	0	0	0	16	0	0	0	0
November 2032	100	76	25	0	0	241	0	0	0	0	0	0	0	0	0	10	0	0	0	0
November 2033	100	63	21	0	0	251	0	0	0	0	0	0	0	0	0	4	0	0	0	0
November 2034	100	51	16	0	0	261	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	100	39	12	0	0	271	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	100	29	9	0	0	282	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	100	20	6	0	0	294	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	100	12	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	100	5	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	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)	29.5	24.4	18.9	4.6	2.0	27.4	11.9	0.7	0.4	0.2	7.0	7.0	7.0	7.0	6.0	13.8	4.7	4.7	4.7	3.5

Security Group 2
PSA Prepayment Assumption Rates

Distribution Date	Class LE					Class PM					Class VC					Class ZC				
	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	99	99	90	90	90	100	100	100	100	100	104	104	104	104	104
November 2012	100	100	100	100	100	97	97	70	70	70	100	100	100	100	100	108	108	108	108	108
November 2013	100	100	100	100	100	95	95	47	47	0	100	100	100	100	100	113	113	113	113	113
November 2014	100	100	100	100	100	94	94	30	30	0	100	100	100	100	100	117	117	117	117	117
November 2015	100	100	100	100	100	92	92	17	17	0	100	100	100	100	100	122	122	122	122	122
November 2016	100	100	100	100	100	90	90	8	8	0	100	100	100	100	100	127	127	127	127	127
November 2017	100	100	100	100	82	89	89	2	2	0	100	100	100	100	100	132	132	132	132	132
November 2018	100	100	100	100	0	87	85	0	0	0	100	100	100	100	100	138	138	138	138	138
November 2019	100	100	100	100	0	85	69	0	0	0	100	100	100	100	34	143	143	143	143	143
November 2020	100	100	100	100	0	83	42	0	0	0	100	100	100	100	0	149	149	149	149	117
November 2021	100	46	46	46	0	80	6	0	0	0	100	100	100	100	0	155	155	155	155	86
November 2022	100	0	0	0	0	78	0	0	0	0	100	100	100	100	0	161	161	161	161	63
November 2023	100	0	0	0	0	76	0	0	0	0	98	16	16	16	0	168	168	168	168	46
November 2024	100	0	0	0	0	73	0	0	0	0	83	0	0	0	0	175	143	143	143	34
November 2025	100	0	0	0	0	71	0	0	0	0	67	0	0	0	0	182	116	116	116	24
November 2026	100	0	0	0	0	68	0	0	0	0	51	0	0	0	0	189	94	94	94	18
November 2027	100	0	0	0	0	65	0	0	0	0	34	0	0	0	0	197	75	75	75	13
November 2028	100	0	0	0	0	63	0	0	0	0	16	0	0	0	0	205	60	60	60	9
November 2029	100	0	0	0	0	60	0	0	0	0	0	0	0	0	0	212	48	48	48	6
November 2030	100	0	0	0	0	57	0	0	0	0	0	0	0	0	0	212	38	38	38	5
November 2031	100	0	0	0	0	53	0	0	0	0	0	0	0	0	0	212	29	29	29	3
November 2032	100	0	0	0	0	50	0	0	0	0	0	0	0	0	0	212	23	23	23	2
November 2033	100	0	0	0	0	47	0	0	0	0	0	0	0	0	0	212	17	17	17	1
November 2034	49	0	0	0	0	43	0	0	0	0	0	0	0	0	0	212	13	13	13	1
November 2035	0	0	0	0	0	39	0	0	0	0	0	0	0	0	0	182	9	9	9	1
November 2036	0	0	0	0	0	35	0	0	0	0	0	0	0	0	0	97	6	6	6	0
November 2037	0	0	0	0	0	31	0	0	0	0	0	0	0	0	0	8	4	4	4	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)	24.0	11.0	11.0	11.0	7.3	19.4	9.1	3.1	3.1	1.9	16.0	12.7	12.7	12.7	8.9	25.9	17.5	17.5	17.5	12.5

Security Groups 1 and 2
PSA Prepayment Assumption Rates

Distribution Date	Class EA				
	0%	150%	200%	250%	400%
Initial Percent	100	100	100	100	100
November 2011	98	93	93	93	93
November 2012	95	81	81	81	81
November 2013	92	67	67	67	57
November 2014	89	54	54	54	36
November 2015	87	43	43	43	20
November 2016	83	32	32	32	8
November 2017	80	23	23	23	0
November 2018	77	14	14	14	0
November 2019	73	7	7	7	0
November 2020	70	1	1	1	0
November 2021	66	0	0	0	0
November 2022	62	0	0	0	0
November 2023	58	0	0	0	0
November 2024	53	0	0	0	0
November 2025	49	0	0	0	0
November 2026	44	0	0	0	0
November 2027	39	0	0	0	0
November 2028	34	0	0	0	0
November 2029	28	0	0	0	0
November 2030	22	0	0	0	0
November 2031	16	0	0	0	0
November 2032	10	0	0	0	0
November 2033	3	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
November 2040	0	0	0	0	0
Weighted Average Life (years)	13.8	4.7	4.7	4.7	3.5

Security Group 3
PSA Prepayment Assumption Rates

Distribution Date	Class HG					Class HK					Classes IK, KA, KB, KC, KD, KE, KG, KH, KJ, KM, KN and KP					Classes IN, NA, NB, NC, ND, NE, NG, NH, NJ, NK, NM and NP				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	79	62	9	100	100	100	100	100	97	93	93	93	93	98	94	94	94	94
November 2012	100	100	37	0	0	100	100	100	93	30	94	81	81	81	81	95	84	84	84	84
November 2013	100	100	0	0	0	100	100	95	58	0	91	67	67	67	61	92	72	72	72	67
November 2014	100	100	0	0	0	100	100	80	33	0	88	54	54	54	36	89	61	61	61	45
November 2015	100	100	0	0	0	100	100	70	16	0	84	42	42	42	17	87	50	50	50	29
November 2016	100	100	0	0	0	100	100	63	6	0	80	30	30	30	2	83	41	41	41	17
November 2017	100	100	0	0	0	100	100	59	1	0	77	20	20	20	0	80	32	32	32	8
November 2018	100	100	0	0	0	100	100	57	0	0	73	10	10	10	0	77	24	24	24	2
November 2019	100	100	0	0	0	100	100	55	0	0	69	2	2	2	0	73	17	17	17	0
November 2020	100	100	0	0	0	100	100	52	0	0	64	0	0	0	0	70	11	11	11	0
November 2021	100	100	0	0	0	100	100	48	0	0	60	0	0	0	0	66	6	6	6	0
November 2022	100	100	0	0	0	100	100	44	0	0	55	0	0	0	0	62	2	2	2	0
November 2023	100	100	0	0	0	100	100	40	0	0	50	0	0	0	0	58	0	0	0	0
November 2024	100	87	0	0	0	100	100	36	0	0	45	0	0	0	0	53	0	0	0	0
November 2025	100	61	0	0	0	100	100	32	0	0	39	0	0	0	0	49	0	0	0	0
November 2026	100	35	0	0	0	100	100	29	0	0	34	0	0	0	0	44	0	0	0	0
November 2027	100	8	0	0	0	100	100	25	0	0	28	0	0	0	0	39	0	0	0	0
November 2028	100	0	0	0	0	100	93	22	0	0	22	0	0	0	0	34	0	0	0	0
November 2029	100	0	0	0	0	100	82	19	0	0	15	0	0	0	0	28	0	0	0	0
November 2030	100	0	0	0	0	100	72	16	0	0	8	0	0	0	0	22	0	0	0	0
November 2031	100	0	0	0	0	100	63	13	0	0	1	0	0	0	0	16	0	0	0	0
November 2032	100	0	0	0	0	100	54	11	0	0	0	0	0	0	0	10	0	0	0	0
November 2033	100	0	0	0	0	100	45	9	0	0	0	0	0	0	0	3	0	0	0	0
November 2034	100	0	0	0	0	100	37	7	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	100	0	0	0	0	100	29	5	0	0	0	0	0	0	0	0	0	0	0	0
November 2036	100	0	0	0	0	100	22	4	0	0	0	0	0	0	0	0	0	0	0	0
November 2037	70	0	0	0	0	100	16	3	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	88	9	2	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	45	4	1	0	0	0	0	0	0	0	0	0	0	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)	27.2	15.4	1.7	1.1	0.6	28.9	22.8	11.5	3.6	1.7	12.2	4.5	4.5	4.5	3.4	13.8	5.4	5.4	5.4	4.0

PSA Prepayment Assumption Rates

Distribution Date	Classes IQ, QA, QB, QC, QD, QE, QG, QH, QJ, QK, QM and QN					Classes JA, JE and JG					Class JB					Class JC				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	98	94	94	94	94	100	100	90	83	61	100	100	100	100	100	100	100	100	100	100
November 2012	95	85	85	85	85	100	100	71	49	0	100	100	100	100	37	100	100	100	100	100
November 2013	93	74	74	74	69	100	100	48	10	0	100	100	100	100	0	100	100	100	100	0
November 2014	90	63	63	63	49	100	100	31	0	0	100	100	100	33	0	100	100	100	100	0
November 2015	87	54	54	54	34	100	100	19	0	0	100	100	100	0	0	100	100	100	65	0
November 2016	85	45	45	45	23	100	100	11	0	0	100	100	100	0	0	100	100	100	25	0
November 2017	82	37	37	37	14	100	100	6	0	0	100	100	100	0	0	100	100	100	5	0
November 2018	78	29	29	29	8	100	100	4	0	0	100	100	100	0	0	100	100	100	0	0
November 2019	75	22	22	22	3	100	100	2	0	0	100	100	100	0	0	100	100	100	0	0
November 2020	72	17	17	17	0	100	100	0	0	0	100	100	95	0	0	100	100	100	0	0
November 2021	68	12	12	12	0	100	100	0	0	0	100	100	81	0	0	100	100	100	0	0
November 2022	64	8	8	8	0	100	100	0	0	0	100	100	66	0	0	100	100	100	0	0
November 2023	60	5	5	5	0	100	95	0	0	0	100	100	50	0	0	100	100	100	0	0
November 2024	56	2	2	2	0	100	85	0	0	0	100	100	34	0	0	100	100	100	0	0
November 2025	52	0	0	0	0	100	74	0	0	0	100	100	18	0	0	100	100	100	0	0
November 2026	47	0	0	0	0	100	63	0	0	0	100	100	3	0	0	100	100	100	0	0
November 2027	43	0	0	0	0	100	52	0	0	0	100	100	0	0	0	100	100	90	0	0
November 2028	38	0	0	0	0	100	41	0	0	0	100	100	0	0	0	100	100	78	0	0
November 2029	33	0	0	0	0	100	30	0	0	0	100	100	0	0	0	100	100	67	0	0
November 2030	27	0	0	0	0	100	20	0	0	0	100	100	0	0	0	100	100	56	0	0
November 2031	22	0	0	0	0	100	10	0	0	0	100	100	0	0	0	100	100	47	0	0
November 2032	16	0	0	0	0	100	1	0	0	0	100	100	0	0	0	100	100	39	0	0
November 2033	10	0	0	0	0	100	0	0	0	0	100	68	0	0	0	100	100	31	0	0
November 2034	3	0	0	0	0	100	0	0	0	0	100	36	0	0	0	100	100	25	0	0
November 2035	0	0	0	0	0	100	0	0	0	0	100	6	0	0	0	100	100	19	0	0
November 2036	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	80	14	0	0
November 2037	0	0	0	0	0	78	0	0	0	0	100	0	0	0	0	100	56	9	0	0
November 2038	0	0	0	0	0	36	0	0	0	0	100	0	0	0	0	100	34	5	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	69	0	0	0	0	100	14	2	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)	14.4	6.0	6.0	6.0	4.3	27.7	17.2	3.3	1.9	1.1	29.1	23.6	13.0	3.8	2.0	29.7	27.3	21.3	5.5	2.3

Security Group 3
PSA Prepayment Assumption Rates

Distribution Date	Class JD					Class JH					Class JK					Class JL				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	91	91	91	100	100	89	80	54	100	100	100	100	100	100	100	84	72	35
November 2012	100	100	74	74	74	100	100	66	39	0	100	100	100	100	0	100	100	51	14	0
November 2013	100	100	52	52	0	100	100	39	0	0	100	100	100	68	0	100	100	14	0	0
November 2014	100	100	35	35	0	100	100	19	0	0	100	100	100	0	0	100	100	0	0	0
November 2015	100	100	22	22	0	100	100	5	0	0	100	100	100	0	0	100	100	0	0	0
November 2016	100	100	12	12	0	100	100	0	0	0	100	100	74	0	0	100	100	0	0	0
November 2017	100	100	5	5	0	100	100	0	0	0	100	100	42	0	0	100	100	0	0	0
November 2018	100	100	0	0	0	100	100	0	0	0	100	100	27	0	0	100	100	0	0	0
November 2019	100	94	0	0	0	100	100	0	0	0	100	100	12	0	0	100	100	0	0	0
November 2020	100	77	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
November 2021	100	51	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
November 2022	100	18	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
November 2023	100	0	0	0	0	100	94	0	0	0	100	100	0	0	0	100	92	0	0	0
November 2024	100	0	0	0	0	100	82	0	0	0	100	100	0	0	0	100	74	0	0	0
November 2025	100	0	0	0	0	100	69	0	0	0	100	100	0	0	0	100	56	0	0	0
November 2026	100	0	0	0	0	100	56	0	0	0	100	100	0	0	0	100	38	0	0	0
November 2027	100	0	0	0	0	100	43	0	0	0	100	100	0	0	0	100	19	0	0	0
November 2028	100	0	0	0	0	100	30	0	0	0	100	100	0	0	0	100	1	0	0	0
November 2029	100	0	0	0	0	100	18	0	0	0	100	100	0	0	0	100	0	0	0	0
November 2030	100	0	0	0	0	100	6	0	0	0	100	100	0	0	0	100	0	0	0	0
November 2031	100	0	0	0	0	100	0	0	0	0	100	66	0	0	0	100	0	0	0	0
November 2032	100	0	0	0	0	100	0	0	0	0	100	4	0	0	0	100	0	0	0	0
November 2033	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2034	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2035	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2036	67	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
November 2037	0	0	0	0	0	74	0	0	0	0	100	0	0	0	0	63	0	0	0	0
November 2038	0	0	0	0	0	25	0	0	0	0	100	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	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)	26.1	10.9	3.4	3.4	2.2	27.5	16.5	2.7	1.7	1.0	28.7	21.3	7.1	3.1	1.7	27.2	15.3	2.0	1.4	0.8

PSA Prepayment Assumption Rates

Distribution Date	Class JM					Classes JT and JU					Class JZ					Class KL				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	79	62	9	104	104	104	104	104	100	100	100	100	100
November 2012	100	100	100	100	0	100	100	37	0	0	108	108	108	108	108	100	100	100	100	100
November 2013	100	100	100	26	0	100	100	0	0	0	113	113	113	113	0	100	100	100	100	100
November 2014	100	100	78	0	0	100	100	0	0	0	117	117	117	117	0	100	100	100	100	100
November 2015	100	100	48	0	0	100	100	0	0	0	122	122	122	122	0	100	100	100	100	100
November 2016	100	100	28	0	0	100	100	0	0	0	127	127	127	127	0	100	100	100	100	100
November 2017	100	100	16	0	0	100	100	0	0	0	132	132	132	132	0	100	100	100	100	55
November 2018	100	100	10	0	0	100	100	0	0	0	138	138	138	21	0	100	100	100	100	12
November 2019	100	100	5	0	0	100	100	0	0	0	143	143	143	0	0	100	100	100	100	0
November 2020	100	100	0	0	0	100	100	0	0	0	149	149	149	0	0	100	71	71	71	0
November 2021	100	100	0	0	0	100	100	0	0	0	155	155	155	0	0	100	39	39	39	0
November 2022	100	100	0	0	0	100	100	0	0	0	161	161	161	0	0	100	12	12	12	0
November 2023	100	100	0	0	0	100	100	0	0	0	168	168	168	0	0	100	0	0	0	0
November 2024	100	100	0	0	0	100	87	0	0	0	175	175	175	0	0	100	0	0	0	0
November 2025	100	100	0	0	0	100	61	0	0	0	182	182	182	0	0	100	0	0	0	0
November 2026	100	100	0	0	0	100	35	0	0	0	189	189	189	0	0	100	0	0	0	0
November 2027	100	100	0	0	0	100	8	0	0	0	197	197	197	0	0	100	0	0	0	0
November 2028	100	100	0	0	0	100	0	0	0	0	205	205	205	0	0	100	0	0	0	0
November 2029	100	75	0	0	0	100	0	0	0	0	214	214	214	0	0	100	0	0	0	0
November 2030	100	49	0	0	0	100	0	0	0	0	222	222	222	0	0	100	0	0	0	0
November 2031	100	25	0	0	0	100	0	0	0	0	231	231	231	0	0	100	0	0	0	0
November 2032	100	1	0	0	0	100	0	0	0	0	241	241	241	0	0	65	0	0	0	0
November 2033	100	0	0	0	0	100	0	0	0	0	251	251	251	0	0	22	0	0	0	0
November 2034	100	0	0	0	0	100	0	0	0	0	261	261	261	0	0	0	0	0	0	0
November 2035	100	0	0	0	0	100	0	0	0	0	271	271	271	0	0	0	0	0	0	0
November 2036	100	0	0	0	0	100	0	0	0	0	282	282	282	0	0	0	0	0	0	0
November 2037	100	0	0	0	0	70	0	0	0	0	294	294	294	0	0	0	0	0	0	0
November 2038	90	0	0	0	0	0	0	0	0	0	306	306	306	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	318	318	318	0	0	0	0	0	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)	28.4	20.0	5.4	2.7	1.6	27.2	15.4	1.6	1.1	0.6	30.0	29.7	29.7	7.8	2.5	22.3	10.7	10.7	10.7	7.2

Security Group 3
PSA Prepayment Assumption Rates

Distribution Date	Class NL					Class PN					Class QL					Class QV				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	91	91	91	100	100	100	100	100	94	94	94	94	94
November 2012	100	100	100	100	100	100	100	73	73	73	100	100	100	100	100	88	88	88	88	88
November 2013	100	100	100	100	100	100	100	52	52	0	100	100	100	100	100	81	81	81	81	81
November 2014	100	100	100	100	100	100	100	35	35	0	100	100	100	100	100	74	74	74	74	74
November 2015	100	100	100	100	100	100	100	21	21	0	100	100	100	100	100	67	67	67	67	67
November 2016	100	100	100	100	100	100	100	11	11	0	100	100	100	100	100	60	60	60	60	60
November 2017	100	100	100	100	100	100	100	4	4	0	100	100	100	100	100	52	52	52	52	52
November 2018	100	100	100	100	100	100	100	0	0	0	100	100	100	100	100	44	44	44	44	44
November 2019	100	100	100	100	54	100	96	0	0	0	100	100	100	100	100	36	36	36	36	36
November 2020	100	100	100	100	0	100	83	0	0	0	100	100	100	100	100	27	27	27	27	27
November 2021	100	100	100	100	0	100	64	0	0	0	100	100	100	100	74	18	18	18	18	0
November 2022	100	100	100	100	0	100	41	0	0	0	100	100	100	100	54	9	9	9	9	0
November 2023	100	76	76	76	0	100	14	0	0	0	100	100	100	100	40	0	0	0	0	0
November 2024	100	34	34	34	0	100	0	0	0	0	100	100	100	100	29	0	0	0	0	0
November 2025	100	0	0	0	0	100	0	0	0	0	100	100	100	100	21	0	0	0	0	0
November 2026	100	0	0	0	0	100	0	0	0	0	100	81	81	81	15	0	0	0	0	0
November 2027	100	0	0	0	0	100	0	0	0	0	100	65	65	65	11	0	0	0	0	0
November 2028	100	0	0	0	0	100	0	0	0	0	100	52	52	52	8	0	0	0	0	0
November 2029	100	0	0	0	0	100	0	0	0	0	100	41	41	41	6	0	0	0	0	0
November 2030	100	0	0	0	0	100	0	0	0	0	100	32	32	32	4	0	0	0	0	0
November 2031	100	0	0	0	0	100	0	0	0	0	100	25	25	25	3	0	0	0	0	0
November 2032	100	0	0	0	0	100	0	0	0	0	100	19	19	19	2	0	0	0	0	0
November 2033	100	0	0	0	0	100	0	0	0	0	100	15	15	15	1	0	0	0	0	0
November 2034	48	0	0	0	0	100	0	0	0	0	100	11	11	11	1	0	0	0	0	0
November 2035	0	0	0	0	0	100	0	0	0	0	62	8	8	8	1	0	0	0	0	0
November 2036	0	0	0	0	0	76	0	0	0	0	5	5	5	5	0	0	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	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)	24.0	13.6	13.6	13.6	9.1	26.2	11.5	3.4	3.4	2.1	25.3	19.1	19.1	19.1	13.2	7.0	7.0	7.0	7.0	6.6

PSA Prepayment Assumption Rates

Distribution Date	Class VQ					Class ZJ					Class ZQ				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	104	104	104	104	104	104	104	104	104	104
November 2012	100	100	100	100	100	108	108	108	0	0	108	108	108	108	108
November 2013	100	100	100	100	100	113	113	0	0	0	113	113	113	113	113
November 2014	100	100	100	100	100	117	117	0	0	0	117	117	117	117	117
November 2015	100	100	100	100	100	122	122	0	0	0	122	122	122	122	122
November 2016	100	100	100	100	100	127	127	0	0	0	127	127	127	127	127
November 2017	100	100	100	100	100	132	132	0	0	0	132	132	132	132	132
November 2018	100	100	100	100	100	138	138	0	0	0	138	138	138	138	138
November 2019	100	100	100	100	100	143	143	0	0	0	143	143	143	143	143
November 2020	100	100	100	100	100	149	149	0	0	0	149	149	149	149	149
November 2021	100	100	100	100	3	155	155	0	0	0	155	155	155	155	155
November 2022	100	100	100	100	0	161	161	0	0	0	161	161	161	161	115
November 2023	98	98	98	98	0	168	168	0	0	0	168	168	168	168	84
November 2024	83	83	83	83	0	175	175	0	0	0	175	175	175	175	61
November 2025	67	65	65	65	0	182	182	0	0	0	182	182	182	182	44
November 2026	51	0	0	0	0	189	189	0	0	0	189	171	171	171	32
November 2027	34	0	0	0	0	197	197	0	0	0	197	138	138	138	23
November 2028	16	0	0	0	0	205	0	0	0	0	205	110	110	110	17
November 2029	0	0	0	0	0	214	0	0	0	0	212	87	87	87	12
November 2030	0	0	0	0	0	222	0	0	0	0	212	69	69	69	8
November 2031	0	0	0	0	0	231	0	0	0	0	212	54	54	54	6
November 2032	0	0	0	0	0	241	0	0	0	0	212	41	41	41	4
November 2033	0	0	0	0	0	251	0	0	0	0	212	31	31	31	3
November 2034	0	0	0	0	0	261	0	0	0	0	212	23	23	23	2
November 2035	0	0	0	0	0	271	0	0	0	0	132	17	17	17	1
November 2036	0	0	0	0	0	282	0	0	0	0	11	11	11	11	1
November 2037	0	0	0	0	0	294	0	0	0	0	7	7	7	7	0
November 2038	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0
November 2039	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
Weighted Average Life (years)	16.0	14.9	14.9	14.9	10.6	27.7	17.3	2.7	1.8	1.0	25.3	19.6	19.6	19.6	14.1

Security Group 4
PSA Prepayment Assumption Rates

Distribution Date	Classes AB, FC and SC					Class ZB				
	0%	200%	414%	600%	900%	0%	200%	414%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2011	98	90	82	75	63	105	105	105	105	105
November 2012	95	76	57	42	21	109	109	109	109	109
November 2013	92	62	36	19	0	114	114	114	114	107
November 2014	89	50	21	4	0	120	120	120	120	48
November 2015	86	39	9	0	0	125	125	125	89	22
November 2016	83	30	0	0	0	131	131	131	56	10
November 2017	80	22	0	0	0	137	137	97	35	4
November 2018	76	14	0	0	0	143	143	71	22	2
November 2019	73	8	0	0	0	150	150	52	14	1
November 2020	69	2	0	0	0	157	157	38	8	0
November 2021	65	0	0	0	0	164	142	28	5	0
November 2022	60	0	0	0	0	171	121	20	3	0
November 2023	56	0	0	0	0	179	102	14	2	0
November 2024	51	0	0	0	0	188	86	10	1	0
November 2025	46	0	0	0	0	196	73	7	1	0
November 2026	41	0	0	0	0	205	61	5	0	0
November 2027	36	0	0	0	0	215	50	4	0	0
November 2028	30	0	0	0	0	224	42	3	0	0
November 2029	24	0	0	0	0	235	34	2	0	0
November 2030	18	0	0	0	0	246	28	1	0	0
November 2031	11	0	0	0	0	257	22	1	0	0
November 2032	4	0	0	0	0	269	18	1	0	0
November 2033	0	0	0	0	0	264	14	0	0	0
November 2034	0	0	0	0	0	232	10	0	0	0
November 2035	0	0	0	0	0	198	7	0	0	0
November 2036	0	0	0	0	0	162	5	0	0	0
November 2037	0	0	0	0	0	125	3	0	0	0
November 2038	0	0	0	0	0	85	2	0	0	0
November 2039	0	0	0	0	0	44	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.3	4.4	2.5	1.9	1.3	26.5	15.7	9.2	6.5	4.2

Security Group 5
PSA Prepayment Assumption Rates

Distribution Date	Classes GF and GS				
	0%	200%	380%	600%	800%
Initial Percent	100	100	100	100	100
November 2011	98	94	94	94	94
November 2012	95	84	84	77	62
November 2013	93	72	69	43	22
November 2014	90	62	49	19	5
November 2015	88	52	32	7	0
November 2016	85	42	19	1	0
November 2017	82	33	11	0	0
November 2018	78	24	5	0	0
November 2019	75	16	2	0	0
November 2020	72	11	0	0	0
November 2021	68	7	0	0	0
November 2022	64	4	0	0	0
November 2023	60	1	0	0	0
November 2024	56	0	0	0	0
November 2025	51	0	0	0	0
November 2026	46	0	0	0	0
November 2027	41	0	0	0	0
November 2028	35	0	0	0	0
November 2029	29	0	0	0	0
November 2030	22	0	0	0	0
November 2031	15	0	0	0	0
November 2032	10	0	0	0	0
November 2033	4	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	14.1	5.5	4.2	2.9	2.3

	Security Group 6 PSA Prepayment Assumption Rates				
	Classes LF and LS				
Distribution Date	0%	250%	507%	800%	1,100%
Initial Percent	100	100	100	100	100
November 2011	100	100	100	91	73
November 2012	100	90	72	42	18
November 2013	100	77	45	16	0
November 2014	100	65	26	0	0
November 2015	100	54	13	0	0
November 2016	97	42	0	0	0
November 2017	93	33	0	0	0
November 2018	90	25	0	0	0
November 2019	86	18	0	0	0
November 2020	83	10	0	0	0
November 2021	79	1	0	0	0
November 2022	75	0	0	0	0
November 2023	70	0	0	0	0
November 2024	66	0	0	0	0
November 2025	61	0	0	0	0
November 2026	56	0	0	0	0
November 2027	50	0	0	0	0
November 2028	44	0	0	0	0
November 2029	38	0	0	0	0
November 2030	32	0	0	0	0
November 2031	25	0	0	0	0
November 2032	16	0	0	0	0
November 2033	1	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	16.1	5.7	3.1	2.0	1.4

	Security Group 7 PSA Prepayment Assumption Rates				
	Classes BF, FN and SN				
Distribution Date	0%	250%	507%	800%	1,100%
Initial Percent	100	100	100	100	100
November 2011	99	96	96	91	81
November 2012	97	85	76	48	24
November 2013	96	74	48	18	3
November 2014	94	63	28	6	0
November 2015	92	52	16	1	0
November 2016	89	42	8	0	0
November 2017	86	33	4	0	0
November 2018	83	25	1	0	0
November 2019	79	19	0	0	0
November 2020	75	14	0	0	0
November 2021	71	9	0	0	0
November 2022	67	7	0	0	0
November 2023	63	5	0	0	0
November 2024	58	2	0	0	0
November 2025	53	1	0	0	0
November 2026	48	1	0	0	0
November 2027	42	0	0	0	0
November 2028	37	0	0	0	0
November 2029	31	0	0	0	0
November 2030	24	0	0	0	0
November 2031	17	0	0	0	0
November 2032	10	0	0	0	0
November 2033	3	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	14.7	5.8	3.3	2.1	1.6

Security Groups 6 and 7
PSA Prepayment Assumption Rates

Distribution Date	Class FL				
	0%	250%	507%	800%	1,100%
Initial Percent	100	100	100	100	100
November 2011	100	100	100	91	74
November 2012	100	89	72	43	19
November 2013	100	77	45	16	0
November 2014	99	65	26	1	0
November 2015	99	53	13	0	0
November 2016	96	42	1	0	0
November 2017	93	33	0	0	0
November 2018	89	25	0	0	0
November 2019	86	18	0	0	0
November 2020	82	11	0	0	0
November 2021	78	2	0	0	0
November 2022	74	1	0	0	0
November 2023	69	0	0	0	0
November 2024	65	0	0	0	0
November 2025	60	0	0	0	0
November 2026	55	0	0	0	0
November 2027	49	0	0	0	0
November 2028	44	0	0	0	0
November 2029	38	0	0	0	0
November 2030	31	0	0	0	0
November 2031	25	0	0	0	0
November 2032	15	0	0	0	0
November 2033	1	0	0	0	0
November 2034	0	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	16.0	5.7	3.1	2.0	1.5

Security Group 8
PSA Prepayment Assumption Rates

Distribution Date	Classes WA, WB, WC, WD, WE, WG, WH, WI, WJ, WK, WL, WM, WN and WP					Class WZ					Class ZW				
	0%	163%	200%	250%	400%	0%	163%	200%	250%	400%	0%	163%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	97	88	88	88	88	105	105	105	105	105	105	100	87	68	13
November 2012	94	74	74	74	62	109	109	109	109	109	109	100	72	34	0
November 2013	90	61	61	61	40	114	114	114	114	114	114	100	61	10	0
November 2014	87	49	49	48	24	120	120	120	120	120	120	100	53	0	0
November 2015	83	39	39	36	12	125	125	125	125	125	125	100	48	0	0
November 2016	80	30	30	26	4	131	131	131	131	131	131	100	45	0	0
November 2017	75	21	21	18	0	137	137	137	137	0	137	100	44	0	0
November 2018	71	14	14	11	0	143	143	143	143	0	143	98	41	0	0
November 2019	67	9	9	5	0	150	150	150	150	0	150	92	37	0	0
November 2020	62	5	5	1	0	157	157	157	157	0	157	80	26	0	0
November 2021	57	0	1	0	0	164	164	164	0	0	164	78	23	0	0
November 2022	52	0	0	0	0	171	171	171	0	0	171	50	8	0	0
November 2023	47	0	0	0	0	179	179	0	0	0	179	25	0	0	0
November 2024	41	0	0	0	0	188	188	0	0	0	188	8	0	0	0
November 2025	35	0	0	0	0	196	0	0	0	0	196	0	0	0	0
November 2026	29	0	0	0	0	205	0	0	0	0	205	0	0	0	0
November 2027	22	0	0	0	0	215	0	0	0	0	215	0	0	0	0
November 2028	15	0	0	0	0	224	0	0	0	0	224	0	0	0	0
November 2029	8	0	0	0	0	235	0	0	0	0	235	0	0	0	0
November 2030	0	0	0	0	0	246	0	0	0	0	246	0	0	0	0
November 2031	0	0	0	0	0	257	0	0	0	0	211	0	0	0	0
November 2032	0	0	0	0	0	269	0	0	0	0	171	0	0	0	0
November 2033	0	0	0	0	0	281	0	0	0	0	130	0	0	0	0
November 2034	0	0	0	0	0	294	0	0	0	0	86	0	0	0	0
November 2035	0	0	0	0	0	307	0	0	0	0	44	0	0	0	0
November 2036	0	0	0	0	0	321	0	0	0	0	10	0	0	0	0
November 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.6	4.4	4.4	4.2	2.8	26.3	14.5	12.5	10.4	6.8	23.2	11.7	6.0	1.6	0.6

Security Group 9
PSA Prepayment Assumption Rates

Distribution Date	Classes AU, BU, CU, DU, EU, GU, HU, IU, KU, TU and UM					Class BN					Class MU				
	0%	200%	414%	600%	900%	0%	200%	414%	600%	900%	0%	200%	414%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	97	93	93	87	70	97	94	94	88	73	100	100	100	100	100
November 2012	94	82	70	52	27	95	84	73	57	34	100	100	100	100	100
November 2013	91	70	48	27	4	92	73	53	35	14	100	100	100	100	100
November 2014	87	59	31	12	0	88	63	39	21	5	100	100	100	100	1
November 2015	84	49	19	2	0	85	54	28	12	1	100	100	100	100	0
November 2016	80	39	10	0	0	82	45	20	7	0	100	100	100	30	0
November 2017	76	30	4	0	0	78	38	14	3	0	100	100	100	0	0
November 2018	72	23	0	0	0	74	31	9	1	0	100	100	80	0	0
November 2019	67	16	0	0	0	71	25	6	0	0	100	100	22	0	0
November 2020	63	11	0	0	0	66	20	4	0	0	100	100	0	0	0
November 2021	58	6	0	0	0	62	16	2	0	0	100	100	0	0	0
November 2022	53	3	0	0	0	58	13	1	0	0	100	100	0	0	0
November 2023	47	0	0	0	0	53	10	0	0	0	100	92	0	0	0
November 2024	42	0	0	0	0	48	8	0	0	0	100	50	0	0	0
November 2025	36	0	0	0	0	42	6	0	0	0	100	15	0	0	0
November 2026	30	0	0	0	0	37	4	0	0	0	100	0	0	0	0
November 2027	23	0	0	0	0	31	3	0	0	0	100	0	0	0	0
November 2028	16	0	0	0	0	25	2	0	0	0	100	0	0	0	0
November 2029	9	0	0	0	0	19	1	0	0	0	100	0	0	0	0
November 2030	2	0	0	0	0	12	0	0	0	0	100	0	0	0	0
November 2031	0	0	0	0	0	5	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	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
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.7	5.3	3.3	2.3	1.5	12.7	6.4	3.9	2.7	1.8	20.6	14.1	8.5	5.8	3.6

PSA Prepayment Assumption Rates

Distribution Date	Classes UA, UB, UC, UD, UE, UG, UH, UI, UJ, UK and UN					Class UL				
	0%	200%	414%	600%	900%	0%	200%	414%	600%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2011	97	93	93	88	71	100	100	100	100	100
November 2012	94	83	72	55	31	100	100	100	100	100
November 2013	91	72	51	31	10	100	100	100	100	100
November 2014	88	61	35	17	0	100	100	100	100	100
November 2015	84	52	24	8	0	100	100	100	100	15
November 2016	81	43	16	2	0	100	100	100	100	0
November 2017	77	34	9	0	0	100	100	100	64	0
November 2018	73	27	5	0	0	100	100	100	19	0
November 2019	69	21	1	0	0	100	100	100	0	0
November 2020	65	16	0	0	0	100	100	77	0	0
November 2021	60	12	0	0	0	100	100	41	0	0
November 2022	55	8	0	0	0	100	100	14	0	0
November 2023	50	5	0	0	0	100	100	0	0	0
November 2024	45	3	0	0	0	100	100	0	0	0
November 2025	39	1	0	0	0	100	100	0	0	0
November 2026	34	0	0	0	0	100	85	0	0	0
November 2027	28	0	0	0	0	100	57	0	0	0
November 2028	21	0	0	0	0	100	35	0	0	0
November 2029	14	0	0	0	0	100	16	0	0	0
November 2030	7	0	0	0	0	100	1	0	0	0
November 2031	0	0	0	0	0	97	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
November 2038	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	12.3	5.8	3.6	2.5	1.6	21.3	17.5	10.8	7.3	4.6

Security Group 10
PSA Prepayment Assumption Rates

Distribution Date	Class AG					Classes GA, GB, GC, GD, GE, GH, GK and IG					Class ZG				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	92	92	92	92	92	100	100	100	100	100	105	105	105	105	105
November 2012	84	84	84	84	84	100	100	100	100	100	109	109	109	109	109
November 2013	75	75	75	75	75	100	100	100	100	100	114	114	114	114	114
November 2014	66	66	66	66	66	100	100	100	100	100	120	120	120	120	120
November 2015	57	57	57	57	0	100	100	100	100	80	125	125	125	125	125
November 2016	47	47	47	47	0	100	100	100	100	75	131	131	131	131	131
November 2017	37	37	0	0	0	100	100	97	75	55	137	137	137	137	137
November 2018	26	26	0	0	0	100	100	75	74	33	143	143	143	143	143
November 2019	14	0	0	0	0	100	75	75	55	17	150	150	150	150	150
November 2020	3	0	0	0	0	100	75	63	38	6	157	157	157	157	157
November 2021	0	0	0	0	0	100	64	47	24	4	164	164	164	164	164
November 2022	0	0	0	0	0	100	44	34	13	3	171	171	171	171	171
November 2023	0	0	0	0	0	100	27	22	6	2	179	179	179	179	179
November 2024	0	0	0	0	0	100	12	12	4	2	188	188	188	188	188
November 2025	0	0	0	0	0	100	6	6	3	1	196	196	196	196	196
November 2026	0	0	0	0	0	100	5	5	3	1	205	205	205	205	205
November 2027	0	0	0	0	0	100	4	4	2	1	215	215	215	215	215
November 2028	0	0	0	0	0	100	3	3	2	0	224	224	224	224	224
November 2029	0	0	0	0	0	79	2	2	1	0	235	235	235	235	235
November 2030	0	0	0	0	0	75	2	2	1	0	246	246	246	246	246
November 2031	0	0	0	0	0	75	1	1	1	0	257	257	257	257	257
November 2032	0	0	0	0	0	58	1	1	0	0	269	269	269	269	269
November 2033	0	0	0	0	0	36	1	1	0	0	281	281	281	281	281
November 2034	0	0	0	0	0	12	1	1	0	0	294	294	294	294	294
November 2035	0	0	0	0	0	2	0	0	0	0	307	307	307	307	292
November 2036	0	0	0	0	0	0	0	0	0	0	321	321	321	321	179
November 2037	0	0	0	0	0	0	0	0	0	0	336	336	336	336	101
November 2038	0	0	0	0	0	0	0	0	0	0	352	352	352	352	50
November 2039	0	0	0	0	0	0	0	0	0	0	368	368	368	132	16
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	5.5	5.2	4.9	4.6	3.9	21.9	11.7	11.0	9.5	7.4	29.4	29.4	29.4	28.8	26.6

Security Group 11
PSA Prepayment Assumption Rates

Distribution Date	Class AL					Classes AV, BV, CV, DV, EV, GV, IV and KV					Classes HV, VE, VG, VH, VI, VJ, VK, VL, VM, VN, VP, VU, VW and VX				
	0%	200%	380%	600%	800%	0%	200%	380%	600%	800%	0%	200%	380%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	95	95	95	95	95	100	100	100	100	100	94	94	94	94	94
November 2012	91	91	91	91	91	100	100	100	100	100	88	88	88	88	88
November 2013	86	86	86	86	86	100	100	100	100	100	81	81	81	81	81
November 2014	80	80	80	80	80	100	100	100	100	100	75	75	75	75	75
November 2015	75	75	75	75	0	100	100	100	100	100	67	67	67	67	34
November 2016	69	69	69	69	0	100	100	100	100	0	60	60	60	60	0
November 2017	63	63	63	0	0	100	100	100	90	0	52	52	52	0	0
November 2018	57	57	57	0	0	100	100	100	0	0	44	44	44	0	0
November 2019	50	50	50	0	0	100	100	100	0	0	35	35	35	0	0
November 2020	43	43	0	0	0	100	100	100	0	0	27	27	16	0	0
November 2021	36	36	0	0	0	100	100	35	0	0	17	17	0	0	0
November 2022	29	29	0	0	0	100	100	0	0	0	7	7	0	0	0
November 2023	21	21	0	0	0	96	96	0	0	0	0	0	0	0	0
November 2024	12	12	0	0	0	82	82	0	0	0	0	0	0	0	0
November 2025	4	0	0	0	0	67	17	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	51	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	34	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	17	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	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
November 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	8.6	8.5	7.3	5.3	4.2	16.0	14.4	10.9	7.4	5.6	7.0	7.0	6.6	5.2	4.2

Security Group 11
PSA Prepayment Assumption Rates

Distribution Date	Class MY					Class ZK					Class ZP				
	0%	200%	380%	600%	800%	0%	200%	380%	600%	800%	0%	200%	380%	600%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	105	105	105	105	105	105	105	105	105	105
November 2012	100	100	100	100	100	109	109	109	109	109	109	109	109	109	109
November 2013	100	100	100	100	100	114	114	114	114	114	114	114	114	114	114
November 2014	100	100	100	100	100	120	120	120	120	120	120	120	120	120	120
November 2015	100	100	100	100	89	125	125	125	125	125	125	125	125	125	125
November 2016	100	100	100	100	54	131	131	131	131	127	131	131	131	131	131
November 2017	100	100	100	80	37	137	137	137	137	86	137	137	137	137	137
November 2018	100	100	100	57	20	143	143	143	134	46	143	143	143	143	143
November 2019	100	100	100	43	10	150	150	150	100	23	150	150	150	150	150
November 2020	100	100	96	31	5	157	157	157	73	12	157	157	157	157	157
November 2021	100	100	79	20	3	164	164	164	46	6	164	164	164	164	164
November 2022	100	100	63	12	1	171	171	148	28	3	171	171	171	171	171
November 2023	100	100	52	7	1	179	179	121	18	1	179	179	179	179	179
November 2024	100	100	43	5	0	188	188	101	11	1	188	188	188	188	188
November 2025	100	88	37	3	0	196	196	86	7	0	196	196	196	196	196
November 2026	100	75	28	2	0	205	175	66	4	0	205	205	205	205	205
November 2027	100	64	21	1	0	215	149	49	2	0	215	215	215	215	215
November 2028	100	55	15	1	0	224	128	35	1	0	224	224	224	224	224
November 2029	100	47	11	0	0	234	111	25	1	0	235	235	235	235	235
November 2030	100	41	8	0	0	234	96	18	1	0	246	246	246	246	246
November 2031	100	36	6	0	0	234	85	13	0	0	257	257	257	257	139
November 2032	100	29	4	0	0	234	67	9	0	0	269	269	269	269	65
November 2033	100	22	3	0	0	234	51	6	0	0	281	281	281	281	30
November 2034	100	16	2	0	0	234	37	4	0	0	294	294	294	294	14
November 2035	54	11	1	0	0	126	27	3	0	0	307	307	307	307	6
November 2036	8	8	1	0	0	18	18	2	0	0	321	321	321	321	2
November 2037	5	5	0	0	0	11	11	1	0	0	336	336	336	207	1
November 2038	3	3	0	0	0	6	6	0	0	0	352	352	352	84	0
November 2039	1	1	0	0	0	2	2	0	0	0	368	368	368	21	0
November 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.2	19.5	14.2	9.2	6.7	25.2	20.4	15.6	10.5	7.8	29.6	29.6	29.6	27.5	21.6

Security Group 12
PSA Prepayment Assumption Rates

Distribution Date	Classes SQ and ST				
	0%	250%	504%	800%	1,100%
Initial Percent	100	100	100	100	100
November 2011	98	90	90	83	69
November 2012	95	78	64	36	12
November 2013	93	65	37	7	1
November 2014	90	54	18	2	0
November 2015	87	43	6	0	0
November 2016	84	32	3	0	0
November 2017	81	23	0	0	0
November 2018	78	15	0	0	0
November 2019	75	8	0	0	0
November 2020	71	5	0	0	0
November 2021	67	3	0	0	0
November 2022	63	2	0	0	0
November 2023	59	1	0	0	0
November 2024	54	0	0	0	0
November 2025	50	0	0	0	0
November 2026	45	0	0	0	0
November 2027	39	0	0	0	0
November 2028	34	0	0	0	0
November 2029	28	0	0	0	0
November 2030	22	0	0	0	0
November 2031	15	0	0	0	0
November 2032	8	0	0	0	0
November 2033	3	0	0	0	0
November 2034	1	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	13.9	4.7	2.7	1.8	1.4

	Security Group 13 PSA Prepayment Assumption Rates				
	Class QS				
Distribution Date	0%	250%	504%	800%	1,100%
Initial Percent	100	100	100	100	100
November 2011	98	91	91	84	70
November 2012	96	79	66	40	19
November 2013	94	68	42	15	0
November 2014	91	58	25	2	0
November 2015	89	48	13	0	0
November 2016	86	38	6	0	0
November 2017	83	30	0	0	0
November 2018	80	23	0	0	0
November 2019	77	17	0	0	0
November 2020	74	12	0	0	0
November 2021	71	8	0	0	0
November 2022	67	4	0	0	0
November 2023	63	2	0	0	0
November 2024	59	0	0	0	0
November 2025	55	0	0	0	0
November 2026	50	0	0	0	0
November 2027	46	0	0	0	0
November 2028	41	0	0	0	0
November 2029	35	0	0	0	0
November 2030	30	0	0	0	0
November 2031	24	0	0	0	0
November 2032	18	0	0	0	0
November 2033	11	0	0	0	0
November 2034	5	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	15.0	5.3	2.9	1.9	1.4

	Security Groups 12 and 13 PSA Prepayment Assumption Rates				
	Class MS				
Distribution Date	0%	250%	504%	800%	1,100%
Initial Percent	100	100	100	100	100
November 2011	98	90	90	84	69
November 2012	95	78	65	37	14
November 2013	93	66	38	9	0
November 2014	90	55	19	2	0
November 2015	88	44	8	0	0
November 2016	85	34	3	0	0
November 2017	82	25	0	0	0
November 2018	79	17	0	0	0
November 2019	75	10	0	0	0
November 2020	72	6	0	0	0
November 2021	68	4	0	0	0
November 2022	64	2	0	0	0
November 2023	60	1	0	0	0
November 2024	56	0	0	0	0
November 2025	51	0	0	0	0
November 2026	46	0	0	0	0
November 2027	41	0	0	0	0
November 2028	36	0	0	0	0
November 2029	30	0	0	0	0
November 2030	24	0	0	0	0
November 2031	17	0	0	0	0
November 2032	11	0	0	0	0
November 2033	5	0	0	0	0
November 2034	2	0	0	0	0
November 2035	0	0	0	0	0
November 2036	0	0	0	0	0
November 2037	0	0	0	0	0
November 2038	0	0	0	0	0
November 2039	0	0	0	0	0
Weighted Average Life (years)	14.2	4.8	2.8	1.8	1.4

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, and in the case of the Group 5, 6, 7, 8, 9, 10, 11, 12 and 13 Securities, the investor's own projection of principal payment rates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates and rates of reduction in notional balances, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

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

SECURITY GROUP 1

Sensitivity of Class ES to Prepayments
Assumed Price 12.0625%*

	PSA Prepayment Assumption Rates			
LIBOR	**150%**	**200%**	**250%**	**400%**
0.15%	44.2%	44.2%	44.2%	37.7%
0.26%	43.0%	43.0%	43.0%	36.4%
3.47%	8.0%	8.0%	8.0%	(3.3)%
6.68% and above	**	**	**	**

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

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

SECURITY GROUP 2

Sensitivity of Class JS to Prepayments
Assumed Price 12.0625%*

	PSA Prepayment Assumption Rates			
LIBOR	150%	200%	250%	400%
0.150%	43.9%	43.9%	43.9%	37.3%
0.260%	42.7%	42.7%	42.7%	36.0%
3.455%	7.8%	7.8%	7.8%	(3.5)%
6.650% and above	**	**	**	**

Sensitivity of Class KS to Prepayments
Assumed Price 11.9375%*

	PSA Prepayment Assumption Rates			
LIBOR	150%	200%	250%	400%
0.150%	44.7%	44.7%	44.7%	38.2%
0.260%	43.5%	43.5%	43.5%	36.9%
3.455%	8.3%	8.3%	8.3%	(2.9)%
6.650% and above	**	**	**	**

Sensitivity of Class SB to Prepayments
Assumed Price 11.9375%*

	PSA Prepayment Assumption Rates			
LIBOR	150%	200%	250%	400%
0.150%	46.0%	46.0%	46.0%	40.2%
0.260%	44.9%	44.9%	44.9%	38.9%
3.455%	10.4%	10.4%	10.4%	0.2%
6.650% and above	**	**	**	**

SECURITY GROUP 3

Sensitivity of Class IK to Prepayments
Assumed Price 13.5%*

PSA Prepayment Assumption Rates				
120%	200%	250%	398%	400%
10.2%	10.2%	10.2%	0.0%	(0.2)%

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

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

Sensitivity of Class IN to Prepayments
Assumed Price 16.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	391%	400%
8.9%	8.9%	8.9%	0.1%	(0.6)%

Sensitivity of Class IQ to Prepayments
Assumed Price 17.0%*

PSA Prepayment Assumption Rates				
120%	200%	250%	400%	402%
9.0%	9.0%	9.0%	0.2%	0.0%

SECURITY GROUP 4

Sensitivity of Class SC to Prepayments
Assumed Price 14.25%*

	PSA Prepayment Assumption Rates			
LIBOR	200%	414%	600%	900%
0.15%	25.2%	3.6%	(16.7)%	(49.1)%
0.26%	24.2%	2.5%	(17.8)%	(50.3)%
3.18%	(2.8)%	(28.4)%	(51.0)%	(84.6)%
6.10% and above	**	**	**	**

SECURITY GROUP 5

Sensitivity of Class GS to Prepayments
Assumed Price 12.515625%*

	PSA Prepayment Assumption Rates			
LIBOR	200%	380%	600%	800%
0.15%	38.7%	34.0%	21.2%	8.1%
0.26%	37.6%	32.9%	19.9%	6.7%
3.18%	7.8%	(0.5)%	(18.3)%	(34.5)%
6.10% and above	**	**	**	**

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

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

SECURITY GROUP 6

Sensitivity of Class LS to Prepayments
Assumed Price 16.640625%*

	PSA Prepayment Assumption Rates			
LIBOR	250%	507%	800%	1,100%
0.15%	30.7%	10.9%	(19.0)%	(50.6)%
0.26%	29.8%	9.9%	(20.1)%	(51.7)%
3.48%	3.0%	(23.1)%	(56.6)%	(88.5)%
6.70% and above	**	**	**	**

SECURITY GROUP 7

Sensitivity of Class SN to Prepayments
Assumed Price 1.25%*

	PSA Prepayment Assumption Rates			
LIBOR	250%	507%	800%	1,100%
6.650% and below	30.0%	14.2%	(10.6)%	(38.0)%
6.675%	4.2%	(16.8)%	(45.3)%	(74.7)%
6.700% and above	**	**	**	**

SECURITY GROUP 8

Sensitivity of Class WI to Prepayments
Assumed Price 10.546875%*

PSA Prepayment Assumption Rates				
163%	200%	250%	400%	476%
24.6%	24.6%	23.7%	9.0%	0.1%

SECURITY GROUP 9

Sensitivity of Class IU to Prepayments
Assumed Price 15.5%*

PSA Prepayment Assumption Rates				
200%	384%	414%	600%	900%
13.4%	0.0%	(3.1)%	(23.7)%	(59.0)%

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

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

Sensitivity of Class UI to Prepayments
Assumed Price 17.0%*

PSA Prepayment Assumption Rates				
200%	384%	414%	600%	900%
11.9%	0.0%	(2.7)%	(21.2)%	(53.8)%

SECURITY GROUP 10

Sensitivity of Class IG to Prepayments
Assumed Price 31.0%*

PSA Prepayment Assumption Rates				
100%	200%	300%	400%	428%
9.7%	8.8%	6.6%	1.5%	0.0%

SECURITY GROUP 11

Sensitivity of Class IV to Prepayments
Assumed Price 40.0%*

PSA Prepayment Assumption Rates				
200%	380%	481%	600%	800%
7.3%	3.7%	0.0%	(5.0)%	(14.9)%

Sensitivity of Class VI to Prepayments
Assumed Price 22.0%*

PSA Prepayment Assumption Rates				
200%	380%	600%	651%	800%
8.6%	7.8%	1.9%	0.0%	(6.3)%

SECURITY GROUP 12

Sensitivity of Class SQ to Prepayments
Assumed Price 11.46875%*

	PSA Prepayment Assumption Rates			
LIBOR	250%	504%	800%	1,100%
0.15000%	44.2%	27.1%	(0.6)%	(29.8)%
0.25344%	43.1%	25.8%	(2.0)%	(31.2)%
3.37672%	8.7%	(15.1)%	(46.5)%	(76.2)%
6.50000% and above	**	**	**	**

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

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

Sensitivity of Class ST to Prepayments
Assumed Price 0.953125%*

	PSA Prepayment Assumption Rates			
LIBOR	**250%**	**504%**	**800%**	**1,100%**
6.500% and below	40.5%	22.9%	(5.2)%	(34.5)%
6.525%	7.3%	(16.8)%	(48.4)%	(78.1)%
6.550% and above	**	**	**	**

SECURITY GROUP 13

Sensitivity of Class QS to Prepayments
Assumed Price 11.46875%*

	PSA Prepayment Assumption Rates			
LIBOR	**250%**	**504%**	**800%**	**1,100%**
0.15000%	45.9%	30.9%	5.1%	(24.4)%
0.25344%	44.8%	29.7%	3.7%	(25.9)%
3.37672%	11.5%	(9.7)%	(40.0)%	(71.1)%
6.50000% and above	**	**	**	**

SECURITY GROUPS 12 AND 13

Sensitivity of Class MS to Prepayments
Assumed Price 11.46875%*

	PSA Prepayment Assumption Rates			
LIBOR	**250%**	**504%**	**800%**	**1,100%**
0.15000%	44.7%	28.1%	0.9%	(28.4)%
0.25344%	43.5%	26.8%	(0.5)%	(29.8)%
3.37672%	9.5%	(13.6)%	(44.7)%	(74.9)%
6.50000% and above	**	**	**	**

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

The discussion contained in this Supplement and the Base Offering Circular as to certain federal tax consequences is not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. Such discussion is written to support

the promotion or marketing of the transactions or matters addressed in this Supplement and the Base Offering Circular. Each taxpayer to whom such transactions or matters are being promoted, marketed or recommended should seek advice based on its particular circumstances from an independent tax advisor.

REMIC Elections

In the opinion of Bingham McCutchen LLP, the Trust will constitute a Single REMIC Series as to the Group 12 Trust Assets and a Double REMIC Series as to the Group 1 through 11 and 13 Trust Assets for federal income tax purposes. Separate REMIC elections will be made for the Group 12 REMIC, the Group 1 through 11 and 13 Pooling REMIC and the Group 1 through 11 and 13 Issuing REMIC.

Regular Securities

The Regular Securities will be treated as debt instruments issued by the Group 1 through 11 and 13 Issuing REMIC or the Group 12 REMIC, as applicable, for federal income tax purposes. Income on the Regular Securities must be reported under an accrual method of accounting.

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

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 200% PSA in the case of the Group 1, 2, 3, 8 and 10 Securities, 414% PSA in the case of the Group 4 and 9 Securities, 380% PSA in the case of the Group 5 and 11 Securities, 507% PSA in the case of the Group 6 and 7 Securities and 504% PSA in the case of the Group 12 and 13 Securities (as described in "Yield, Maturity and Prepayment Considerations" in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under "Interest Rates." No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. *See "Certain Federal Income Tax Consequences" in the Base Offering Circular.*

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

Residual Securities

The Class R12 Securities will represent the beneficial ownership of the Residual Interest in the Group 12 REMIC. The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Group 1 through 11 and 13 Pooling REMIC and the beneficial ownership of the Residual Interest in the Group 1 through 11 and 13 Issuing REMIC. The Residual Securities, *i.e.,* the Class RR and R12 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 related 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 related Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, the Holders of the Residual Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See "ERISA Considerations" in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

Institutions whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities may be subject to restrictions on investment in the Securities. **No**

representation is made about the proper characterization of any Class for legal investment or other purposes, or about the permissibility of the purchase by particular investors of any Class under applicable legal investment restrictions.

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer the Regular and MX Classes to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from (1) November 1, 2010 on the Fixed Rate Classes, (2) November 16, 2010 on the Group 1, 2 and 4 Floating Rate and Inverse Floating Rate Classes and (3) November 20, 2010 on the Group 5, 6, 7, 12 and 13 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
HC	$ 7,500,000	HA	$ 15,000,000	SUP	3.75%	FIX	38377MWQ5	July 2039
HJ	7,500,000							
Security Group 2								
Combination 2								
BL	$ 2,918,122	GL	$ 22,071,557	PAC I	4.00%	FIX	38377MWR3	October 2038
LE	19,153,435							
Combination 3								
HM	$ 33,682,000	HD	$ 45,481,000	SUP	4.00%	FIX	38377MWS1	August 2040
HN	11,799,000							
Combination 4								
HE	$ 5,053,138	HY	$ 16,852,138	SUP	4.00%	FIX	38377MWT9	November 2040
HN	11,799,000							
Combination 5								
HE	$ 5,053,138	HT	$ 50,534,138	SUP	4.00%	FIX	38377MWU6	November 2040
HM	33,682,000							
HN	11,799,000							
Combination 6								
FB	$ 3,333,333	KF	$100,702,665	PAC I	(5)	FLT	38377MWV4	August 2038
JF	97,369,332							
Combination 7								
JS	$ 97,369,332	KS	$100,702,665	NTL (PAC I)	(5)	INV/IO	38377MWW2	August 2038
SB	3,333,333							

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								
JV	$ 16,616,000	CL	$ 52,514,617	PAC I	4.00%	FIX	38377MWX0	November 2040
VC	11,170,000							
ZC	24,728,617							
Security Groups 1 and 2								
Combination 9(7)								
EG	$142,224,000	EA	$270,000,000	PAC	2.25%	FIX	38377MWY8	October 2037
EH	127,776,000							
Security Group 3								
Combination 10(6)								
KP	$168,923,000	IK	$105,576,875	NTL (PAC I)	4.00%	FIX/IO	38377MWZ5	February 2037
		KA	168,923,000	PAC I	1.50	FIX	38377MXA9	February 2037
		KB	168,923,000	PAC I	1.75	FIX	38377MXB7	February 2037
		KC	168,923,000	PAC I	2.00	FIX	38377MXC5	February 2037
		KD	168,923,000	PAC I	2.25	FIX	38377MXD3	February 2037
		KE	168,923,000	PAC I	2.50	FIX	38377MXE1	February 2037
		KG	168,923,000	PAC I	2.75	FIX	38377MXF8	February 2037
		KH	168,923,000	PAC I	3.00	FIX	38377MXG6	February 2037
		KJ	168,923,000	PAC I	3.25	FIX	38377MXH4	February 2037
		KM	168,923,000	PAC I	3.50	FIX	38377MXJ0	February 2037
		KN	168,923,000	PAC I	3.75	FIX	38377MXK7	February 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 11(6)								
KL	$ 30,457,000	IN	$124,612,500	NTL (PAC I)	4.00%	FIX/IO	38377MXL5	December 2038
KP	168,923,000	NA	199,380,000	PAC I	1.50	FIX	38377MXM3	December 2038
		NB	199,380,000	PAC I	1.75	FIX	38377MXN1	December 2038
		NC	199,380,000	PAC I	2.00	FIX	38377MXP6	December 2038
		ND	199,380,000	PAC I	2.25	FIX	38377MXQ4	December 2038
		NE	199,380,000	PAC I	2.50	FIX	38377MXR2	December 2038
		NG	199,380,000	PAC I	2.75	FIX	38377MXS0	December 2038
		NH	199,380,000	PAC I	3.00	FIX	38377MXT8	December 2038
		NJ	199,380,000	PAC I	3.25	FIX	38377MXU5	December 2038
		NK	199,380,000	PAC I	3.50	FIX	38377MXV3	December 2038
		NM	199,380,000	PAC I	3.75	FIX	38377MXW1	December 2038
		NP	199,380,000	PAC I	4.00	FIX	38377MXX9	December 2038
Combination 12(6)								
KL	$ 30,457,000	IQ	$133,208,750	NTL (PAC I)	4.00%	FIX/IO	38377MXY7	October 2039
KP	168,923,000	QA	213,134,000	PAC I	1.50	FIX	38377MXZ4	October 2039
NL	13,754,000	QB	213,134,000	PAC I	1.75	FIX	38377MYA8	October 2039
		QC	213,134,000	PAC I	2.00	FIX	38377MYB6	October 2039
		QD	213,134,000	PAC I	2.25	FIX	38377MYC4	October 2039
		QE	213,134,000	PAC I	2.50	FIX	38377MYD2	October 2039
		QG	213,134,000	PAC I	2.75	FIX	38377MYE0	October 2039
		QH	213,134,000	PAC I	3.00	FIX	38377MYF7	October 2039
		QJ	213,134,000	PAC I	3.25	FIX	38377MYG5	October 2039
		QK	213,134,000	PAC I	3.50	FIX	38377MYH3	October 2039
		QM	213,134,000	PAC I	3.75	FIX	38377MYJ9	October 2039
		QN	213,134,000	PAC I	4.00	FIX	38377MYK6	October 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
QV	$ 6,517,000	QL	$ 20,596,000	PAC I	4.00%	FIX	38377MYL4	November 2040
VQ	4,381,000							
ZQ	9,698,000							
Security Group 7								
Combination 14								
FN	$ 99,006,684	BF	$ 99,006,684	SC/PT	(5)	FLT	38377MYM2	August 2039
SN	9,900,668							
Security Groups 6 and 7								
Combination 15(7)								
FN	$ 4,950,334	FL	$ 50,805,762	SC/PT	(5)	FLT	38377MYN0	August 2039
LF	45,855,428							
Security Group 8								
Combination 16(6)								
WP	$110,008,000	WA	$110,008,000	SC/PAC/AD	1.50%	FIX	38377MYP5	January 2038
		WB	110,008,000	SC/PAC/AD	1.75	FIX	38377MYQ3	January 2038
		WC	110,008,000	SC/PAC/AD	2.00	FIX	38377MYR1	January 2038
		WD	110,008,000	SC/PAC/AD	2.25	FIX	38377MYS9	January 2038
		WE	110,008,000	SC/PAC/AD	2.50	FIX	38377MYT7	January 2038
		WG	110,008,000	SC/PAC/AD	2.75	FIX	38377MYU4	January 2038
		WH	110,008,000	SC/PAC/AD	3.00	FIX	38377MYV2	January 2038
		WI	73,338,666	NTL (SC/PAC/AD)	4.50	FIX/IO	38377MYW0	January 2038
		WJ	110,008,000	SC/PAC/AD	3.25	FIX	38377MYX8	January 2038
		WK	110,008,000	SC/PAC/AD	3.50	FIX	38377MYY6	January 2038
		WL	110,008,000	SC/PAC/AD	3.75	FIX	38377MYZ3	January 2038
		WM	110,008,000	SC/PAC/AD	4.00	FIX	38377MZA7	January 2038
		WN	110,008,000	SC/PAC/AD	4.25	FIX	38377MZB5	January 2038

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 9								
Combination 17(6)								
UM	$262,139,000	AU	$262,139,000	SC/SEQ	1.75%	FIX	38377MZC3	July 2040
		BU	262,139,000	SC/SEQ	2.00	FIX	38377MZD1	July 2040
		CU	262,139,000	SC/SEQ	2.25	FIX	38377MZE9	July 2040
		DU	262,139,000	SC/SEQ	2.50	FIX	38377MZF6	July 2040
		EU	262,139,000	SC/SEQ	2.75	FIX	38377MZG4	July 2040
		GU	262,139,000	SC/SEQ	3.00	FIX	38377MZH2	July 2040
		HU	262,139,000	SC/SEQ	3.25	FIX	38377MZJ8	July 2040
		IU	131,069,500	NTL (SC/SEQ)	4.50	FIX/IO	38377MZK5	July 2040
		KU	262,139,000	SC/SEQ	3.75	FIX	38377MZL3	July 2040
		TU	262,139,000	SC/SEQ	3.50	FIX	38377MZM1	July 2040
Combination 18(6)								
MU	$ 16,246,000	UA	$278,385,000	SC/SEQ	1.75%	FIX	38377MZN9	July 2040
UM	262,139,000	UB	278,385,000	SC/SEQ	2.00	FIX	38377MZP4	July 2040
		UC	278,385,000	SC/SEQ	2.25	FIX	38377MZQ2	July 2040
		UD	278,385,000	SC/SEQ	2.50	FIX	38377MZR0	July 2040
		UE	278,385,000	SC/SEQ	2.75	FIX	38377MZS8	July 2040
		UG	278,385,000	SC/SEQ	3.00	FIX	38377MZT6	July 2040
		UH	278,385,000	SC/SEQ	3.25	FIX	38377MZU3	July 2040
		UI	139,192,500	NTL (SC/SEQ)	4.50	FIX/IO	38377MZV1	July 2040
		UJ	278,385,000	SC/SEQ	3.50	FIX	38377M5F9	July 2040
		UK	278,385,000	SC/SEQ	3.75	FIX	38377MZW9	July 2040
		UN	278,385,000	SC/SEQ	4.00	FIX	38377MZX7	July 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 19								
MU	$ 16,246,000	BN	$292,521,366	SC/PT	4.00%	FIX	38377MZY5	July 2040
UL	14,136,366							
UM	262,139,000							
Security Group 10								
Combination 20(6)								
GK	$ 16,596,000	GA	$ 16,596,000	SC/SEQ/AD	3.00%	FIX	38377MZZ2	September 2040
		GB	16,596,000	SC/SEQ/AD	3.25	FIX	38377MA22	September 2040
		GC	16,596,000	SC/SEQ/AD	3.50	FIX	38377MA30	September 2040
		GD	16,596,000	SC/SEQ/AD	3.75	FIX	38377MA48	September 2040
		GE	16,596,000	SC/SEQ/AD	4.00	FIX	38377MA55	September 2040
		GH	16,596,000	SC/SEQ/AD	4.25	FIX	38377MA63	September 2040
		IG	5,532,000	NTL (SC/SEQ/AD)	4.50	FIX/IO	38377MA71	September 2040
Security Group 11								
Combination 21(6)								
KV	$ 16,035,000	AV	$ 16,035,000	SC/SEQ/AD	3.00%	FIX	38377MA89	November 2029
		BV	16,035,000	SC/SEQ/AD	3.25	FIX	38377MA97	November 2029
		CV	16,035,000	SC/SEQ/AD	3.50	FIX	38377MB21	November 2029
		DV	16,035,000	SC/SEQ/AD	3.75	FIX	38377MB39	November 2029
		EV	16,035,000	SC/SEQ/AD	4.00	FIX	38377MB47	November 2029
		GV	16,035,000	SC/SEQ/AD	4.25	FIX	38377MB54	November 2029
		IV	5,345,000	NTL (SC/SEQ/AD)	4.50	FIX/IO	38377MB62	November 2029

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(6)								
HV	$ 21,820,000	VE	$ 21,820,000	SC/SEQ/AD	1.50%	FIX	38377MB70	August 2023
		VG	21,820,000	SC/SEQ/AD	1.75	FIX	38377MB88	August 2023
		VH	21,820,000	SC/SEQ/AD	2.00	FIX	38377MB96	August 2023
		VI	14,546,666	NTL (SC/SEQ/AD)	4.50	FIX/IO	38377MC20	August 2023
		VJ	21,820,000	SC/SEQ/AD	2.25	FIX	38377MC38	August 2023
		VK	21,820,000	SC/SEQ/AD	2.50	FIX	38377MC46	August 2023
		VL	21,820,000	SC/SEQ/AD	2.75	FIX	38377M2Z8	August 2023
		VM	21,820,000	SC/SEQ/AD	3.00	FIX	38377M3A2	August 2023
		VN	21,820,000	SC/SEQ/AD	3.25	FIX	38377M3B0	August 2023
		VP	21,820,000	SC/SEQ/AD	3.50	FIX	38377M3C8	August 2023
		VU	21,820,000	SC/SEQ/AD	3.75	FIX	38377M3D6	August 2023
		VW	21,820,000	SC/SEQ/AD	4.00	FIX	38377M3E4	August 2023
		VX	21,820,000	SC/SEQ/AD	4.25	FIX	38377M3F1	August 2023
Combination 23								
HV	$ 21,820,000	MY	$ 66,116,544	SC/SEQ/AD	4.50%	FIX	38377M3G9	August 2040
KV	16,035,000							
ZK	28,261,544							
Security Groups 12 and 13								
Combination 24(7)								
QS	$ 14,809,123	MS	$ 59,451,726	NTL (SC/PT)	(5)	INV/IO	38377M3H7	April 2039
SQ	44,642,603							

(1) All exchanges must comply with minimum denomination 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 10, 11, 12, 16, 17, 18, 20, 21 and 22 various subcombinations are permitted. See *"Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

(7) Combinations 9, 15 and 24 are derived from REMIC Classes of separate Security Groups.

Schedule II

SCHEDULED PRINCIPAL BALANCES

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
Initial Balance	$285,847,000.00	$7,591,000.00	$15,553,000.00
December 2010	285,045,680.72	7,591,000.00	15,553,000.00
January 2011	284,156,699.52	7,545,567.16	15,449,908.76
February 2011	283,181,273.81	7,499,973.41	15,335,262.48
March 2011	282,119,880.81	7,454,218.18	15,209,146.89
April 2011	280,973,064.48	7,408,300.90	15,071,667.69
May 2011	279,741,435.24	7,362,221.00	14,922,950.44
June 2011	278,425,669.46	7,315,977.90	14,763,140.45
July 2011	277,026,509.00	7,269,571.02	14,592,402.58
August 2011	275,544,760.54	7,222,999.79	14,410,921.03
September 2011	273,981,294.97	7,176,263.61	14,218,899.09
October 2011	272,337,046.54	7,129,361.91	14,016,558.81
November 2011	270,613,012.03	7,082,294.10	13,804,140.64
December 2011	268,810,249.82	7,035,059.60	13,581,903.10
January 2012	266,929,878.85	6,987,657.80	13,350,122.26
February 2012	264,973,077.49	6,940,088.12	13,109,091.32
March 2012	262,941,082.43	6,892,349.97	12,859,120.09
April 2012	260,835,187.31	6,844,442.74	12,600,534.41
May 2012	258,656,741.48	6,796,365.84	12,333,675.59
June 2012	256,407,148.53	6,748,118.67	12,058,899.74
July 2012	254,087,864.82	6,699,700.62	11,776,577.16
August 2012	251,700,397.93	6,651,111.10	11,487,091.57
September 2012	249,246,305.03	6,602,349.48	11,190,839.46
October 2012	246,727,191.19	6,553,415.17	10,888,229.25
November 2012	244,144,707.62	6,504,307.55	10,579,680.56
December 2012	241,500,549.90	6,455,026.01	10,265,623.35
January 2013	238,796,456.03	6,405,569.92	9,946,497.10
February 2013	236,034,204.59	6,355,938.68	9,622,749.93
March 2013	233,295,419.53	6,306,131.67	9,305,077.59
April 2013	230,579,909.57	6,256,148.25	8,993,385.94
May 2013	227,887,484.98	6,205,987.81	8,687,582.01
June 2013	225,217,957.52	6,155,649.72	8,387,574.01
July 2013	222,571,140.48	6,105,133.34	8,093,271.33
August 2013	219,946,848.62	6,054,438.06	7,804,584.47
September 2013	217,344,898.18	6,003,563.22	7,521,425.11
October 2013	214,765,106.90	5,952,508.21	7,243,705.99
November 2013	212,207,293.94	5,901,272.38	6,971,341.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
December 2013	$209,671,279.92	$5,849,855.08	$ 6,704,245.12
January 2014	207,156,886.91	5,798,255.69	6,442,334.37
February 2014	204,663,938.39	5,746,473.54	6,185,525.89
March 2014	202,192,259.23	5,694,508.00	5,933,737.84
April 2014	199,741,675.74	5,642,358.42	5,686,889.43
May 2014	197,312,015.59	5,590,024.14	5,444,900.91
June 2014	194,903,107.85	5,537,504.51	5,207,693.52
July 2014	192,514,782.94	5,484,798.87	4,975,189.55
August 2014	190,146,872.65	5,431,906.57	4,747,312.23
September 2014	187,799,210.09	5,378,826.94	4,523,985.83
October 2014	185,471,629.75	5,325,559.32	4,305,135.54
November 2014	183,163,967.40	5,272,103.04	4,090,687.54
December 2014	180,876,060.16	5,218,457.44	3,880,568.94
January 2015	178,607,746.43	5,164,621.84	3,674,707.79
February 2015	176,358,865.90	5,110,595.58	3,473,033.07
March 2015	174,129,259.57	5,056,377.97	3,275,474.68
April 2015	171,918,769.70	5,001,968.34	3,081,963.41
May 2015	169,727,239.80	4,947,366.01	2,892,430.95
June 2015	167,554,514.64	4,892,570.30	2,706,809.86
July 2015	165,400,440.25	4,837,580.52	2,525,033.59
August 2015	163,264,863.87	4,782,395.99	2,347,036.44
September 2015	161,147,633.98	4,727,016.01	2,172,753.56
October 2015	159,048,600.27	4,671,439.89	2,002,120.94
November 2015	156,967,613.62	4,615,666.94	1,835,075.41
December 2015	154,904,526.12	4,559,696.46	1,671,554.61
January 2016	152,859,191.05	4,503,527.75	1,511,497.00
February 2016	150,831,462.84	4,447,160.11	1,354,841.83
March 2016	148,821,197.13	4,390,592.84	1,201,529.14
April 2016	146,828,250.66	4,333,825.22	1,051,499.78
May 2016	144,852,481.37	4,276,856.55	904,695.34
June 2016	142,893,748.31	4,219,686.12	761,058.18
July 2016	140,951,911.67	4,162,313.21	620,531.43
August 2016	139,026,832.76	4,104,737.10	483,058.94
September 2016	137,118,374.00	4,046,957.08	348,585.32
October 2016	135,226,398.92	3,988,972.42	217,055.89
November 2016	133,350,772.12	3,930,782.40	88,416.71
December 2016	131,491,359.32	3,872,386.28	0.00
January 2017	129,648,027.30	3,813,783.35	0.00
February 2017	127,820,643.91	3,754,972.87	0.00
March 2017	126,009,078.06	3,695,954.10	0.00
April 2017	124,213,199.71	3,636,726.30	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
May 2017	$122,432,879.87	$3,577,288.74	$ 0.00
June 2017	120,667,990.58	3,517,640.67	0.00
July 2017	118,918,404.90	3,457,781.35	0.00
August 2017	117,183,996.94	3,397,710.03	0.00
September 2017	115,464,641.77	3,337,425.95	0.00
October 2017	113,760,215.51	3,276,928.37	0.00
November 2017	112,070,595.26	3,216,216.52	0.00
December 2017	110,395,659.08	3,155,289.66	0.00
January 2018	108,735,286.05	3,094,147.01	0.00
February 2018	107,089,356.19	3,032,787.81	0.00
March 2018	105,457,750.51	2,971,211.30	0.00
April 2018	103,840,350.96	2,909,416.71	0.00
May 2018	102,237,040.43	2,847,403.26	0.00
June 2018	100,647,702.78	2,785,170.18	0.00
July 2018	99,075,591.47	2,721,032.34	0.00
August 2018	97,526,756.13	2,651,907.00	0.00
September 2018	96,000,862.89	2,577,903.62	0.00
October 2018	94,497,582.60	2,499,129.76	0.00
November 2018	93,016,590.70	2,415,691.12	0.00
December 2018	91,557,567.24	2,327,691.55	0.00
January 2019	90,120,196.72	2,235,233.12	0.00
February 2019	88,704,168.13	2,138,416.10	0.00
March 2019	87,309,174.79	2,037,339.00	0.00
April 2019	85,934,914.37	1,932,098.62	0.00
May 2019	84,581,088.78	1,822,790.05	0.00
June 2019	83,247,404.13	1,709,506.72	0.00
July 2019	81,933,570.68	1,592,340.38	0.00
August 2019	80,639,302.74	1,471,381.20	0.00
September 2019	79,364,318.68	1,346,717.72	0.00
October 2019	78,108,340.83	1,218,436.92	0.00
November 2019	76,871,095.41	1,086,624.23	0.00
December 2019	75,652,312.52	951,363.56	0.00
January 2020	74,451,726.07	812,737.29	0.00
February 2020	73,269,073.70	670,826.38	0.00
March 2020	72,104,096.79	525,710.26	0.00
April 2020	70,956,540.31	377,467.01	0.00
May 2020	69,826,152.89	226,173.22	0.00
June 2020	68,712,686.67	71,904.14	0.00
July 2020	67,615,897.30	0.00	0.00
August 2020	66,535,543.87	0.00	0.00
September 2020	65,471,388.89	0.00	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
October 2020	$ 64,423,198.22	$ 0.00	$ 0.00
November 2020	63,390,741.01	0.00	0.00
December 2020	62,373,789.70	0.00	0.00
January 2021	61,372,119.92	0.00	0.00
February 2021	60,385,510.50	0.00	0.00
March 2021	59,413,743.37	0.00	0.00
April 2021	58,456,603.56	0.00	0.00
May 2021	57,513,879.13	0.00	0.00
June 2021	56,585,361.16	0.00	0.00
July 2021	55,670,843.67	0.00	0.00
August 2021	54,770,123.59	0.00	0.00
September 2021	53,883,000.74	0.00	0.00
October 2021	53,009,277.78	0.00	0.00
November 2021	52,148,760.13	0.00	0.00
December 2021	51,301,256.02	0.00	0.00
January 2022	50,466,576.35	0.00	0.00
February 2022	49,644,534.73	0.00	0.00
March 2022	48,834,947.40	0.00	0.00
April 2022	48,037,633.21	0.00	0.00
May 2022	47,252,413.57	0.00	0.00
June 2022	46,479,112.45	0.00	0.00
July 2022	45,717,556.28	0.00	0.00
August 2022	44,967,573.99	0.00	0.00
September 2022	44,228,996.92	0.00	0.00
October 2022	43,501,658.81	0.00	0.00
November 2022	42,785,395.75	0.00	0.00
December 2022	42,080,046.18	0.00	0.00
January 2023	41,385,450.82	0.00	0.00
February 2023	40,701,452.66	0.00	0.00
March 2023	40,027,896.93	0.00	0.00
April 2023	39,364,631.04	0.00	0.00
May 2023	38,711,504.59	0.00	0.00
June 2023	38,068,369.32	0.00	0.00
July 2023	37,435,079.06	0.00	0.00
August 2023	36,811,489.75	0.00	0.00
September 2023	36,197,459.36	0.00	0.00
October 2023	35,592,847.89	0.00	0.00
November 2023	34,997,517.33	0.00	0.00
December 2023	34,411,331.65	0.00	0.00
January 2024	33,834,156.73	0.00	0.00
February 2024	33,265,860.41	0.00	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
March 2024	$ 32,706,312.37	$ 0.00	$ 0.00
April 2024	32,155,384.16	0.00	0.00
May 2024	31,612,949.19	0.00	0.00
June 2024	31,078,882.63	0.00	0.00
July 2024	30,553,061.48	0.00	0.00
August 2024	30,035,364.47	0.00	0.00
September 2024	29,525,672.05	0.00	0.00
October 2024	29,023,866.41	0.00	0.00
November 2024	28,529,831.41	0.00	0.00
December 2024	28,043,452.56	0.00	0.00
January 2025	27,564,617.02	0.00	0.00
February 2025	27,093,213.56	0.00	0.00
March 2025	26,629,132.54	0.00	0.00
April 2025	26,172,265.89	0.00	0.00
May 2025	25,722,507.08	0.00	0.00
June 2025	25,279,751.13	0.00	0.00
July 2025	24,843,894.54	0.00	0.00
August 2025	24,414,835.30	0.00	0.00
September 2025	23,992,472.85	0.00	0.00
October 2025	23,576,708.10	0.00	0.00
November 2025	23,167,443.35	0.00	0.00
December 2025	22,764,582.32	0.00	0.00
January 2026	22,368,030.11	0.00	0.00
February 2026	21,977,693.18	0.00	0.00
March 2026	21,593,479.32	0.00	0.00
April 2026	21,215,297.67	0.00	0.00
May 2026	20,843,058.66	0.00	0.00
June 2026	20,476,674.00	0.00	0.00
July 2026	20,116,056.68	0.00	0.00
August 2026	19,761,120.94	0.00	0.00
September 2026	19,411,782.25	0.00	0.00
October 2026	19,067,957.30	0.00	0.00
November 2026	18,729,563.97	0.00	0.00
December 2026	18,396,521.34	0.00	0.00
January 2027	18,068,749.64	0.00	0.00
February 2027	17,746,170.24	0.00	0.00
March 2027	17,428,705.68	0.00	0.00
April 2027	17,116,279.57	0.00	0.00
May 2027	16,808,816.65	0.00	0.00
June 2027	16,506,242.75	0.00	0.00
July 2027	16,208,484.75	0.00	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
August 2027	$ 15,915,470.59	$ 0.00	$ 0.00
September 2027	15,627,129.26	0.00	0.00
October 2027	15,343,390.78	0.00	0.00
November 2027	15,064,186.15	0.00	0.00
December 2027	14,789,447.41	0.00	0.00
January 2028	14,519,107.55	0.00	0.00
February 2028	14,253,100.53	0.00	0.00
March 2028	13,991,361.30	0.00	0.00
April 2028	13,733,825.70	0.00	0.00
May 2028	13,480,430.53	0.00	0.00
June 2028	13,231,113.52	0.00	0.00
July 2028	12,985,813.26	0.00	0.00
August 2028	12,744,469.25	0.00	0.00
September 2028	12,507,021.89	0.00	0.00
October 2028	12,273,412.40	0.00	0.00
November 2028	12,043,582.89	0.00	0.00
December 2028	11,817,476.29	0.00	0.00
January 2029	11,595,036.36	0.00	0.00
February 2029	11,376,207.68	0.00	0.00
March 2029	11,160,935.64	0.00	0.00
April 2029	10,949,166.42	0.00	0.00
May 2029	10,740,846.97	0.00	0.00
June 2029	10,535,925.03	0.00	0.00
July 2029	10,334,349.09	0.00	0.00
August 2029	10,136,068.40	0.00	0.00
September 2029	9,941,032.93	0.00	0.00
October 2029	9,749,193.39	0.00	0.00
November 2029	9,560,501.21	0.00	0.00
December 2029	9,374,908.52	0.00	0.00
January 2030	9,192,368.16	0.00	0.00
February 2030	9,012,833.64	0.00	0.00
March 2030	8,836,259.17	0.00	0.00
April 2030	8,662,599.62	0.00	0.00
May 2030	8,491,810.50	0.00	0.00
June 2030	8,323,847.99	0.00	0.00
July 2030	8,158,668.92	0.00	0.00
August 2030	7,996,230.72	0.00	0.00
September 2030	7,836,491.47	0.00	0.00
October 2030	7,679,409.84	0.00	0.00
November 2030	7,524,945.14	0.00	0.00
December 2030	7,373,057.23	0.00	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
January 2031	$ 7,223,706.59	$ 0.00	$ 0.00
February 2031	7,076,854.28	0.00	0.00
March 2031	6,932,461.90	0.00	0.00
April 2031	6,790,491.66	0.00	0.00
May 2031	6,650,906.28	0.00	0.00
June 2031	6,513,669.05	0.00	0.00
July 2031	6,378,743.79	0.00	0.00
August 2031	6,246,094.87	0.00	0.00
September 2031	6,115,687.16	0.00	0.00
October 2031	5,987,486.06	0.00	0.00
November 2031	5,861,457.47	0.00	0.00
December 2031	5,737,567.80	0.00	0.00
January 2032	5,615,783.95	0.00	0.00
February 2032	5,496,073.31	0.00	0.00
March 2032	5,378,403.75	0.00	0.00
April 2032	5,262,743.62	0.00	0.00
May 2032	5,149,061.71	0.00	0.00
June 2032	5,037,327.31	0.00	0.00
July 2032	4,927,510.13	0.00	0.00
August 2032	4,819,580.34	0.00	0.00
September 2032	4,713,508.56	0.00	0.00
October 2032	4,609,265.83	0.00	0.00
November 2032	4,506,823.63	0.00	0.00
December 2032	4,406,153.84	0.00	0.00
January 2033	4,307,228.79	0.00	0.00
February 2033	4,210,021.19	0.00	0.00
March 2033	4,114,504.17	0.00	0.00
April 2033	4,020,651.25	0.00	0.00
May 2033	3,928,436.35	0.00	0.00
June 2033	3,837,833.78	0.00	0.00
July 2033	3,748,818.21	0.00	0.00
August 2033	3,661,364.70	0.00	0.00
September 2033	3,575,448.70	0.00	0.00
October 2033	3,491,045.99	0.00	0.00
November 2033	3,408,132.73	0.00	0.00
December 2033	3,326,685.43	0.00	0.00
January 2034	3,246,680.95	0.00	0.00
February 2034	3,168,096.50	0.00	0.00
March 2034	3,090,909.63	0.00	0.00
April 2034	3,015,098.20	0.00	0.00
May 2034	2,940,640.44	0.00	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
June 2034	$ 2,867,514.87	$ 0.00	$ 0.00
July 2034	2,795,700.36	0.00	0.00
August 2034	2,725,176.07	0.00	0.00
September 2034	2,655,921.48	0.00	0.00
October 2034	2,587,916.39	0.00	0.00
November 2034	2,521,140.89	0.00	0.00
December 2034	2,455,575.36	0.00	0.00
January 2035	2,391,200.49	0.00	0.00
February 2035	2,327,997.25	0.00	0.00
March 2035	2,265,946.91	0.00	0.00
April 2035	2,205,030.99	0.00	0.00
May 2035	2,145,231.33	0.00	0.00
June 2035	2,086,530.00	0.00	0.00
July 2035	2,028,909.36	0.00	0.00
August 2035	1,972,352.04	0.00	0.00
September 2035	1,916,840.93	0.00	0.00
October 2035	1,862,359.17	0.00	0.00
November 2035	1,808,890.15	0.00	0.00
December 2035	1,756,417.53	0.00	0.00
January 2036	1,704,925.19	0.00	0.00
February 2036	1,654,397.28	0.00	0.00
March 2036	1,604,818.16	0.00	0.00
April 2036	1,556,172.46	0.00	0.00
May 2036	1,508,445.02	0.00	0.00
June 2036	1,461,620.91	0.00	0.00
July 2036	1,415,685.43	0.00	0.00
August 2036	1,370,624.10	0.00	0.00
September 2036	1,326,422.67	0.00	0.00
October 2036	1,283,067.09	0.00	0.00
November 2036	1,240,543.54	0.00	0.00
December 2036	1,198,838.40	0.00	0.00
January 2037	1,157,938.25	0.00	0.00
February 2037	1,117,829.89	0.00	0.00
March 2037	1,078,500.31	0.00	0.00
April 2037	1,039,936.70	0.00	0.00
May 2037	1,002,126.45	0.00	0.00
June 2037	965,057.13	0.00	0.00
July 2037	928,716.51	0.00	0.00
August 2037	893,092.54	0.00	0.00
September 2037	858,173.37	0.00	0.00
October 2037	823,947.32	0.00	0.00

Distribution Date	Classes EF, EG and EL (in the aggregate)	Class VA	Classes VA and VB (in the aggregate)
November 2037	$ 790,402.87	$ 0.00	$ 0.00
December 2037	757,528.71	0.00	0.00
January 2038	725,313.68	0.00	0.00
February 2038	693,746.79	0.00	0.00
March 2038	662,817.25	0.00	0.00
April 2038	632,514.39	0.00	0.00
May 2038	602,827.73	0.00	0.00
June 2038	573,746.96	0.00	0.00
July 2038	545,261.90	0.00	0.00
August 2038	517,362.55	0.00	0.00
September 2038	490,039.05	0.00	0.00
October 2038	463,281.71	0.00	0.00
November 2038	437,080.96	0.00	0.00
December 2038	411,427.41	0.00	0.00
January 2039	386,311.79	0.00	0.00
February 2039	361,724.99	0.00	0.00
March 2039	337,658.03	0.00	0.00
April 2039	314,102.07	0.00	0.00
May 2039	291,048.42	0.00	0.00
June 2039	268,488.50	0.00	0.00
July 2039	246,413.89	0.00	0.00
August 2039	224,816.28	0.00	0.00
September 2039	203,687.51	0.00	0.00
October 2039	183,019.52	0.00	0.00
November 2039	162,804.40	0.00	0.00
December 2039	143,034.34	0.00	0.00
January 2040	123,701.68	0.00	0.00
February 2040	104,798.85	0.00	0.00
March 2040	86,318.43	0.00	0.00
April 2040	68,253.08	0.00	0.00
May 2040	50,595.60	0.00	0.00
June 2040	33,338.90	0.00	0.00
July 2040	16,475.99	0.00	0.00
August 2040 and thereafter	0.00	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
Initial Balance	$354,064,839.00	$2,785,000.00	$4,944,000.00
December 2010	353,071,287.06	2,772,059.67	4,928,878.61
January 2011	351,970,152.20	2,760,021.54	4,910,010.20
February 2011	350,761,943.01	2,745,604.87	4,887,414.99
March 2011	349,447,250.59	2,728,827.03	4,861,118.12
April 2011	348,026,748.75	2,709,709.20	4,831,149.65
May 2011	346,501,193.54	2,688,276.41	4,797,544.52
June 2011	344,871,422.78	2,664,557.43	4,760,342.53
July 2011	343,138,355.35	2,638,584.80	4,719,588.28
August 2011	341,302,990.46	2,610,394.77	4,675,331.16
September 2011	339,366,406.82	2,580,027.24	4,627,625.23
October 2011	337,329,761.64	2,547,525.72	4,576,529.22
November 2011	335,194,289.60	2,512,937.27	4,522,106.44
December 2011	332,961,301.64	2,476,312.39	4,464,424.64
January 2012	330,632,183.73	2,437,705.00	4,403,556.03
February 2012	328,208,395.48	2,397,172.31	4,339,577.07
March 2012	325,691,468.67	2,354,774.75	4,272,568.46
April 2012	323,083,005.71	2,310,575.87	4,202,614.98
May 2012	320,384,677.96	2,264,642.19	4,129,805.36
June 2012	317,598,223.95	2,217,043.18	4,054,232.22
July 2012	314,725,447.63	2,167,851.04	3,975,991.85
August 2012	311,768,216.33	2,117,140.64	3,895,184.15
September 2012	308,728,458.86	2,064,989.37	3,811,912.43
October 2012	305,608,163.31	2,011,477.00	3,726,283.33
November 2012	302,409,374.99	1,956,685.53	3,638,406.55
December 2012	299,134,194.07	1,900,699.07	3,548,394.80
January 2013	295,784,773.38	1,843,603.68	3,456,363.59
February 2013	292,363,315.92	1,785,487.19	3,362,431.03
March 2013	288,970,925.04	1,728,591.31	3,270,137.53
April 2013	285,607,363.83	1,672,899.44	3,179,465.14
May 2013	282,272,397.26	1,618,395.17	3,090,396.09
June 2013	278,965,792.19	1,565,062.27	3,002,912.79
July 2013	275,687,317.32	1,512,884.70	2,916,997.78
August 2013	272,436,743.22	1,461,846.62	2,832,633.77
September 2013	269,213,842.30	1,411,932.34	2,749,803.65
October 2013	266,018,388.76	1,363,126.39	2,668,490.43
November 2013	262,850,158.63	1,315,413.45	2,588,677.33
December 2013	259,708,929.72	1,268,778.38	2,510,347.68
January 2014	256,594,481.63	1,223,206.23	2,433,484.99
February 2014	253,506,595.71	1,178,682.21	2,358,072.90

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
March 2014	$250,445,055.05	$1,135,191.71	$2,284,095.22
April 2014	247,409,644.50	1,092,720.28	2,211,535.91
May 2014	244,400,150.61	1,051,253.65	2,140,379.08
June 2014	241,416,361.64	1,010,777.71	2,070,608.96
July 2014	238,458,067.56	971,278.50	2,002,209.97
August 2014	235,525,060.00	932,742.25	1,935,166.65
September 2014	232,617,132.27	895,155.34	1,869,463.68
October 2014	229,734,079.33	858,504.29	1,805,085.90
November 2014	226,875,697.78	822,775.80	1,742,018.28
December 2014	224,041,785.85	787,956.72	1,680,245.94
January 2015	221,232,143.39	754,034.06	1,619,754.11
February 2015	218,446,571.83	720,994.97	1,560,528.21
March 2015	215,684,874.22	688,826.75	1,502,553.75
April 2015	212,946,855.16	657,516.87	1,445,816.40
May 2015	210,232,320.84	627,052.93	1,390,301.95
June 2015	207,541,078.99	597,422.66	1,335,996.34
July 2015	204,872,938.86	568,613.99	1,282,885.62
August 2015	202,227,711.27	540,614.92	1,230,956.00
September 2015	199,605,208.52	513,413.66	1,180,193.80
October 2015	197,005,244.42	486,998.50	1,130,585.47
November 2015	194,427,634.29	461,357.92	1,082,117.59
December 2015	191,872,194.91	436,480.51	1,034,776.88
January 2016	189,338,744.53	412,354.98	988,550.16
February 2016	186,827,102.87	388,970.22	943,424.39
March 2016	184,337,091.09	366,315.21	899,386.66
April 2016	181,868,531.76	344,379.08	856,424.17
May 2016	179,421,248.91	323,151.09	814,524.24
June 2016	176,995,067.96	302,620.62	773,674.32
July 2016	174,589,815.72	282,777.19	733,861.98
August 2016	172,205,320.41	263,610.43	695,074.90
September 2016	169,841,411.62	245,110.11	657,300.88
October 2016	167,497,920.29	227,266.11	620,527.83
November 2016	165,174,678.75	210,068.44	584,743.79
December 2016	162,871,520.65	193,507.22	549,936.91
January 2017	160,588,280.97	177,572.71	516,095.43
February 2017	158,324,796.02	162,255.27	483,207.76
March 2017	156,080,903.45	147,545.37	451,262.34
April 2017	153,856,442.17	133,433.62	420,247.78
May 2017	151,651,252.40	119,910.72	390,152.80
June 2017	149,465,175.66	106,967.49	360,966.19

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
July 2017	$147,298,054.71	$ 94,594.87	$ 332,676.88
August 2017	145,149,733.60	82,783.91	305,273.89
September 2017	143,020,057.62	71,525.75	278,746.35
October 2017	140,908,873.29	60,811.67	253,083.50
November 2017	138,816,028.39	50,633.02	228,274.68
December 2017	136,741,371.90	40,981.28	204,309.34
January 2018	134,684,754.02	31,848.03	181,177.01
February 2018	132,646,026.16	23,224.94	158,867.34
March 2018	130,625,040.90	15,103.82	137,370.08
April 2018	128,621,652.04	7,476.53	116,675.08
May 2018	126,635,714.53	1,772.53	96,772.28
June 2018	124,667,084.48	0.00	77,651.71
July 2018	122,719,791.82	0.00	59,303.54
August 2018	120,801,329.89	0.00	41,717.97
September 2018	118,911,285.15	0.00	24,885.35
October 2018	117,049,249.89	0.00	11,083.11
November 2018	115,214,822.11	0.00	2,617.59
December 2018	113,407,605.48	0.00	0.00
January 2019	111,627,209.25	0.00	0.00
February 2019	109,873,248.13	0.00	0.00
March 2019	108,145,342.31	0.00	0.00
April 2019	106,443,117.27	0.00	0.00
May 2019	104,766,203.79	0.00	0.00
June 2019	103,114,237.85	0.00	0.00
July 2019	101,486,860.56	0.00	0.00
August 2019	99,883,718.06	0.00	0.00
September 2019	98,304,461.49	0.00	0.00
October 2019	96,748,746.92	0.00	0.00
November 2019	95,216,235.25	0.00	0.00
December 2019	93,706,592.16	0.00	0.00
January 2020	92,219,488.05	0.00	0.00
February 2020	90,754,597.96	0.00	0.00
March 2020	89,311,601.53	0.00	0.00
April 2020	87,890,182.90	0.00	0.00
May 2020	86,490,030.69	0.00	0.00
June 2020	85,110,837.88	0.00	0.00
July 2020	83,752,301.82	0.00	0.00
August 2020	82,414,124.12	0.00	0.00
September 2020	81,096,010.59	0.00	0.00
October 2020	79,797,671.22	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
November 2020	$ 78,518,820.07	$ 0.00	$ 0.00
December 2020	77,259,175.27	0.00	0.00
January 2021	76,018,458.92	0.00	0.00
February 2021	74,796,397.05	0.00	0.00
March 2021	73,592,719.55	0.00	0.00
April 2021	72,407,160.15	0.00	0.00
May 2021	71,239,456.35	0.00	0.00
June 2021	70,089,349.34	0.00	0.00
July 2021	68,956,583.99	0.00	0.00
August 2021	67,840,908.79	0.00	0.00
September 2021	66,742,075.78	0.00	0.00
October 2021	65,659,840.50	0.00	0.00
November 2021	64,593,961.96	0.00	0.00
December 2021	63,544,202.61	0.00	0.00
January 2022	62,510,328.24	0.00	0.00
February 2022	61,492,107.96	0.00	0.00
March 2022	60,489,314.16	0.00	0.00
April 2022	59,501,722.46	0.00	0.00
May 2022	58,529,111.66	0.00	0.00
June 2022	57,571,263.70	0.00	0.00
July 2022	56,627,963.62	0.00	0.00
August 2022	55,698,999.49	0.00	0.00
September 2022	54,784,162.41	0.00	0.00
October 2022	53,883,246.45	0.00	0.00
November 2022	52,996,048.58	0.00	0.00
December 2022	52,122,368.69	0.00	0.00
January 2023	51,262,009.48	0.00	0.00
February 2023	50,414,776.47	0.00	0.00
March 2023	49,580,477.94	0.00	0.00
April 2023	48,758,924.92	0.00	0.00
May 2023	47,949,931.10	0.00	0.00
June 2023	47,153,312.82	0.00	0.00
July 2023	46,368,889.06	0.00	0.00
August 2023	45,596,481.35	0.00	0.00
September 2023	44,835,913.78	0.00	0.00
October 2023	44,087,012.94	0.00	0.00
November 2023	43,349,607.88	0.00	0.00
December 2023	42,623,530.10	0.00	0.00
January 2024	41,908,613.50	0.00	0.00
February 2024	41,204,694.35	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
March 2024	$ 40,511,611.24	$ 0.00	$ 0.00
April 2024	39,829,205.07	0.00	0.00
May 2024	39,157,319.03	0.00	0.00
June 2024	38,495,798.51	0.00	0.00
July 2024	37,844,491.15	0.00	0.00
August 2024	37,203,246.73	0.00	0.00
September 2024	36,571,917.20	0.00	0.00
October 2024	35,950,356.60	0.00	0.00
November 2024	35,338,421.09	0.00	0.00
December 2024	34,735,968.86	0.00	0.00
January 2025	34,142,860.13	0.00	0.00
February 2025	33,558,957.14	0.00	0.00
March 2025	32,984,124.07	0.00	0.00
April 2025	32,418,227.06	0.00	0.00
May 2025	31,861,134.19	0.00	0.00
June 2025	31,312,715.37	0.00	0.00
July 2025	30,772,842.44	0.00	0.00
August 2025	30,241,389.03	0.00	0.00
September 2025	29,718,230.59	0.00	0.00
October 2025	29,203,244.37	0.00	0.00
November 2025	28,696,309.38	0.00	0.00
December 2025	28,197,306.33	0.00	0.00
January 2026	27,706,117.70	0.00	0.00
February 2026	27,222,627.61	0.00	0.00
March 2026	26,746,721.85	0.00	0.00
April 2026	26,278,287.87	0.00	0.00
May 2026	25,817,214.73	0.00	0.00
June 2026	25,363,393.07	0.00	0.00
July 2026	24,916,715.12	0.00	0.00
August 2026	24,477,074.64	0.00	0.00
September 2026	24,044,366.95	0.00	0.00
October 2026	23,618,488.83	0.00	0.00
November 2026	23,199,338.58	0.00	0.00
December 2026	22,786,815.96	0.00	0.00
January 2027	22,380,822.17	0.00	0.00
February 2027	21,981,259.82	0.00	0.00
March 2027	21,588,032.94	0.00	0.00
April 2027	21,201,046.94	0.00	0.00
May 2027	20,820,208.59	0.00	0.00
June 2027	20,445,426.00	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
July 2027	$ 20,076,608.62	$ 0.00	$ 0.00
August 2027	19,713,667.19	0.00	0.00
September 2027	19,356,513.76	0.00	0.00
October 2027	19,005,061.63	0.00	0.00
November 2027	18,659,225.36	0.00	0.00
December 2027	18,318,920.74	0.00	0.00
January 2028	17,984,064.78	0.00	0.00
February 2028	17,654,575.71	0.00	0.00
March 2028	17,330,372.90	0.00	0.00
April 2028	17,011,376.92	0.00	0.00
May 2028	16,697,509.49	0.00	0.00
June 2028	16,388,693.44	0.00	0.00
July 2028	16,084,852.74	0.00	0.00
August 2028	15,785,912.46	0.00	0.00
September 2028	15,491,798.73	0.00	0.00
October 2028	15,202,438.79	0.00	0.00
November 2028	14,917,760.90	0.00	0.00
December 2028	14,637,694.39	0.00	0.00
January 2029	14,362,169.60	0.00	0.00
February 2029	14,091,117.88	0.00	0.00
March 2029	13,824,471.58	0.00	0.00
April 2029	13,562,164.03	0.00	0.00
May 2029	13,304,129.55	0.00	0.00
June 2029	13,050,303.38	0.00	0.00
July 2029	12,800,621.73	0.00	0.00
August 2029	12,555,021.73	0.00	0.00
September 2029	12,313,441.41	0.00	0.00
October 2029	12,075,819.73	0.00	0.00
November 2029	11,842,096.53	0.00	0.00
December 2029	11,612,212.50	0.00	0.00
January 2030	11,386,109.23	0.00	0.00
February 2030	11,163,729.15	0.00	0.00
March 2030	10,945,015.52	0.00	0.00
April 2030	10,729,912.44	0.00	0.00
May 2030	10,518,364.82	0.00	0.00
June 2030	10,310,318.39	0.00	0.00
July 2030	10,105,719.64	0.00	0.00
August 2030	9,904,515.88	0.00	0.00
September 2030	9,706,655.16	0.00	0.00
October 2030	9,512,086.31	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
November 2030	$ 9,320,758.89	$ 0.00	$ 0.00
December 2030	9,132,623.23	0.00	0.00
January 2031	8,947,630.35	0.00	0.00
February 2031	8,765,732.01	0.00	0.00
March 2031	8,586,880.67	0.00	0.00
April 2031	8,411,029.50	0.00	0.00
May 2031	8,238,132.34	0.00	0.00
June 2031	8,068,143.70	0.00	0.00
July 2031	7,901,018.80	0.00	0.00
August 2031	7,736,713.46	0.00	0.00
September 2031	7,575,184.20	0.00	0.00
October 2031	7,416,388.15	0.00	0.00
November 2031	7,260,283.08	0.00	0.00
December 2031	7,106,827.38	0.00	0.00
January 2032	6,955,980.05	0.00	0.00
February 2032	6,807,700.69	0.00	0.00
March 2032	6,661,949.52	0.00	0.00
April 2032	6,518,687.31	0.00	0.00
May 2032	6,377,875.44	0.00	0.00
June 2032	6,239,475.83	0.00	0.00
July 2032	6,103,450.99	0.00	0.00
August 2032	5,969,763.97	0.00	0.00
September 2032	5,838,378.36	0.00	0.00
October 2032	5,709,258.30	0.00	0.00
November 2032	5,582,368.46	0.00	0.00
December 2032	5,457,674.03	0.00	0.00
January 2033	5,335,140.70	0.00	0.00
February 2033	5,214,734.69	0.00	0.00
March 2033	5,096,422.72	0.00	0.00
April 2033	4,980,171.98	0.00	0.00
May 2033	4,865,950.17	0.00	0.00
June 2033	4,753,725.46	0.00	0.00
July 2033	4,643,466.50	0.00	0.00
August 2033	4,535,142.38	0.00	0.00
September 2033	4,428,722.69	0.00	0.00
October 2033	4,324,177.43	0.00	0.00
November 2033	4,221,477.08	0.00	0.00
December 2033	4,120,592.54	0.00	0.00
January 2034	4,021,495.15	0.00	0.00
February 2034	3,924,156.67	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
March 2034	$ 3,828,549.29	$ 0.00	$ 0.00
April 2034	3,734,645.62	0.00	0.00
May 2034	3,642,418.65	0.00	0.00
June 2034	3,551,841.81	0.00	0.00
July 2034	3,462,888.90	0.00	0.00
August 2034	3,375,534.12	0.00	0.00
September 2034	3,289,752.06	0.00	0.00
October 2034	3,205,517.69	0.00	0.00
November 2034	3,122,806.34	0.00	0.00
December 2034	3,041,593.72	0.00	0.00
January 2035	2,961,855.91	0.00	0.00
February 2035	2,883,569.34	0.00	0.00
March 2035	2,806,710.80	0.00	0.00
April 2035	2,731,257.42	0.00	0.00
May 2035	2,657,186.68	0.00	0.00
June 2035	2,584,476.39	0.00	0.00
July 2035	2,513,104.69	0.00	0.00
August 2035	2,443,050.08	0.00	0.00
September 2035	2,374,291.35	0.00	0.00
October 2035	2,306,807.62	0.00	0.00
November 2035	2,240,578.33	0.00	0.00
December 2035	2,175,583.21	0.00	0.00
January 2036	2,111,802.33	0.00	0.00
February 2036	2,049,216.02	0.00	0.00
March 2036	1,987,804.95	0.00	0.00
April 2036	1,927,550.04	0.00	0.00
May 2036	1,868,432.54	0.00	0.00
June 2036	1,810,433.94	0.00	0.00
July 2036	1,753,536.04	0.00	0.00
August 2036	1,697,720.92	0.00	0.00
September 2036	1,642,970.90	0.00	0.00
October 2036	1,589,268.60	0.00	0.00
November 2036	1,536,596.89	0.00	0.00
December 2036	1,484,938.89	0.00	0.00
January 2037	1,434,278.00	0.00	0.00
February 2037	1,384,597.86	0.00	0.00
March 2037	1,335,882.35	0.00	0.00
April 2037	1,288,115.61	0.00	0.00
May 2037	1,241,282.01	0.00	0.00
June 2037	1,195,366.16	0.00	0.00

Distribution Date	Classes BA, BL, EB, EC, EH, FB, JF, JV, LE, VC and ZC (in the aggregate)	Class PM	Class JD
July 2037	$ 1,150,352.93	$ 0.00	$ 0.00
August 2037	1,106,227.37	0.00	0.00
September 2037	1,062,974.81	0.00	0.00
October 2037	1,020,580.77	0.00	0.00
November 2037	979,031.00	0.00	0.00
December 2037	938,311.48	0.00	0.00
January 2038	898,408.40	0.00	0.00
February 2038	859,308.14	0.00	0.00
March 2038	820,997.31	0.00	0.00
April 2038	783,462.74	0.00	0.00
May 2038	746,691.42	0.00	0.00
June 2038	710,670.57	0.00	0.00
July 2038	675,387.61	0.00	0.00
August 2038	640,830.13	0.00	0.00
September 2038	606,985.94	0.00	0.00
October 2038	573,843.00	0.00	0.00
November 2038	541,389.50	0.00	0.00
December 2038	509,613.77	0.00	0.00
January 2039	478,504.36	0.00	0.00
February 2039	448,049.96	0.00	0.00
March 2039	418,239.47	0.00	0.00
April 2039	389,061.93	0.00	0.00
May 2039	360,506.56	0.00	0.00
June 2039	332,562.77	0.00	0.00
July 2039	305,220.09	0.00	0.00
August 2039	278,468.26	0.00	0.00
September 2039	252,297.14	0.00	0.00
October 2039	226,696.78	0.00	0.00
November 2039	201,657.35	0.00	0.00
December 2039	177,169.21	0.00	0.00
January 2040	153,222.85	0.00	0.00
February 2040	129,808.90	0.00	0.00
March 2040	106,918.16	0.00	0.00
April 2040	84,541.55	0.00	0.00
May 2040	62,670.15	0.00	0.00
June 2040	41,295.17	0.00	0.00
July 2040	20,407.96	0.00	0.00
August 2040 and thereafter	0.00	0.00	0.00

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
Initial Balance	$233,730,000.00	$6,984,000.00	$110,008,000.00
December 2010	233,081,881.92	6,962,141.79	109,037,578.53
January 2011	232,371,145.89	6,935,130.46	108,095,510.43
February 2011	231,598,956.36	6,902,783.78	107,114,989.25
March 2011	230,765,631.86	6,865,138.06	106,096,686.13
April 2011	229,871,529.02	6,822,236.81	105,041,303.30
May 2011	228,917,042.33	6,774,130.69	103,949,573.26
June 2011	227,902,603.94	6,720,877.47	102,822,257.96
July 2011	226,828,683.31	6,662,541.98	101,660,147.90
August 2011	225,695,786.98	6,599,196.02	100,464,260.87
September 2011	224,504,458.10	6,530,918.29	99,235,715.64
October 2011	223,255,276.13	6,457,794.27	97,978,187.38
November 2011	221,948,856.33	6,379,916.15	96,694,100.72
December 2011	220,585,849.31	6,297,382.68	95,387,642.84
January 2012	219,166,940.53	6,210,299.06	94,065,368.04
February 2012	217,692,849.72	6,118,776.76	92,734,369.09
March 2012	216,164,330.31	6,022,933.41	91,402,524.87
April 2012	214,582,168.80	5,922,892.61	90,070,751.00
May 2012	212,947,184.10	5,818,783.76	88,743,770.00
June 2012	211,260,226.84	5,710,741.88	87,428,968.44
July 2012	209,522,178.66	5,598,907.40	86,126,238.59
August 2012	207,733,951.41	5,483,425.97	84,835,473.64
September 2012	205,896,486.39	5,364,448.24	83,556,567.69
October 2012	204,010,753.52	5,242,129.62	82,289,415.80
November 2012	202,077,750.49	5,116,630.07	81,033,913.91
December 2012	200,098,501.87	4,988,113.84	79,789,958.87
January 2013	198,074,058.22	4,856,749.25	78,557,448.45
February 2013	196,005,495.12	4,722,708.41	77,336,281.28
March 2013	193,950,782.25	4,591,055.57	76,126,356.89
April 2013	191,909,831.13	4,461,763.92	74,927,575.68
May 2013	189,882,553.83	4,334,806.88	73,739,838.90
June 2013	187,868,862.98	4,210,158.14	72,563,048.69
July 2013	185,868,671.76	4,087,791.60	71,397,108.02
August 2013	183,881,893.88	3,967,681.47	70,241,920.71
September 2013	181,908,443.60	3,849,802.15	69,097,391.40
October 2013	179,948,235.73	3,734,128.31	67,963,425.60
November 2013	178,001,185.61	3,620,634.84	66,839,929.61
December 2013	176,067,209.09	3,509,296.91	65,726,810.54
January 2014	174,146,222.58	3,400,089.87	64,623,976.34
February 2014	172,238,142.99	3,292,989.37	63,531,335.74

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
March 2014	$170,342,887.77	$3,187,971.22	$ 62,448,798.26
April 2014	168,460,374.88	3,085,011.52	61,376,274.22
May 2014	166,590,522.78	2,984,086.59	60,313,674.72
June 2014	164,733,250.48	2,885,172.93	59,260,911.62
July 2014	162,888,477.47	2,788,247.32	58,217,897.58
August 2014	161,056,123.75	2,693,286.73	57,184,545.98
September 2014	159,236,109.82	2,600,268.37	56,160,770.98
October 2014	157,428,356.69	2,509,169.66	55,146,487.48
November 2014	155,632,785.87	2,419,968.22	54,141,611.12
December 2014	153,849,319.34	2,332,641.93	53,146,058.28
January 2015	152,077,879.59	2,247,168.83	52,159,746.08
February 2015	150,318,389.59	2,163,527.21	51,182,592.33
March 2015	148,570,772.80	2,081,695.56	50,214,515.58
April 2015	146,834,953.15	2,001,652.55	49,255,435.08
May 2015	145,110,855.06	1,923,377.11	48,305,270.80
June 2015	143,398,403.41	1,846,848.32	47,363,943.39
July 2015	141,697,523.58	1,772,045.48	46,431,374.20
August 2015	140,008,141.38	1,698,948.12	45,507,485.26
September 2015	138,330,183.12	1,627,535.93	44,592,199.28
October 2015	136,663,575.56	1,557,788.80	43,685,439.66
November 2015	135,008,245.91	1,489,686.84	42,787,130.44
December 2015	133,364,121.86	1,423,210.34	41,897,196.35
January 2016	131,731,131.54	1,358,339.77	41,015,562.76
February 2016	130,109,203.52	1,295,055.81	40,142,155.69
March 2016	128,498,266.86	1,233,339.31	39,276,901.82
April 2016	126,898,251.02	1,173,171.32	38,419,728.46
May 2016	125,309,085.94	1,114,533.07	37,570,563.55
June 2016	123,730,701.97	1,057,405.97	36,729,335.66
July 2016	122,163,029.91	1,001,771.62	35,895,974.00
August 2016	120,606,001.01	947,611.80	35,070,408.37
September 2016	119,059,546.93	894,908.46	34,252,569.21
October 2016	117,523,599.77	843,643.72	33,442,387.54
November 2016	115,998,092.06	793,799.90	32,639,795.02
December 2016	114,482,956.76	745,359.48	31,844,723.86
January 2017	112,978,127.22	698,305.10	31,057,106.90
February 2017	111,483,537.25	652,619.60	30,276,877.55
March 2017	109,999,121.06	608,285.95	29,503,969.80
April 2017	108,524,813.26	565,287.34	28,738,318.22
May 2017	107,060,548.89	523,607.07	27,979,857.95
June 2017	105,606,263.39	483,228.64	27,228,524.71

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
July 2017	$104,161,892.61	$ 444,135.71	$ 26,484,254.76
August 2017	102,727,372.81	406,312.09	25,746,986.20
September 2017	101,302,640.63	369,741.76	25,020,560.84
October 2017	99,887,633.14	334,408.85	24,304,824.17
November 2017	98,482,287.77	300,297.66	23,599,623.86
December 2017	97,086,542.37	267,392.63	22,904,809.67
January 2018	95,700,335.17	235,678.38	22,220,233.49
February 2018	94,323,604.81	205,139.65	21,545,749.27
March 2018	92,956,290.27	175,761.36	20,881,213.01
April 2018	91,598,330.96	147,528.57	20,226,482.70
May 2018	90,249,666.66	120,426.48	19,581,418.34
June 2018	88,910,237.51	94,440.46	18,945,881.89
July 2018	87,579,984.05	69,556.00	18,319,737.24
August 2018	86,258,847.17	45,758.77	17,702,850.16
September 2018	84,946,768.17	26,077.01	17,095,088.33
October 2018	83,643,688.67	11,966.96	16,496,321.28
November 2018	82,349,550.71	3,312.66	15,906,420.34
December 2018	81,064,296.65	0.00	15,325,258.68
January 2019	79,791,660.94	0.00	14,752,711.22
February 2019	78,537,921.18	0.00	14,188,654.64
March 2019	77,302,805.86	0.00	13,632,967.36
April 2019	76,086,047.30	0.00	13,085,529.47
May 2019	74,887,381.56	0.00	12,546,222.80
June 2019	73,706,548.44	0.00	11,948,041.29
July 2019	72,543,291.39	0.00	11,355,550.06
August 2019	71,397,357.49	0.00	10,950,693.12
September 2019	70,268,497.38	0.00	10,551,845.37
October 2019	69,156,465.19	0.00	10,158,920.74
November 2019	68,061,018.55	0.00	9,771,834.32
December 2019	66,981,918.47	0.00	9,390,502.43
January 2020	65,918,929.37	0.00	9,014,842.53
February 2020	64,871,818.96	0.00	8,644,773.26
March 2020	63,840,358.24	0.00	8,280,214.40
April 2020	62,824,321.43	0.00	7,921,086.84
May 2020	61,823,485.96	0.00	7,567,312.60
June 2020	60,837,632.37	0.00	7,218,814.79
July 2020	59,866,544.32	0.00	6,875,517.59
August 2020	58,910,008.52	0.00	6,537,346.25
September 2020	57,967,814.70	0.00	6,204,227.07
October 2020	57,039,755.53	0.00	5,876,087.39

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
November 2020	$ 56,125,626.64	$ 0.00	$ 5,552,855.58
December 2020	55,225,226.53	0.00	5,234,460.99
January 2021	54,338,356.58	0.00	4,920,833.99
February 2021	53,464,820.93	0.00	4,611,905.92
March 2021	52,604,426.52	0.00	4,307,609.08
April 2021	51,756,983.01	0.00	0.00
May 2021	50,922,302.77	0.00	0.00
June 2021	50,100,200.80	0.00	0.00
July 2021	49,290,494.74	0.00	0.00
August 2021	48,493,004.79	0.00	0.00
September 2021	47,707,553.71	0.00	0.00
October 2021	46,933,966.78	0.00	0.00
November 2021	46,172,071.73	0.00	0.00
December 2021	45,421,698.74	0.00	0.00
January 2022	44,682,680.41	0.00	0.00
February 2022	43,954,851.71	0.00	0.00
March 2022	43,238,049.92	0.00	0.00
April 2022	42,532,114.67	0.00	0.00
May 2022	41,836,887.84	0.00	0.00
June 2022	41,152,213.55	0.00	0.00
July 2022	40,477,938.16	0.00	0.00
August 2022	39,813,910.18	0.00	0.00
September 2022	39,159,980.27	0.00	0.00
October 2022	38,516,001.25	0.00	0.00
November 2022	37,881,827.99	0.00	0.00
December 2022	37,257,317.44	0.00	0.00
January 2023	36,642,328.58	0.00	0.00
February 2023	36,036,722.39	0.00	0.00
March 2023	35,440,361.83	0.00	0.00
April 2023	34,853,111.81	0.00	0.00
May 2023	34,274,839.17	0.00	0.00
June 2023	33,705,412.63	0.00	0.00
July 2023	33,144,702.79	0.00	0.00
August 2023	32,592,582.08	0.00	0.00
September 2023	32,048,924.76	0.00	0.00
October 2023	31,513,606.87	0.00	0.00
November 2023	30,986,506.22	0.00	0.00
December 2023	30,467,502.37	0.00	0.00
January 2024	29,956,476.58	0.00	0.00
February 2024	29,453,311.81	0.00	0.00

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
March 2024	$ 28,957,892.70	$ 0.00	$ 0.00
April 2024	28,470,105.52	0.00	0.00
May 2024	27,989,838.18	0.00	0.00
June 2024	27,516,980.16	0.00	0.00
July 2024	27,051,422.56	0.00	0.00
August 2024	26,593,057.99	0.00	0.00
September 2024	26,141,780.63	0.00	0.00
October 2024	25,697,486.16	0.00	0.00
November 2024	25,260,071.74	0.00	0.00
December 2024	24,829,436.02	0.00	0.00
January 2025	24,405,479.07	0.00	0.00
February 2025	23,988,102.43	0.00	0.00
March 2025	23,577,209.01	0.00	0.00
April 2025	23,172,703.14	0.00	0.00
May 2025	22,774,490.50	0.00	0.00
June 2025	22,382,478.12	0.00	0.00
July 2025	21,996,574.37	0.00	0.00
August 2025	21,616,688.94	0.00	0.00
September 2025	21,242,732.80	0.00	0.00
October 2025	20,874,618.20	0.00	0.00
November 2025	20,512,258.65	0.00	0.00
December 2025	20,155,568.90	0.00	0.00
January 2026	19,804,464.92	0.00	0.00
February 2026	19,458,863.90	0.00	0.00
March 2026	19,118,684.20	0.00	0.00
April 2026	18,783,845.36	0.00	0.00
May 2026	18,454,268.08	0.00	0.00
June 2026	18,129,874.20	0.00	0.00
July 2026	17,810,586.67	0.00	0.00
August 2026	17,496,329.56	0.00	0.00
September 2026	17,187,028.04	0.00	0.00
October 2026	16,882,608.33	0.00	0.00
November 2026	16,582,997.74	0.00	0.00
December 2026	16,288,124.60	0.00	0.00
January 2027	15,997,918.30	0.00	0.00
February 2027	15,712,309.23	0.00	0.00
March 2027	15,431,228.79	0.00	0.00
April 2027	15,154,609.35	0.00	0.00
May 2027	14,882,384.28	0.00	0.00
June 2027	14,614,487.90	0.00	0.00

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
July 2027	$ 14,350,855.48	$ 0.00	$ 0.00
August 2027	14,091,423.22	0.00	0.00
September 2027	13,836,128.25	0.00	0.00
October 2027	13,584,908.59	0.00	0.00
November 2027	13,337,703.18	0.00	0.00
December 2027	13,094,451.81	0.00	0.00
January 2028	12,855,095.18	0.00	0.00
February 2028	12,619,574.82	0.00	0.00
March 2028	12,387,833.11	0.00	0.00
April 2028	12,159,813.26	0.00	0.00
May 2028	11,935,459.33	0.00	0.00
June 2028	11,714,716.15	0.00	0.00
July 2028	11,497,529.37	0.00	0.00
August 2028	11,283,845.43	0.00	0.00
September 2028	11,073,611.54	0.00	0.00
October 2028	10,866,775.67	0.00	0.00
November 2028	10,663,286.56	0.00	0.00
December 2028	10,463,093.69	0.00	0.00
January 2029	10,266,147.25	0.00	0.00
February 2029	10,072,398.19	0.00	0.00
March 2029	9,881,798.14	0.00	0.00
April 2029	9,694,299.46	0.00	0.00
May 2029	9,509,855.18	0.00	0.00
June 2029	9,328,419.03	0.00	0.00
July 2029	9,149,945.40	0.00	0.00
August 2029	8,974,389.34	0.00	0.00
September 2029	8,801,706.58	0.00	0.00
October 2029	8,631,853.47	0.00	0.00
November 2029	8,464,787.01	0.00	0.00
December 2029	8,300,464.81	0.00	0.00
January 2030	8,138,845.12	0.00	0.00
February 2030	7,979,886.78	0.00	0.00
March 2030	7,823,549.23	0.00	0.00
April 2030	7,669,792.53	0.00	0.00
May 2030	7,518,577.29	0.00	0.00
June 2030	7,369,864.70	0.00	0.00
July 2030	7,223,616.54	0.00	0.00
August 2030	7,079,795.13	0.00	0.00
September 2030	6,938,363.35	0.00	0.00
October 2030	6,799,284.61	0.00	0.00

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
November 2030	$ 6,662,522.86	$ 0.00	$ 0.00
December 2030	6,528,042.59	0.00	0.00
January 2031	6,395,808.80	0.00	0.00
February 2031	6,265,787.00	0.00	0.00
March 2031	6,137,943.21	0.00	0.00
April 2031	6,012,243.96	0.00	0.00
May 2031	5,888,656.24	0.00	0.00
June 2031	5,767,147.56	0.00	0.00
July 2031	5,647,685.88	0.00	0.00
August 2031	5,530,239.64	0.00	0.00
September 2031	5,414,777.76	0.00	0.00
October 2031	5,301,269.58	0.00	0.00
November 2031	5,189,684.93	0.00	0.00
December 2031	5,079,994.07	0.00	0.00
January 2032	4,972,167.68	0.00	0.00
February 2032	4,866,176.89	0.00	0.00
March 2032	4,761,993.25	0.00	0.00
April 2032	4,659,588.74	0.00	0.00
May 2032	4,558,935.75	0.00	0.00
June 2032	4,460,007.05	0.00	0.00
July 2032	4,362,775.84	0.00	0.00
August 2032	4,267,215.72	0.00	0.00
September 2032	4,173,300.66	0.00	0.00
October 2032	4,081,005.03	0.00	0.00
November 2032	3,990,303.57	0.00	0.00
December 2032	3,901,171.40	0.00	0.00
January 2033	3,813,583.99	0.00	0.00
February 2033	3,727,517.20	0.00	0.00
March 2033	3,642,947.24	0.00	0.00
April 2033	3,559,850.66	0.00	0.00
May 2033	3,478,204.37	0.00	0.00
June 2033	3,397,985.61	0.00	0.00
July 2033	3,319,171.97	0.00	0.00
August 2033	3,241,741.38	0.00	0.00
September 2033	3,165,672.08	0.00	0.00
October 2033	3,090,942.63	0.00	0.00
November 2033	3,017,531.93	0.00	0.00
December 2033	2,945,419.18	0.00	0.00
January 2034	2,874,583.89	0.00	0.00
February 2034	2,805,005.88	0.00	0.00

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
March 2034	$ 2,736,665.28	$ 0.00	$ 0.00
April 2034	2,669,542.48	0.00	0.00
May 2034	2,603,618.21	0.00	0.00
June 2034	2,538,873.45	0.00	0.00
July 2034	2,475,289.48	0.00	0.00
August 2034	2,412,847.87	0.00	0.00
September 2034	2,351,530.45	0.00	0.00
October 2034	2,291,319.31	0.00	0.00
November 2034	2,232,196.85	0.00	0.00
December 2034	2,174,145.68	0.00	0.00
January 2035	2,117,148.72	0.00	0.00
February 2035	2,061,189.11	0.00	0.00
March 2035	2,006,250.25	0.00	0.00
April 2035	1,952,315.82	0.00	0.00
May 2035	1,899,369.70	0.00	0.00
June 2035	1,847,396.03	0.00	0.00
July 2035	1,796,379.21	0.00	0.00
August 2035	1,746,303.84	0.00	0.00
September 2035	1,697,154.77	0.00	0.00
October 2035	1,648,917.08	0.00	0.00
November 2035	1,601,576.06	0.00	0.00
December 2035	1,555,117.24	0.00	0.00
January 2036	1,509,526.36	0.00	0.00
February 2036	1,464,789.38	0.00	0.00
March 2036	1,420,892.45	0.00	0.00
April 2036	1,377,821.95	0.00	0.00
May 2036	1,335,564.48	0.00	0.00
June 2036	1,294,106.80	0.00	0.00
July 2036	1,253,435.92	0.00	0.00
August 2036	1,213,539.00	0.00	0.00
September 2036	1,174,403.43	0.00	0.00
October 2036	1,136,016.77	0.00	0.00
November 2036	1,098,366.78	0.00	0.00
December 2036	1,061,441.40	0.00	0.00
January 2037	1,025,228.75	0.00	0.00
February 2037	989,717.15	0.00	0.00
March 2037	954,895.07	0.00	0.00
April 2037	920,751.17	0.00	0.00
May 2037	887,274.29	0.00	0.00
June 2037	854,453.43	0.00	0.00

Distribution Date	Classes KL, KP, NL, QV, VQ and ZQ (in the aggregate)	Class PN	Class WP
July 2037	$ 822,277.75	$ 0.00	$ 0.00
August 2037	790,736.60	0.00	0.00
September 2037	759,819.46	0.00	0.00
October 2037	729,516.00	0.00	0.00
November 2037	699,816.03	0.00	0.00
December 2037	670,709.52	0.00	0.00
January 2038	642,186.60	0.00	0.00
February 2038	614,237.55	0.00	0.00
March 2038	586,852.79	0.00	0.00
April 2038	560,022.90	0.00	0.00
May 2038	533,738.58	0.00	0.00
June 2038	507,990.71	0.00	0.00
July 2038	482,770.28	0.00	0.00
August 2038	458,068.43	0.00	0.00
September 2038	433,876.44	0.00	0.00
October 2038	410,185.71	0.00	0.00
November 2038	386,987.79	0.00	0.00
December 2038	364,274.35	0.00	0.00
January 2039	342,037.20	0.00	0.00
February 2039	320,268.25	0.00	0.00
March 2039	298,959.57	0.00	0.00
April 2039	278,103.32	0.00	0.00
May 2039	257,691.81	0.00	0.00
June 2039	237,717.45	0.00	0.00
July 2039	218,172.78	0.00	0.00
August 2039	199,050.44	0.00	0.00
September 2039	180,343.20	0.00	0.00
October 2039	162,043.94	0.00	0.00
November 2039	144,145.64	0.00	0.00
December 2039	126,641.40	0.00	0.00
January 2040	109,524.42	0.00	0.00
February 2040	92,788.02	0.00	0.00
March 2040	76,425.61	0.00	0.00
April 2040	60,430.70	0.00	0.00
May 2040	44,796.92	0.00	0.00
June 2040	29,517.98	0.00	0.00
July 2040	14,587.71	0.00	0.00
August 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 of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
5	Ginnie Mae	2010-125	TN(4)(5)	September 30, 2010	38377JE90	4.5%	FIX	June 2039	SC/PAC	$158,291,000	0.99451639	$ 28,592,344	18.1627496194%	(5)	(5)	(5)	II
5	Ginnie Mae	2010-125	TI(4)(5)	September 30, 2010	38377JE58	4.5	FIX/IO	June 2039	NTL (SC/PAC)	87,939,444	0.99451639	12,707,709	14.5302010324%	(5)	(5)	(5)	II
5	Ginnie Mae	2010-125	AN(5)	September 30, 2010	38377JYY3	4.5	FIX	June 2039	SC/PAC	134,000,000	0.99352234	17,386,641	13.0597014925%	(5)	(5)	(5)	II
5	Ginnie Mae	2010-125	WI(4)(5)	September 30, 2010	38377JD26	4.5	FIX/IO	June 2039	NTL (SC/PAC)	74,444,444	0.99352234	7,727,395	10.4477602116%	(5)	(5)	(5)	II
5	Ginnie Mae	2010-105	PA(4)	August 30, 2010	38377DL53	4.5	FIX	June 2039	PAC I	358,961,000	0.99108146	46,407,385	13.0445914737%	4.878%	355	4	II
5	Ginnie Mae	2010-105	IP(4)	August 30, 2010	38377DL46	4.5	FIX/IO	June 2039	NTL (PAC I)	358,961,000	0.99108146	20,625,505	5.7975963963%	4.878	355	4	II
6	Ginnie Mae	2010-125	MA(6)	September 30, 2010	38377JYD9	4.5	FIX	April 2039	SC/PAC	157,994,000	1.00000000	45,855,428	29.0235249440%	(6)	(6)	(6)	II
6	Ginnie Mae	2010-125	IM(4)(6)	September 30, 2010	38377JZE6	5.0	FIX/IO	April 2039	NTL (SC/PAC)	78,997,000	1.00000000	22,927,714	29.0235249440%	(6)	(6)	(6)	II
7	Ginnie Mae	2010-125	GF(4)(7)	September 30, 2010	38377JC27	(9)	FLT	August 2039	SC/PT	149,484,147	0.99520062	99,006,684	66.5516370776%	(7)	(7)	(7)	II
8	Ginnie Mae	2010-105	CN(4)(8)	August 30, 2010	38377D5J1	4.5	FIX	January 2038	SC/PT/SEQ	133,868,424	0.95612206	127,994,553	100.0000000000%	(8)	(8)	(8)	I
9	Ginnie Mae	2010-131	BN(4)	October 29, 2010	38377LUK2	4.0	FIX	July 2040	PAC I/AD	304,228,000	0.99631600	292,521,366	96.5075535454%	5.000	343	15	I
10	Ginnie Mae	2010-093	PB	July 30, 2010	38374YAB9	4.5	FIX	December 2035	PAC	10,000,000	1.00000000	4,098,717	40.9871700000%	4.898	355	4	II
10	Ginnie Mae	2010-120	PB	September 30, 2010	38377KNL0	4.5	FIX	September 2039	PAC I	10,000,000	1.00000000	10,000,000	100.0000000000%	4.824	357	3	II
10	Ginnie Mae	2010-119	PU(4)	September 30, 2010	38377KX54	4.5	FIX	September 2040	PAC I	36,139,867	1.00000000	2,500,000	6.9175683463%	4.837	356	4	II
11	Ginnie Mae	2010-093	PD	July 30, 2010	38374YAD5	4.5	FIX	May 2040	PAC	22,645,000	1.00000000	9,281,544	40.9871671451%	4.898	355	4	II
11	Ginnie Mae	2010-105	EY	August 30, 2010	38377DYX8	4.5	FIX	August 2040	PAC I	42,234,000	1.00000000	42,234,000	100.0000000000%	4.878	355	4	II
11	Ginnie Mae	2010-105	AP	August 30, 2010	38377DZH2	4.5	FIX	August 2040	PAC I	8,996,000	1.00000000	8,996,000	100.0000000000%	4.841	356	4	II
11	Ginnie Mae	2010-093	PL	July 30, 2010	38374YAH6	4.5	FIX	July 2040	PAC	5,607,000	1.00000000	5,607,000	100.0000000000%	4.898	355	4	II
12	Ginnie Mae	2009-116	PS	December 30, 2009	38376PC65	(9)	INV/IO	August 2037	NTL (PAC I)	228,235,714	0.94555170	29,491,757	13.6656965088%	5.331	347	12	II
12	Ginnie Mae	2010-060	PS	May 28, 2010	38377EM92	(9)	INV/IO	April 2039	NTL (PAC I)	59,965,071	0.98022490	15,150,846	25.7758387379%	5.296	352	8	II
13	Ginnie Mae	2009-116	SK(4)	December 30, 2009	38376PN48	(9)	INV/IO	December 2038	NTL (PAC I)	94,642,857	0.95286584	14,809,123	16.4213840248%	5.325	348	11	II

(1) As defined under "Class Type" 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 2010-125 Classes TN, TI, AN and WI are backed by previously issued MX certificates, Class PA from Ginnie Mae MX Trust 2010-105, Classes NP and GP from Ginnie Mae MX Trust 2010-093 and Class TX from Ginnie Mae MX Trust 2009-042. Copies of the Cover Pages, Term Sheets, Schedule I, if applicable, and Exhibits A, if applicable, from Ginnie Mae REMIC Trusts 2010-105, 2010-093 and 2009-042 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 Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2010-105	PA	4.878%	355	4
2010-093	NP	4.926	354	6
2010-093	GP	4.926	354	6
2009-042	TX	4.942	339	18

(6) Ginnie Mae 2010-125 Classes MA and IM are backed by previously issued (i) MX certificates, Class GP from Ginnie Mae MX Trust 2010-082 and Class PH from Ginnie Mae MX Trust 2010-039, and (ii) certificates, Class L from Ginnie Mae REMIC Trust 2010-082. Classes GP and L are in turn backed previously issued (i) MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060, Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae REMIC Trust 2010-060 and Class XE from Ginnie Mae REMIC Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae REMIC Trust 2009-074. Class PH is in turn backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Pages, Terms Sheets, Schedules I, if applicable, and Exhibits A, if applicable, from Ginnie Mae REMIC Trusts 2009-074, 2009-104, 2009-116, 2009-121,

2010-003, 2010-039, 2010-060 and 2010-082 are included in Exhibit 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 Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2010-082	GP	*	*	*
2010-082	L	*	*	*
2010-039	PH	5.341%	346	13

* 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 Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2009-104	NK	5.331%	347	12
2010-060	ND	5.296	352	8
2010-060	MD	5.296	352	8
2009-116	KL	5.331	347	12
2010-060	PH	5.296	352	8
2009-121	XE	5.380	344	15

(7) Ginnie Mae 2010-125 Class GF is backed by previously issued (i) MX certificates, Classes IJ, JN, YI and YM from Ginnie Mae MX Trust 2010-105 and Class FP from Ginnie Mae MX Trust 2010-039 and (ii) certificates, Class SP from Ginnie Mae REMIC Trust 2010-039. Classes IJ, JN, YI and YM are in turn backed by previously issued (i) MX certificates, Classes MK and NK, from Ginnie Mae MX Trust 2010-051 and Class BN from Ginnie Mae MX Trust 2010-003, and (ii) certificates, Class MP from Ginnie Mae REMIC Trust 2010-051 and Class MA from Ginnie Mae REMIC Trust 2009-047. Classes FP and SP are in turn backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Pages, Terms Sheets, Schedules I, if applicable, and Exhibits A, if applicable, from Ginnie Mae REMIC Trusts 2009-047, 2010-003, 2010-039, 2010-051,

2010-105 and 2010-125 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 Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2010-105	IJ	†	†	†
2010-105	JN	†	†	†
2010-105	YI	†	†	†
2010-105	YM	†	†	†
2010-039	FP	5.341%	346	13
2010-039	SP	5.341	346	13

† 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 Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2010-051	MK	5.295%	351	9
2010-051	NK	5.295	351	9
2010-003	BN	5.341	346	13
2010-051	MP	5.295	351	9
2009-047	MA	5.385	339	19

(8) Ginnie Mae 2010-105 Class CN is backed by (i) previously issued MX certificates, Class E from Ginnie Mae MX Trust 2010-051, and (ii) Group 12 Trust Assets from Ginnie Mae REMIC Trust 2010-051. A copy of the Cover Page, Term Sheet and Schedule I are included in Exhibit B to this Supplement. The previously issued certificates and Group 12 Trust Assets from Ginnie Mae REMIC Trust 2010-051 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 Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2010-051	E	5.000%	342	15
2010-051	Group 12 Trust Assets	5.000	347	10

(9) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rate, as further described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.

Exhibit B

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

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

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

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
HA	$ 62,514,000	4.50%	SUP	FIX	38374UUB5	December 2037
HB	14,436,000	4.50	SUP	FIX	38374UUC3	May 2038
HC	9,892,000	4.50	SUP	FIX	38374UUD1	September 2038
HD	11,246,000	4.50	SUP	FIX	38374UUE9	June 2039
HE	19,646,000	4.50	PAC II	FIX	38374UUF6	June 2039
HG	7,200,000	4.00	SUP	FIX	38374UUG4	June 2039
HJ	9,582,000	5.00	SUP	FIX	38374UUH2	June 2039
HK	9,000,000	4.00	SUP	FIX	38374UUJ8	December 2037
HL	5,000,000	5.00	SUP	FIX	38374UUK5	December 2037
HM	793,000	4.00	SUP	FIX	38374UUL3	September 2038
HN	2,382,000	4.00	SUP	FIX	38374UUM1	June 2039
HP	2,000,000	5.50	SUP	FIX	38374UUN9	December 2037
HU	793,000	5.00	SUP	FIX	38374UUP4	September 2038
PA(1)	100,432,454	4.50	PAC I	FIX	38374UUQ2	November 2036
PX(1)	32,603,546	4.50	PAC I	FIX	38374UUR0	June 2039
TL(1)	158,487,000	4.50	PAC I	FIX	38374UUS8	December 2034
TM(1)	84,411,000	4.50	PAC I	FIX	38374UUT6	September 2038
TN(1)	19,582,000	4.50	PAC I	FIX	38374UUU3	June 2039
Security Group 2						
FA	82,595,955	(5)	SC/PT	FLT	38374UUV1	April 2037
FB	77,574,754	(5)	SC/PT	FLT	38374UUW9	April 2037
FI	77,574,754	(5)	NTL (SC/PT)	FLT/IO	38374UUX7	April 2037
FM	86,893,830	(5)	SC/PT	FLT	38374UUY5	May 2037
GC(1)	40,132,000	4.50	SC/PAC	FIX	38374UUZ2	May 2037
GE(1)	15,698,000	4.50	SC/SUP	FIX	38374UVA6	May 2037
GH(1)	1,181,559	4.50	SC/SUP	FIX	38374UVB4	May 2037
GX(1)	133,000	4.50	SC/PAC	FIX	38374UVC2	May 2037
SM	86,893,830	(5)	NTL (SC/PT)	INV/IO	38374UVD0	May 2037
Security Group 3						
EF(1)	84,814,285	(5)	NTL (PAC I)	FLT/IO	38374UVE8	September 2038
EO(1)	118,740,000	0.00	PAC I	PO	38374UVF5	September 2038
ES(1)	84,814,285	(5)	NTL (PAC I)	INV/IO	38374UVG3	September 2038
FC	75,000,000	(5)	PT	FLT	38374UVH1	June 2039
FE	20,000,000	(5)	PT	FLT	38374UVJ7	June 2039
FG	100,000,000	(5)	PT	FLT	38374UVK4	June 2039
GF(1)	8,935,000	(5)	NTL (PAC I)	FLT/IO	38374UVL2	June 2039
GO(1)	12,509,000	0.00	PAC I	PO	38374UVM0	June 2039
GS(1)	8,935,000	(5)	NTL (PAC I)	INV/IO	38374UVN8	June 2039
LY	469,000	5.00	PAC I	FIX	38374UVP3	June 2039
SC	95,000,000	(5)	NTL(PT)	INV/IO	38374UVQ1	June 2039
SG	100,000,000	(5)	NTL(PT)	INV/IO	38374UVR9	June 2039
VN(1)	28,760,000	5.00	PAC II/AD	FIX	38374UVS7	June 2039
ZN(1)	39,522,000	5.00	SUP	FIX/Z	38374UVT5	June 2039
Security Group 4						
KM	21,573,000	5.00	PAC II/AD	FIX	38374UVU2	June 2039
NA(1)	14,712,000	5.00	PAC I	FIX	38374UVV0	November 2028
NB(1)	93,941,000	5.00	PAC I	FIX	38374UVW8	December 2037
NC(1)	6,299,000	5.00	PAC I	FIX	38374UVX6	May 2038
ND(1)	15,987,000	5.00	PAC I	FIX	38374UVY4	June 2039
VM	19,991,000	5.00	PAC III/AD	FIX	38374UVZ1	June 2039
ZK	25,000	5.00	PAC II/AD	FIX/Z	38374UWA5	April 2038
ZM	27,472,000	5.00	SUP	FIX/Z	38374UWB3	June 2039
Security Group 5						
DA(1)	208,849,000	5.00	SEQ/AD	FIX	38374UWC1	July 2031
DV(1)	32,746,000	5.00	SEQ/AD	FIX	38374UWD9	June 2020
DZ	45,000,000	5.00	SEQ	FIX/Z	38374UWE7	June 2039
Security Group 6						
FD	100,000,000	(5)	PT	FLT	38374UWF4	June 2039
JN	4,495,000	5.00	PAC I	FIX	38374UWG2	January 2029
JP	37,378,000	5.00	PAC I	FIX	38374UWH0	July 2038
JT	5,552,000	5.00	PAC I	FIX	38374UWJ6	June 2039
KW	10,000,000	5.00	PAC II/AD	FIX	38374UWK3	June 2039
MA(1)	177,351,000	5.00	SEQ	FIX	38374UWL1	January 2036
MV(1)	24,344,000	5.00	SEQ/AD	FIX	38374UWM9	June 2020
MZ	33,454,000	5.00	SEQ	FIX/Z	38374UWN7	June 2039
SE(1)	100,000,000	(5)	NTL (PT)	INV/IO	38374UWP2	June 2039
SI(1)	10,000,000	(5)	NTL (PT)	FLT/IO	38374UWQ0	June 2039
VW	6,229,000	5.00	PAC III/AD	FIX	38374UWR8	June 2039
WZ(1)	636,000	5.00	SUP/AD	FIX/Z	38374UWS6	April 2031
ZW(1)	8,561,000	5.00	SUP	FIX/Z	38374UWT4	June 2039
Security Group 7						
CA	14,057,000	5.00	SUP	FIX	38374UWU1	March 2039
CB	2,006,632	5.00	SUP	FIX	38374UWV9	June 2039
CD	7,656,000	5.00	PAC	FIX	38374UWW7	June 2039
CG	2,000,000	4.50	SUP	FIX	38374UWX5	March 2039
CH	2,000,000	5.50	SUP	FIX	38374UWY3	March 2039
CP	58,158,000	5.00	PAC	FIX	38374UWZ0	April 2038
Security Group 8						
BA(1)	58,141,000	4.00	SC/TAC/AD	FIX	38374UXA4	March 2039
BZ(1)	4,026,555	4.00	SC/SUP	FIX/Z	38374UXB2	March 2039
Security Group 9						
AY	21,533,370	5.0	SC/PT	FIX	38374UXE6	June 2037
FY	50,244,530	(5)	SC/PT	FLT	38374UXC0	June 2037
IY	4,019,562	(5)	NTL (SC/PT)	INV/IO	38374UXD8	June 2037
Security Group 10						
CI	2,151,810	6.00	NTL (SC/PT)	FIX/IO	38374UT27	August 2035
CT	25,821,731	6.00	SC/PT	FIX	38374UT35	August 2035
Security Group 11						
GT	28,201,216	6.75	SC/PT	FIX	38374UT43	April 2037
Residual						
RR	0	0.00	NPR	NPR	38374UXF3	June 2039

(1) These Securities may be exchanged for MX Securities described in Schedule I.

(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.

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

(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

BANC OF AMERICA SECURITIES LLC **LOOP CAPITAL MARKETS, LLC**

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

TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2009

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

Trust Assets:

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

(1) The Group 2 Trust Assets consist of subgroups, Subgroup 2A, Subgroup 2B and Subgroup 2C (each a "Subgroup").

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 3, Group 4, Group 5, Group 6 and Group 7 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$550,000,000	357	3	5.0%
Group 3 Trust Assets			
$395,000,000	355	5	6.5%
Group 4 Trust Assets			
$200,000,000	355	5	5.5%
Group 5 Trust Assets			
$286,595,000	354	5	5.5%
Group 6 Trust Assets			
$408,000,000	355	5	6.0%
Group 7 Trust Assets			
$ 85,877,632	358	2	5.5%

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

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

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

1. To PA, PX, TL, TM, and TN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

   a. 33.6360602352%, sequentially, to PA and PX, in that order, while outstanding

   b. 66.3639397648%, sequentially, to TL, TM and TN, in that order, while outstanding

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

SECURITY GROUP 2

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

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

SECURITY GROUP 3

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

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

e. Sequentially, to EO, GO and LY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

2. 49.3670886076% of the Group 3 Principal Distribution Amount, concurrently, to FC, FE and FG, pro rata, until retired

SECURITY GROUP 4

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

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

SECURITY GROUP 5

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

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

SECURITY GROUP 6

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

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

SECURITY GROUP 7

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

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

SECURITY GROUP 8

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

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

SECURITY GROUP 9

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

SECURITY GROUP 10

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

SECURITY GROUP 11

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

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

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

* The initial Effective Range is 195% PSA through 260% PSA.
** This Class does not have an Effective Rate.

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

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

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

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
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	$100,432,454	PB	$100,432,454	PAC I	3.00%	FIX	38374UD24	November 2036
		PC	100,432,454	PAC I	3.25	FIX	38374UA76	November 2036
		PD	100,432,454	PAC I	3.50	FIX	38374UA84	November 2036
		PE	100,432,454	PAC I	3.75	FIX	38374UA92	November 2036
		PG	100,432,454	PAC I	4.00	FIX	38374UB26	November 2036
		PH	100,432,454	PAC I	4.25	FIX	38374UB34	November 2036
		PI	33,477,484	NTL (PAC I)	4.50	FIX/IO	38374UB42	November 2036
Combination 2(6)								
TL	$158,487,000	TA	$158,487,000	PAC I	3.70%	FIX	38374UB75	December 2034
		TB	158,487,000	PAC I	3.75	FIX	38374UB83	December 2034
		TC	158,487,000	PAC I	3.80	FIX	38374UB91	December 2034
		TD	158,487,000	PAC I	3.85	FIX	38374UC25	December 2034
		TE	158,487,000	PAC I	3.90	FIX	38374UC33	December 2034
		TG	158,487,000	PAC I	3.60	FIX	38374UC41	December 2034
		TH	158,487,000	PAC I	3.65	FIX	38374UC58	December 2034
		TI	31,697,400	NTL (PAC I)	4.50	FIX/IO	38374UC66	December 2034

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

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

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

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 5								
Combination 19(6)								
DA	$208,849,000	DB	$208,849,000	SEQ/AD	3.00%	FIX	38374UYA3	July 2031
		DC	208,849,000	SEQ/AD	3.25	FIX	38374UYB1	July 2031
		DE	208,849,000	SEQ/AD	3.50	FIX	38374UYC9	July 2031
		DG	208,849,000	SEQ/AD	3.75	FIX	38374UYD7	July 2031
		DH	208,849,000	SEQ/AD	4.00	FIX	38374UYE5	July 2031
		DI	83,539,600	NTL (SEQ/AD)	5.00	FIX/IO	38374UYF2	July 2031
		DJ	208,849,000	SEQ/AD	4.25	FIX	38374UYG0	July 2031
		DL	208,849,000	SEQ/AD	4.50	FIX	38374UYH8	July 2031
		DM	208,849,000	SEQ/AD	4.75	FIX	38374UYJ4	July 2031
Combination 20(6)								
DA	$208,849,000	EA	$241,595,000	SEQ/AD	3.00%	FIX	38374UYL9	July 2031
DV	32,746,000	EB	241,595,000	SEQ/AD	3.25	FIX	38374UYM7	July 2031
		EC	241,595,000	SEQ/AD	3.50	FIX	38374UYN5	July 2031
		EG	241,595,000	SEQ/AD	3.75	FIX	38374UYP0	July 2031
		EH	241,595,000	SEQ/AD	4.00	FIX	38374UYQ8	July 2031
		EI	96,638,000	NTL (SEQ/AD)	5.00	FIX/IO	38374UYR6	July 2031
		EJ	241,595,000	SEQ/AD	4.25	FIX	38374UYS4	July 2031
		EK	241,595,000	SEQ/AD	4.50	FIX	38374UYT2	July 2031
		EL	241,595,000	SEQ/AD	4.75	FIX	38374UYU9	July 2031
		EM	241,595,000	SEQ/AD	5.00	FIX	38374UYV7	July 2031

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

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 8								
Combination 27(6)								
BA	$ 58,141,000	BC	$ 58,141,000	SC/TAC/AD	3.00%	FIX	38374UXU0	March 2039
		BD	58,141,000	SC/TAC/AD	3.25	FIX	38374UXV8	March 2039
		BE	58,141,000	SC/TAC/AD	3.50	FIX	38374UXW6	March 2039
		BG	58,141,000	SC/TAC/AD	3.75	FIX	38374UXX4	March 2039
		IB	9,690,166	NTL (SC/TAC/AD)	6.00	FIX/IO	38374UYZ8	March 2039
Combination 28								
BA	$ 58,141,000	B	$ 62,167,555	SC/PT	4.00%	FIX	38374UXT3	March 2039
BZ	4,026,555							

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

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

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

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

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

(6) In the case of Combinations 1, 2, 15, 16, 19, 20, 21, 22, 23, 26 and 27 various subcombinations are permitted. *See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

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

$1,879,545,772

Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2009-047

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
DJ(1)	$555,000,000	(5)	NTL (TAC/AD)	FLT/IO	38374T5T7	June 2039
DO(1)	777,000,000	0.0%	TAC/AD	PO	38374T5U4	June 2039
DS(1)	555,000,000	(5)	NTL (TAC/AD)	INV/IO	38374T5V2	June 2039
DZ	23,000,000	5.0	SUP/SEQ	FIX/Z	38374T5W0	June 2039
KA	100,000,000	4.5	TAC/AD	FIX	38374T5X8	June 2039
KF	383,333,333	(5)	PT	FLT	38374T5Y6	June 2039
KI	9,090,909	5.5	NTL (TAC/AD)	FIX/IO	38374T5Z3	June 2039
KS	383,333,333	(5)	NTL (PT)	INV/IO	38374T6A7	June 2039
KZ	20,000,000	5.0	TAC/AD	FIX/Z	38374T6B5	June 2039
ZD	230,000,000	5.0	SUP/SEQ	FIX/Z	38374T6C3	June 2039
Security Group 2						
FC	7,000,000	(5)	SUP	FLT	38374T6D1	June 2039
LC	6,842,302	5.0	SUP	FIX	38374T6E9	June 2039
LE	3,000,000	5.0	SUP	FIX	38374T6F6	June 2038
LJ	70,000,000	5.0	PAC I	FIX	38374T6G4	May 2038
LK	40,591,498	5.0	PAC I	FIX	38374T6H2	May 2038
LP	94,695,000	5.0	PAC I	FIX	38374T6J8	May 2038
LQ	19,132,038	5.0	PAC II/AD	FIX	38374T6K5	June 2038
LS	2,000,000	(5)	SUP	INV	38374T6L3	June 2039
LT	25,467,271	5.0	PAC I	FIX	38374T6M1	June 2039
LW	3,000,000	5.0	SUP	FIX	38374T6N9	March 2039
LY	1,500,000	5.0	SUP	FIX	38374T6P4	June 2039
LZ	30,000,000	5.0	SUP	FIX/Z	38374T6Q2	June 2038
SC	2,000,000	(5)	SUP	INV	38374T6R0	June 2039
Security Group 3						
MA	27,564,727	5.0	PAC I	FIX	38374T6S8	May 2038
MB	3,419,603	5.0	PAC I	FIX	38374T6T6	June 2039
MC	3,000,000	5.0	SUP	FIX	38374T6U3	June 2039
MQ	1,936,510	5.0	PAC II	FIX	38374T6V1	June 2038
MT	5,063,490	5.0	SUP	FIX	38374T6W9	June 2038
Residual						
RR	0	0.0	NPR	NPR	38374T6X7	June 2039

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

Citi **Guzman & Co.**

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

TERMS SHEET

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

Sponsor: Citigroup Global Markets Inc.

Co-Sponsor: Guzman & Co.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2009

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

Trust Assets:

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$1,533,333,333	352	7	6.000%
Group 2 Trust Assets			
$ 305,228,109	356	3	5.393%
Group 3 Trust Assets			
$ 40,984,330	356	3	5.393%

[1] As of June 1, 2009.

[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 2 and 3 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the DZ, KZ and ZD Accrual Amounts will be allocated as follows:

- The KZ Accrual Amount in the following order of priority:
  1. To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To KZ, until retired
- The DZ and ZD Accrual Amounts in the following order of priority:

1. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

   a. 86.6220735786% to DO, until retired

b. 13.3779264214% in the following order of priority:

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

(ii) To KZ, until retired

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

2. After the Distribution Date in July 2009, to ZD, until retired

3. To DZ, until its Principal Balance is reduced to $28,750.00

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

5. Sequentially, to ZD and DZ, in that order, until retired

- The Group 1 Principal Distribution Amount, concurrently, as follows:

1. 24.9999999837% to KF, until retired

2. 75.0000000163% in the following order of priority:

a. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

i. 86.6220735786% to DO, until retired

ii. 13.3779264214% in the following order of priority:

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

(b) To KZ, until retired

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

b. After the Distribution Date in July 2009, to ZD, until retired

c. To DZ, until its Principal Balance is reduced to $28,750.00

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

e. Sequentially, to ZD and DZ, in that order, until retired

SECURITY GROUP 2

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

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

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

2. To LZ, until retired

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

1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. Concurrently, to LJ, LK and LP, pro rata, until retired

b. To LT, until retired

2. Concurrently, as follows:

a. 5.7546186857% to LE, until retired

b. 94.2453813143% in the following order of priority:

(1) To LQ, until reduced to its Scheduled Principal Balance for that Distribution Date

(2) To LZ, until retired

(3) To LQ, without regard to its Scheduled Principal Balance, until retired

3. Concurrently, as follows:

a. 79.8588345999% concurrently, to FC, LC, LS and SC, pro rata, until retired

b. 20.1411654001% sequentially, to LW and LY, in that order, until retired

4. To the Group 2 PAC I Classes in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. Sequentially, to MA and MB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To MQ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To MT, until retired
4. To MQ, without regard to its Scheduled Principal Balance, until retired
5. To MC, until retired
6. Sequentially, to MA and MB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

Class	Structuring Ranges or Rates
PAC I Classes	
LJ, LK, LP and LT (in the aggregate)	130% PSA through 275% PSA
MA and MB (in the aggregate)	130% PSA through 275% PSA
PAC II Classes	
LQ	183% PSA through 275% PSA
MQ	155% PSA through 230% PSA
TAC Classes	
DO, KA and KZ (in the aggregate)	410% PSA
KA*	410% PSA

* No Effective Rate.

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

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

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

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

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

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

$2,043,166,200

Government National Mortgage Association

GINNIE MAE®

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
CQ(1)	$193,074,000	5.00%	PAC I	FIX	38376FXK3	January 2033
CT(1)	37,261,000	5.00	PAC I	FIX	38376FXL1	February 2034
CW(1)	92,797,000	5.00	PAC I	FIX	38376FXM9	September 2036
GA	38,717,000	5.00	SUP	FIX	38376FXN7	June 2039
GC	3,000,000	5.50	SUP	FIX	38376FXP2	June 2039
GD	3,000,000	4.50	SUP	FIX	38376FXQ0	June 2039
GL	4,969,000	5.00	SUP	FIX	38376FXR8	September 2039
HG(1)	37,641,000	5.00	PAC I	FIX	38376FXS6	January 2039
HY(1)	35,050,000	5.00	PAC I	FIX	38376FXT4	September 2039
KB	16,874,000	5.00	PAC II	FIX	38376FXU1	September 2039
MA	15,960,000	5.00	SUP	FIX	38376FXV9	November 2038
MB	1,899,000	5.00	SUP	FIX	38376FXW7	February 2039
MC	1,487,000	5.00	SUP	FIX	38376FXX5	April 2039
MD	3,196,000	5.00	SUP	FIX	38376FXY3	September 2039
ME	4,566,000	5.00	PAC II	FIX	38376FXZ0	September 2039
MG	1,000,000	5.00	PAC II	FIX	38376FYA4	August 2039
MH	172,000	5.00	PAC II	FIX	38376FYB2	September 2039
TA	27,128,000	5.00	SUP	FIX	38376FYC0	February 2039
TB	3,374,000	5.00	SUP	FIX	38376FYD8	April 2039
TC	10,104,000	5.00	SUP	FIX	38376FYE6	September 2039
TD	14,754,000	5.00	PAC II	FIX	38376FYF3	April 2039
TE	5,556,000	5.00	PAC II	FIX	38376FYG1	July 2039
TG	4,974,000	5.00	PAC II	FIX	38376FYH9	September 2039
TH	6,900,000	4.75	SUP	FIX	38376FYJ5	February 2039
TJ	3,250,000	5.50	SUP	FIX	38376FYK2	February 2039
TK	1,800,000	7.00	SUP	FIX	38376FYL0	February 2039
TL	7,000,000	4.50	SUP	FIX	38376FYM8	February 2039
XA(1)	14,414,000	5.00	PAC I	FIX	38376FYN6	January 2037
XB(1)	30,984,000	5.00	PAC I	FIX	38376FYP1	October 2037
XC(1)	14,466,000	5.00	PAC I	FIX	38376FYQ9	February 2038
Security Group 2						
NZ	25,000,000	5.50	SUP	FIX/Z	38376FYR7	September 2039
QA(1)	64,955,000	5.50	PAC/AD	FIX	38376FYS5	December 2038
QX	5,916,000	5.50	PAC/AD	FIX	38376FYT3	September 2039
Security Group 3						
HL(1)	45,000,000	5.00	SEQ	FIX	38376FYU0	October 2035
HV(1)	6,865,000	5.00	AD/SEQ	FIX	38376FYV8	September 2020
ZH(1)	9,434,000	5.00	SEQ	FIX/Z	38376FYW6	September 2039

(Table continued on next page)

BofA Merrill Lynch **Loop Capital Markets LLC**

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4						
NA(1)	20,000,000	5.00	PAC I	FIX	38376FYX4	March 2037
NY(1)	5,906,000	5.00	PAC I	FIX	38376FYY2	September 2039
TN	5,872,000	5.00	PAC II	FIX	38376FYZ9	September 2039
TP	6,000,000	6.00	SUP	FIX	38376FZA3	February 2039
TU	18,000,000	4.50	SUP	FIX	38376FZB1	February 2039
TV	2,000,000	6.50	SUP	FIX	38376FZC9	February 2039
TW	5,950,000	5.00	SUP	FIX	38376FZD7	February 2039
TX	2,158,000	5.00	SUP	FIX	38376FZE5	April 2039
TY	6,790,000	5.00	SUP	FIX	38376FZF2	September 2039
WA(1)	114,004,000	5.00	PAC I	FIX	38376FZG0	August 2038
WY(1)	13,320,000	5.00	PAC I	FIX	38376FZH8	September 2039
Security Group 5						
FI(1)	160,540,285	(5)	NTL (PAC/AD)	FLT/IO	38376FZJ4	August 2039
HI(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZK1	August 2039
IB(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZL9	August 2039
IC(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZM7	August 2039
ID(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZN5	August 2039
IE(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZP0	August 2039
IG(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZQ8	August 2039
IJ(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZR6	August 2039
JY	2,840,000	5.50	PAC/AD	FIX	38376FZS4	September 2039
JZ	50,000,000	5.50	SUP	FIX/Z	38376FZT2	September 2039
PO(1)	204,324,000	0.00	PAC/AD	PO	38376FZU9	August 2039
SA(1)	160,540,285	(5)	NTL (PAC/AD)	INV/IO	38376FZV7	August 2039
Security Group 6						
EY(1)	22,623,975	5.50	PAC I/AD	FIX	38376FZW5	September 2039
KA(1)	64,916,775	5.50	PAC II/AD	FIX	38376FZX3	September 2039
KZ	2,475	5.50	PAC II/AD	FIX/Z	38376FZY1	September 2039
MZ	148,500,000	5.50	SUP	FIX/Z	38376FZZ8	September 2039
PA(1)	527,217,075	5.50	PAC I/AD	FIX	38376FA28	November 2038
PW(1)	30,204,900	5.50	PAC I/AD	FIX	38376FA36	May 2039
Residual						
RR	0	0.00	NPR	NPR	38376FA44	September 2039

(1) These Securities may be exchanged for MX Securities described in Schedule I.

(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.

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

(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2009

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2009.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	5.0%	30
2	Ginnie Mae II	5.5%	30
3	Ginnie Mae II	5.0%	30
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae II	5.5%	30
6	Ginnie Mae II	5.5%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$635,367,000	357	2	5.35%
Group 2 Trust Assets			
$ 95,871,000	346	12	6.00%
Group 3 Trust Assets			
$ 61,299,000	356	2	5.35%
Group 4 Trust Assets			
$200,000,000	357	2	5.35%
Group 5 Trust Assets			
$257,164,000	346	12	6.00%
Group 6 Trust Assets			
$793,465,200	346	12	6.00%

[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 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FA	LIBOR + 1.00%	1.24%	1.00%	7.00%	0	0.00%
FB	LIBOR + 0.95%	1.19%	0.95%	7.00%	0	0.00%
FC	LIBOR + 0.90%	1.14%	0.90%	7.00%	0	0.00%
FD	LIBOR + 0.85%	1.09%	0.85%	7.00%	0	0.00%
FE	LIBOR + 0.80%	1.04%	0.80%	7.00%	0	0.00%
FG	LIBOR + 0.75%	0.99%	0.75%	7.00%	0	0.00%
FH	LIBOR + 0.70%	0.94%	0.70%	7.00%	0	0.00%
FI	LIBOR + 0.65%	0.89%	0.65%	7.00%	0	0.00%
FJ	LIBOR + 0.65%	0.89%	0.65%	7.00%	0	0.00%
HI	6.30% − LIBOR	0.05%	0.00%	0.05%	0	6.30%
IB	6.05% − LIBOR	0.05%	0.00%	0.05%	0	6.05%
IC	6.10% − LIBOR	0.05%	0.00%	0.05%	0	6.10%
ID	6.15% − LIBOR	0.05%	0.00%	0.05%	0	6.15%
IE	6.20% − LIBOR	0.05%	0.00%	0.05%	0	6.20%
IG	6.25% − LIBOR	0.05%	0.00%	0.05%	0	6.25%
IJ	6.35% − LIBOR	0.05%	0.00%	0.05%	0	6.35%
SA	6.00% − LIBOR	5.76%	0.00%	6.00%	0	6.00%
SB	6.05% − LIBOR	5.81%	0.00%	6.05%	0	6.05%
SC	6.10% − LIBOR	5.86%	0.00%	6.10%	0	6.10%
SD	6.15% − LIBOR	5.91%	0.00%	6.15%	0	6.15%
SE	6.20% − LIBOR	5.96%	0.00%	6.20%	0	6.20%
SG	6.25% − LIBOR	6.01%	0.00%	6.25%	0	6.25%
SH	6.30% − LIBOR	6.06%	0.00%	6.30%	0	6.30%
SJ	6.35% − LIBOR	6.11%	0.00%	6.35%	0	6.35%

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

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

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

SECURITY GROUP 1

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

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

2. Concurrently,

a. 37.0436331256% in the following order of priority:

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

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

iii. To GL, until retired

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

b. 15.7390917186% in the following order of priority:

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

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

2. 79.5747647264%, to ME, while outstanding

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

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

c. 47.2172751558% in the following order of priority:

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

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

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

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

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

SECURITY GROUP 2

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

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

2. To NZ, until retired

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

SECURITY GROUP 3

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

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

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

SECURITY GROUP 4

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

1. To NA, NY, WA and WY, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

    a. 16.9066109770%, sequentially, to NA and NY, in that order, while outstanding

    b. 83.0933890230%, sequentially, to WA and WY, in that order, while outstanding

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

3. Concurrently, to TP, TU, TV and TW, pro rata, until retired

4. Sequentially, to TX and TY, in that order, until retired

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

6. To NA, NY, WA and WY, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

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

2. To JZ, until retired

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

SECURITY GROUP 6

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

- The KZ Accrual Amount, sequentially, to KA and KZ, in that order, until retired
- The Group 6 Principal Distribution Amount and the MZ Accrual Amount will be allocated in the following order of priority:

1. Sequentially, to PA, PW and EY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

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

3. To MZ, until retired

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

5. Sequentially, to PA, PW and EY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

Class	Structuring Ranges
PAC Classes	
JY and PO (in the aggregate)	336% PSA through 550% PSA
QA and QX (in the aggregate)	100% PSA through 300% PSA
PAC I Classes	
CQ, CT, CW, HG, HY, XA, XB and XC (in the aggregate)	100% PSA through 250% PSA
NA, NY, WA and WY (in the aggregate)	120% PSA through 250% PSA
PA, PW and EY (in the aggregate)	100% PSA through 300% PSA
PAC II Classes	
KA and KZ (in the aggregate)	175% PSA through 300% PSA
KB	130% PSA through 250% PSA
ME, MG and MH (in the aggregate)	125% PSA through 250% PSA
TD, TE and TG (in the aggregate)	125% PSA through 205% PSA
TN	133% PSA through 250% PSA

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

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

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

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

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

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

$1,195,251,143

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2009-104

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

The securities are exempt from registration under the Securities Act of 1933 and are "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						
CA	$ 10,000,000	5.00%	SUP	FIX	38376JGX6	June 2039
CB	4,000,000	5.00	SUP	FIX	38376JGY4	November 2039
CF	23,807,857	(5)	SUP	FLT/DLY	38376JGZ1	June 2039
CJ	3,168,049	4.50	SUP	FIX	38376JHA5	June 2039
CP	2,000,000	(5)	SUP	INV/DLY	38376JHB3	June 2039
CS	2,100,000	(5)	SUP	INV/DLY	38376JHC1	June 2039
CV	1,056,016	6.50	SUP	FIX	38376JHD9	June 2039
DF	4,478,019	(5)	SUP	FLT/DLY	38376JHE7	November 2039
DS	1,455,356	(5)	SUP	INV/DLY	38376JHF4	November 2039
DT	335,850	(5)	SUP	INV/DLY	38376JHG2	November 2039
GA	1,404,900	4.25	PAC I	FIX	38376JHH0	June 2024
GB	28,595,100	4.25	PAC I	FIX	38376JHJ6	June 2037
GC	3,898,825	5.00	PAC I	FIX	38376JHK3	July 2038
GD	1,316,049	4.50	PAC I	FIX	38376JHL1	June 2024
GE(1)	24,183,951	3.50	PAC I	FIX	38376JHM9	July 2036
GI(1)	4,500,000	5.00	NTL (PAC I)	FIX/IO	38376JHN7	June 2037
GJ(1)	4,836,790	5.00	NTL (PAC I)	FIX/IO	38376JHP2	July 2036
NB	33,078,000	5.00	PAC I	FIX	38376JHQ0	July 2038
ND(1)	108,487,000	3.00	PAC I	FIX	38376JHR8	July 2036
NI(1)	13,398,700	5.00	NTL (PAC I)	FIX/IO	38376JHS6	July 2036
NO(1)	29,379,825	0.00	PAC I	PO	38376JHT4	November 2039
NU(1)	29,379,825	(5)	NTL (PAC I)	INV/IO/DLY	38376JHU1	November 2039
NV(1)	29,379,825	(5)	NTL (PAC I)	FLT/IO/DLY	38376JHV9	November 2039
NY(1)	32,546,100	5.00	NTL (PAC I)	FIX/IO	38376JHW7	July 2036
QA	11,359,060	5.00	PAC II	FIX	38376JHX5	November 2039
UT	3,429,842	(5)	SUP	INV/DLY	38376JHY3	June 2039
UX	3,193,301	(5)	SUP	INV/DLY	38376JHZ0	June 2039
Security Group 2						
FK	1,000,000	(5)	PAC/AD	FLT	38376JJA3	August 2039
KB	1,774,000	5.50	PAC/AD	FIX	38376JJB1	November 2039
KE(1)	186,867,965	2.50	PAC/AD	FIX	38376JJC9	August 2039
KF	66,642,725	(5)	PAC/AD	FLT	38376JJD7	August 2039
KI(1)	11,000,000	5.50	NTL (PAC/AD)	FIX/IO	38376JJE5	November 2039
KJ(1)	67,951,987	5.50	NTL (PAC/AD)	FIX/IO	38376JJF2	August 2039
KS	67,642,725	(5)	NTL (PAC/AD)	INV/IO	38376JJG0	August 2039
LA(1)	18,991,000	4.50	PAC/AD	FIX	38376JJH8	November 2039
LB(1)	19,219,310	2.50	PAC/AD	FIX	38376JJJ4	August 2039
LJ(1)	2,739,257	5.50	NTL (PAC/AD)	FIX/IO	38376JJK1	November 2039
LY(1)	15,724,890	5.50	NTL (PAC/AD)	FIX/IO	38376JJL9	August 2039
ZA	95,505,000	5.50	SUP	FIX/Z	38376JJM7	November 2039
Security Group 3						
LI(1)	18,762,100	4.50	NTL (SC/PT)	FIX/IO	38376JJN5	December 2018
Security Group 4						
XG(1)	95,000,000	4.00	SEQ	FIX	38376JJP0	March 2036
XI(1)	19,000,000	5.00	NTL (SEQ)	FIX/IO	38376JJQ8	March 2036
XM	50,000,000	5.00	SEQ	FIX	38376JJR6	March 2036
XN	50,000,000	5.00	SEQ	FIX	38376JJS4	March 2036
XU(1)	20,800,000	5.00	SEQ/AD	FIX	38376JJT2	November 2020
XV(1)	15,600,000	5.00	SEQ/AD	FIX	38376JJU9	May 2026
XZ(1)	28,600,000	5.00	SEQ	FIX/Z	38376JJV7	November 2039
Security Group 5						
SM	1,000,000	(5)	SUP	INV/DLY	38376JJW5	August 2039
SP	2,159,335	(5)	SUP	INV/DLY	38376JJX3	August 2039
YA	5,555,556	5.00	PAC	FIX	38376JJY1	December 2024
YD	11,895,414	5.00	PAC	FIX	38376JJZ8	November 2039
YE(1)	27,777,778	4.50	PAC	FIX	38376JKA1	October 2037
YF	2,759,335	(5)	SUP	FLT/DLY	38376JKB9	August 2039
YG(1)	22,222,222	4.50	PAC	FIX	38376JKC7	October 2037
YN	559,335	4.50	SUP	FIX	38376JKD5	August 2039
YU(1)	2,777,778	5.00	NTL (PAC)	FIX/IO	38376JKE3	October 2037
YV(1)	2,222,222	5.00	NTL (PAC)	FIX/IO	38376JKF0	October 2037
YW	2,159,335	5.50	SUP	FIX	38376JKG8	August 2039
YX	1,769,166	5.00	SUP	FIX	38376JKH6	November 2039
Security Group 6						
DA	55,012,000	4.50	PAC	FIX	38376JKJ2	November 2039
DB	41,000	4.50	PAC	FIX	38376JKK9	November 2039
FD	100,000,000	(5)	PT	FLT	38376JKL7	November 2039
HF(1)	7,465,929	(5)	SUP	FLT/DLY	38376JKM5	November 2039
HS(1)	4,147,738	(5)	SUP	INV/DLY	38376JKN3	November 2039
SD	100,000,000	(5)	NTL (PT)	INV/IO	38376JKP8	November 2039
Residual						
RR	0	0.00	NPR	NPR	38376JKQ6	November 2039

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

Citi **Sandgrain Securities Inc.**

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

TERMS SHEET

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

Sponsor: Citigroup Global Markets Inc.

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 30, 2009

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

Trust Assets:

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

(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. Except in the case of certain MX Classes in Groups 1, 2 and 3, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 5 and 6 Trust Assets[1]:

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

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

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

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

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

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

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

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

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

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

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

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

Class	Initial Interest Rate
MA	14.85210%
MB	14.59270%

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

SECURITY GROUP 1

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

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

SECURITY GROUP 2

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

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

ii. 31.7327421181% in the following order of priority:

A. Concurrently, to FK and LB, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

B. To KF, until retired

C. Concurrently, to FK and LB, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

c. Sequentially, to LA and KB, in that order, until retired

4. To ZA, until retired

5. To the Group 2 PAC Classes, in the same manner and priority described in step 3 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

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

SECURITY GROUP 5

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

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

   a. Concurrently, as follows:

      i. 50% to YE, until retired

      ii. 50% sequentially, to YA and YG, in that order, until retired

   b. To YD, until retired

2. Concurrently, to SM, SP, YF, YN and YW, pro rata, until retired

3. To YX, until retired

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated concurrently, as follows:

1. 60% to FD, until retired

2. 40% in the following order of priority:

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

   b. Concurrently, to HF and HS, pro rata, until retired

   c. Sequentially, to DA and DB, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

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

Class	Structuring Ranges
PAC Classes	
DA and DB (in the aggregate)	400% PSA through 606% PSA
FK and LB (in the aggregate)	175% PSA through 350% PSA
FK, KB, KE, KF, LA and LB (in the aggregate)	175% PSA through 350% PSA
YA, YD, YE and YG (in the aggregate)	168% PSA through 250% PSA
PAC I Classes	
GA, GB, GC, GD, GE, NB, ND and NO (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
QA	140% PSA through 250% PSA

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

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

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

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

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

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

Available Combinations(1)

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

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 15								
NO	$ 29,379,825	NC	$ 29,379,825	PAC I	5.00%	FIX	38376JLF9	November 2039
NU	29,379,825							
NV	29,379,825							
Security Group 2								
Combination 16								
KE	$186,867,965	KA	$186,867,965	PAC/AD	4.50%	FIX	38376JLG7	August 2039
KJ	67,951,987							
Combination 17								
KE	$186,867,965	KC	$186,867,965	PAC/AD	2.75%	FIX	38376JLH5	August 2039
KJ	8,493,999							
Combination 18								
KE	$186,867,965	KG	$186,867,965	PAC/AD	3.00%	FIX	38376JLJ1	August 2039
KJ	16,987,997							
Combination 19								
KE	$186,867,965	KH	$186,867,965	PAC/AD	3.25%	FIX	38376JLK8	August 2039
KJ	25,481,996							
Combination 20								
KE	$186,867,965	KY	$186,867,965	PAC/AD	3.50%	FIX	38376JLL6	August 2039
KJ	33,975,994							
Combination 21								
KE	$186,867,965	KL	$186,867,965	PAC/AD	3.75%	FIX	38376JLM4	August 2039
KJ	42,469,993							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
KE	$186,867,965	KM	$186,867,965	PAC/AD	4.00%	FIX	38376JLN2	August 2039
KJ	50,963,991							
Combination 23								
KE	$186,867,965	KN	$186,867,965	PAC/AD	4.25%	FIX	38376JLP7	August 2039
KJ	59,457,989							
Combination 24								
KE	$166,104,857	KT	$166,104,857	PAC/AD	4.75%	FIX	38376JLQ5	August 2039
KJ	67,951,987							
Combination 25								
KE	$149,494,372	KU	$149,494,372	PAC/AD	5.00%	FIX	38376JLR3	August 2039
KJ	67,951,987							
Combination 26								
KE	$135,903,974	KV	$135,903,974	PAC/AD	5.25%	FIX	38376JLS1	August 2039
KJ	67,951,987							
Combination 27								
KE	$124,578,643	KW	$124,578,643	PAC/AD	5.50%	FIX	38376JLT9	August 2039
KJ	67,951,987							
Combination 28								
LB	$ 19,219,310	LE	$ 19,219,310	PAC/AD	2.75%	FIX	38376JLU6	August 2039
LY	873,605							
Combination 29								
LB	$ 19,219,310	LF	$ 19,219,310	PAC/AD	3.00%	FIX	38376JLV4	August 2039
LY	1,747,210							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 30								
LB	$ 19,219,310	LG	$ 19,219,310	PAC/AD	3.25%	FIX	38376JLW2	August 2039
LY	2,620,815							
Combination 31								
LB	$ 19,219,310	LH	$ 19,219,310	PAC/AD	3.50%	FIX	38376JLX0	August 2039
LY	3,494,420							
Combination 32								
LB	$ 19,219,310	LK	$ 19,219,310	PAC/AD	3.75%	FIX	38376JLY8	August 2039
LY	4,368,025							
Combination 33								
LB	$ 19,219,310	LM	$ 19,219,310	PAC/AD	4.00%	FIX	38376JLZ5	August 2039
LY	5,241,630							
Combination 34								
LB	$ 19,219,310	LN	$ 19,219,310	PAC/AD	4.25%	FIX	38376JMA9	August 2039
LY	6,115,235							
Combination 35								
LB	$ 19,219,310	LC	$ 19,219,310	PAC/AD	4.50%	FIX	38376JMB7	August 2039
LY	6,988,840							
Combination 36								
LB	$ 19,219,310	LT	$ 19,219,310	PAC/AD	4.75%	FIX	38376JMC5	August 2039
LY	7,862,445							
Combination 37								
LB	$ 19,219,310	LV	$ 19,219,310	PAC/AD	5.00%	FIX	38376JMD3	August 2039
LY	8,736,050							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 38								
LB	$ 19,219,310	LX	$ 19,219,310	PAC/AD	5.50%	FIX	38376JME1	August 2039
LY	10,483,260							
Combination 39								
LB	$ 19,219,310	LW	$ 19,219,310	PAC/AD	6.00%	FIX	38376JMF8	August 2039
LY	12,230,470							
Combination 40								
LB	$ 19,219,310	AB	$ 19,219,310	PAC/AD	7.00%	FIX	38376JMG6	August 2039
LY	15,724,890							
Combination 41								
LB	$ 10,810,861	AC	$ 10,810,861	PAC/AD	10.50%	FIX	38376JMH4	August 2039
LY	15,724,890							
Combination 42								
LB	$ 7,520,599	AD	$ 7,520,599	PAC/AD	14.00%	FIX	38376JMJ0	August 2039
LY	15,724,890							
Combination 43								
LJ	$ 2,739,257	LU	$ 11,475,307	NTL (PAC/AD)	5.50%	FIX/IO	38376JMK7	November 2039
LY	8,736,050							
Combination 44								
KE	$ 8,000,000	MV	$ 18,991,000	PAC/AD	4.50%	FIX	38376JML5	November 2039
KJ	2,909,091							
LA	10,991,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Groups 1 and 2								
Combination 45(6)								
GI	$ 4,500,000	MB(7)	$ 8,991,000	PAC	(5)	WAC/DLY	38376JMM3	November 2039
KE	3,787,478							
KJ	1,377,265							
LA	5,203,522							
NI	13,398,700							
NY	250,000							
Security Groups 2 and 3								
Combination 46(6)								
KE	$ 6,000,000	MA(7)	$ 14,000,000	SC/PAC	(5)	WAC/DLY	38376JMN1	November 2039
KI	11,000,000							
KJ	2,181,819							
LA	8,000,000							
LI	18,762,100							
Security Group 4								
Combination 47								
XG	$ 95,000,000	XH	$ 95,000,000	SEQ	4.25%	FIX	38376JMP6	March 2036
XI	4,750,000							
Combination 48								
XG	$ 95,000,000	XJ	$ 95,000,000	SEQ	4.50%	FIX	38376JMQ4	March 2036
XI	9,500,000							
Combination 49								
XG	$ 95,000,000	XK	$ 95,000,000	SEQ	4.75%	FIX	38376JMR2	March 2036
XI	14,250,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 50								
XG	$ 95,000,000	XA	$ 95,000,000	SEQ	5.00%	FIX	38376JMS0	March 2036
XI	19,000,000							
Combination 51								
XU	$ 20,800,000	XB	$ 65,000,000	SEQ	5.00%	FIX	38376JMT8	November 2039
XV	15,600,000							
XZ	28,600,000							
Combination 52								
XU	$ 20,800,000	XC	$ 36,400,000	SEQ/AD	5.00%	FIX	38376JMU5	May 2026
XV	15,600,000							
Security Group 5								
Combination 53								
YE	$ 27,777,778	YK	$ 50,000,000	PAC	4.50%	FIX	38376JMV3	October 2037
YG	22,222,222							
Combination 54								
YE	$ 27,777,778	YH	$ 50,000,000	PAC	4.65%	FIX	38376JMW1	October 2037
YG	22,222,222							
YU	833,334							
YV	666,667							
Combination 55								
YE	$ 27,777,778	YJ	$ 50,000,000	PAC	4.75%	FIX	38376JMX9	October 2037
YG	22,222,222							
YU	1,388,889							
YV	1,111,112							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 56								
YE	$ 27,777,778	YM	$ 50,000,000	PAC	5.00%	FIX	38376JMY7	October 2037
YG	22,222,222							
YU	2,777,778							
YV	2,222,222							
Combination 57								
YU	$ 2,777,778	YI	$ 5,000,000	NTL (PAC)	5.00%	FIX/IO	38376JMZ4	October 2037
YV	2,222,222							
Combination 58								
YE	$ 27,777,778	YL	$ 27,777,778	PAC	4.65%	FIX	38376JNA8	October 2037
YU	833,334							
Combination 59								
YE	$ 27,777,778	YP	$ 27,777,778	PAC	4.75%	FIX	38376JNB6	October 2037
YU	1,388,889							
Combination 60								
YE	$ 27,777,778	YB	$ 27,777,778	PAC	5.00%	FIX	38376JNC4	October 2037
YU	2,777,778							
Combination 61								
YG	$ 22,222,222	YQ	$ 22,222,222	PAC	4.65%	FIX	38376JND2	October 2037
YV	666,667							
Combination 62								
YG	$ 22,222,222	YT	$ 22,222,222	PAC	4.75%	FIX	38376JNE0	October 2037
YV	1,111,112							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 63								
YG	$ 22,222,222	YC	$ 22,222,222	PAC	5.00%	FIX	38376JNF7	October 2037
YV	2,222,222							
Security Group 6								
Combination 64								
HF	$ 7,465,929	HA	$ 11,613,667	SUP	4.50%	FIX	38376JNG5	November 2039
HS	4,147,738							

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

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

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

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

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

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

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

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

$2,238,717,867
Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2009-116

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AN	$ 5,000,000	5.0%	SEQ/AD	FIX	38376PYS3	February 2031
AO(1)	94,770,000	0.0	SEQ/AD	PO	38376PYT1	February 2031
AZ	20,000,000	5.0	SEQ	FIX/Z	38376PYU8	December 2039
FU(1)	67,692,857	(5)	NTL (SEQ/AD)	FLT/IO	38376PYV6	February 2031
TU(1)	67,692,857	(5)	NTL (SEQ/AD)	INV/IO	38376PYW4	February 2031
TV(1)	67,692,857	(5)	NTL (SEQ/AD)	INV/IO	38376PYX2	February 2031
Security Group 2						
BH	2,250,000	5.0	SEQ	FIX	38376PYY0	December 2039
BO(1)	12,750,000	0.0	SEQ	PO	38376PYZ7	August 2037
FW(1)	9,107,143	(5)	NTL (SEQ)	FLT/IO	38376PZA1	August 2037
TW(1)	9,107,143	(5)	NTL (SEQ)	INV/IO	38376PZB9	August 2037
TX(1)	9,107,143	(5)	NTL (SEQ)	INV/IO	38376PZC7	August 2037
Security Group 3						
GA	8,215,215	6.0	SEQ/AD	FIX	38376PZD5	December 2023
GZ	1,000	6.0	SEQ	FIX/Z	38376PZE3	December 2023
Security Group 4						
BN(1)	53,592,000	5.0	PAC I	FIX	38376PZF0	July 2038
FG(1)	309,107,142	(5)	NTL (PAC I)	FLT/IO	38376PZG8	May 2037
GM(1)	19,673,000	5.0	PAC II	FIX	38376PZH6	December 2039
GS(1)	309,107,142	(5)	NTL (PAC I)	INV/IO	38376PZJ2	May 2037
LN(1)	68,671,000	5.0	PAC I	FIX	38376PZK9	December 2039
NQ(1)	432,750,000	0.0	PAC I	PO	38376PZL7	May 2037
VM(1)	70,652,000	5.0	TAC/AD	FIX	38376PZM5	December 2039
ZG(1)	80,282,000	5.0	SUP	FIX/Z	38376PZN3	December 2039
Security Group 5						
AS(1)	87,717,857	(5)	NTL (PAC I)	INV/IO	38376PZP8	November 2038
EM(1)	4,831,000	5.0	PAC II	FIX	38376PZQ6	December 2039
FM(1)	87,717,857	(5)	NTL (PAC I)	FLT/IO	38376PZR4	November 2038
MO(1)	122,805,000	0.0	PAC I	PO	38376PZS2	November 2038
MP	13,506,000	5.0	PAC I	FIX	38376PZT0	December 2039
TA(1)	87,717,857	(5)	NTL (PAC I)	INV/IO	38376PZU7	November 2038
VH(1)	17,352,000	5.0	TAC/AD	FIX	38376PZV5	December 2039
ZH(1)	19,718,000	5.0	SUP	FIX/Z	38376PZW3	December 2039
Security Group 6						
DL	100,000	4.0	PAC	FIX	38376PZX1	December 2039
DO(1)	61,613,000	0.0	PAC	PO	38376PZY9	December 2039
FB(1)	35,207,428	(5)	NTL (PAC)	FLT/IO	38376PZZ6	December 2039
FJ	100,000,000	(5)	PT	FLT	38376PA34	December 2039
FL(1)	7,592,571	(5)	SUP	FLT	38376PA26	December 2039
KF	50,000,000	(5)	PT	FLT	38376PA42	December 2039
KS	50,000,000	(5)	NTL (PT)	INV/IO	38376PA59	December 2039
SA(1)	35,207,428	(5)	NTL (PAC)	INV/IO	38376PA67	December 2039
SJ	100,000,000	(5)	NTL (PT)	INV/IO	38376PA75	December 2039
SL(1)	5,694,429	(5)	SUP	INV	38376PA83	December 2039
Security Group 7						
F(1)	94,642,857	(5)	NTL (PAC I)	FLT/IO	38376PA91	December 2038
J	14,329,000	5.0	PAC I	FIX	38376PB25	December 2039
JQ(1)	132,500,000	0.0	PAC I	PO	38376PB33	December 2038
JS(1)	94,642,857	(5)	NTL (PAC I)	INV/IO	38376PB41	December 2038
MT(1)	5,162,000	5.0	PAC II	FIX	38376PB58	December 2039
TJ(1)	94,642,857	(5)	NTL (PAC I)	INV/IO	38376PB66	December 2038
VT(1)	18,553,000	5.0	TAC/AD	FIX	38376PB74	December 2039
ZT(1)	21,132,000	5.0	SUP	FIX/Z	38376PB82	December 2039
Security Group 8						
EN(1)	39,261,000	5.0	PAC I	FIX	38376PB90	September 2038
FX(1)	228,235,714	(5)	NTL (PAC I)	FLT/IO	38376PC24	August 2037
KO(1)	319,530,000	0.0	PAC I	PO	38376PC32	August 2037
LW(1)	50,234,000	5.0	PAC I	FIX	38376PC40	December 2039
MU(1)	14,381,000	5.0	PAC II	FIX	38376PC57	December 2039
PS(1)	228,235,714	(5)	NTL (PAC I)	INV/IO	38376PC65	August 2037
VU(1)	51,682,000	5.0	TAC/AD	FIX	38376PC73	December 2039
ZU(1)	58,868,000	5.0	SUP	FIX/Z	38376PC81	December 2039
Security Group 9						
EO(1)	151,365,000	0.0	SEQ	PO	38376PC99	December 2034
ES(1)	97,306,071	(5)	NTL (SEQ)	INV/IO	38376PD23	December 2034
FE(1)	97,306,071	(5)	NTL (SEQ)	FLT/IO	38376PD31	December 2034
TD(1)	97,306,071	(5)	NTL (SEQ)	INV/IO	38376PD49	December 2034
VD(1)	23,174,000	4.5	SEQ/AD	FIX	38376PD56	September 2022
VE(1)	16,187,000	4.5	SEQ/AD	FIX	38376PD64	August 2028
ZE	30,000,000	4.5	SEQ	FIX/Z	38376PD72	December 2039
Security Group 10						
LK(1)	20,541,652	5.0	SC/PT	FIX	38376PD80	February 2036
Residual						
RR	0	0.0	NPR	NPR	38376PD98	December 2039

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

Deutsche Bank Securities **Aladdin Capital LLC**

The date of this Offering Circular Supplement is December 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: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: December 30, 2009

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

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae I	5.0%	30
2	Ginnie Mae I	5.0%	30
3	Ginnie Mae I	6.0%	15
4	Ginnie Mae I	5.0%	30
5	Ginnie Mae I	5.0%	30
6	Ginnie Mae I	6.0%	30
7	Ginnie Mae II	5.0%	30
8	Ginnie Mae II	5.0%	30
9	Ginnie Mae II	4.5%	30
10	Underlying Certificates	(1)	(1)

(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, 4, 5, 6, 7, 8 and 9 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$119,770,000	355	5	5.50%
Group 2 Trust Assets			
$15,000,000	355	5	5.50%
Group 3 Trust Assets			
$8,216,215	163	16	6.50%
Group 4 Trust Assets			
$725,620,000	357	3	5.50%
Group 5 Trust Assets			
$178,212,000	357	3	5.50%
Group 6 Trust Assets			
$225,000,000	342	18	6.50%
Group 7 Trust Assets			
$191,676,000	356	3	5.33%
Group 8 Trust Assets			
$533,956,000	356	3	5.33%
Group 9 Trust Assets			
$220,726,000	355	5	4.95%

[1] As of December 1, 2009.
[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 7, 8 and 9 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

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

2. To AZ, until retired.

SECURITY GROUP 2

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

SECURITY GROUP 3

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

SECURITY GROUP 4

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

- The ZG Accrual Amount, in the following order of priority:

  1. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date; and

  2. To ZG, until retired.

- The Group 4 Principal Distribution Amount, in the following order of priority:

  1. Sequentially, to NO, BN and LN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

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

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

  4. To ZG, until retired;

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

  6. To GM, without regard to its Scheduled Principal Balance, until retired; and

  7. Sequentially, to NO, BN and LN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 5

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

- The ZH Accrual Amount, in the following order of priority:

  1. To VH, until reduced to its Scheduled Principal Balance for that Distribution Date; and

  2. To ZH, until retired.

- The Group 5 Principal Distribution Amount, in the following order of priority:

  1. Sequentially, to MO and MP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

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

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

  4. To ZH, until retired;

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

  6. To EM, without regard to its Scheduled Principal Balance, until retired; and

  7. Sequentially, to MO and MP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, concurrently, as follows:

- 33.3333333333% in the following order of priority:

  1. Sequentially, to DO and DL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

  2. Concurrently, to FL and SL, pro rata, until retired; and

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

- 66.6666666667%, concurrently, to FJ and KF, pro rata, until retired.

SECURITY GROUP 7

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

- The ZT Accrual Amount, in the following order of priority:

  1. To VT, until reduced to its Scheduled Principal Balance for that Distribution Date; and

  2. To ZT, until retired.

- The Group 7 Principal Distribution Amount, in the following order of priority:

  1. Sequentially, to JO and J, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

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

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

4. To ZT, until retired;

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

6. To MT, without regard to its Scheduled Principal Balance, until retired; and

7. Sequentially, to JO and J, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 8

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

- The ZU Accrual Amount, in the following order of priority:

  1. To VU, until reduced to its Scheduled Principal Balance for that Distribution Date; and

  2. To ZU, until retired.

- The Group 8 Principal Distribution Amount, in the following order of priority:

  1. Sequentially, to KO, EN and LW, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

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

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

  4. To ZU, until retired;

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

  6. To MU, without regard to its Scheduled Principal Balance, until retired; and

  7. Sequentially, to KO, EN and LW, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 9

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

- The ZE Accrual Amount, sequentially, to VD, VE and ZE, in that order, until retired; and

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

SECURITY GROUP 10

The Group 10 Principal Distribution Amount to LK, until retired.

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

Class	Structuring Ranges or Rates
Security Group 4	
PAC I Classes	
BN, LN, NO (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
GM	133% PSA through 250% PSA
TAC Class	
VM*	250% PSA
Security Group 5	
PAC I Classes	
MO and MP (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
EM	133% PSA through 250% PSA
TAC Class	
VH*	250% PSA
Security Group 6	
PAC Classes	
DL and DO (in the aggregate)	200% PSA through 325% PSA
Security Group 7	
PAC I Classes	
J and JO (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
MT	133% PSA through 250% PSA
TAC Class	
VT*	250% PSA
Security Group 8	
PAC I Classes	
EN, KO and LW (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
MU	133% PSA through 250% PSA
TAC Class	
VU*	250% PSA

* No Initial Effective Rate

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

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

Class	Original Class Notional Balance	Represents Approximately
AI	$ 94,770,000	100% of AO (SEQ/AD Class)
	12,750,000	100% of BO (SEQ Class)
	$107,520,000	
AS	$ 87,717,857	71.4285714286% of MO (PAC I Class)
DI	41,075,333	66.6666666667% of DO (PAC Class)
DS	97,306,071	64.2857142857% of EO (SEQ Class)
EI	151,365,000	100% of EO (SEQ Class)
ES	97,306,071	64.2857142857% of EO (SEQ Class)
F	94,642,857	71.4285714286% of JO (PAC I Class)
FB	35,207,428	57.1428571429% of DO (PAC Class)
FE	97,306,071	64.2857142857% of EO (SEQ Class)
FG	309,107,142	71.4285714286% of NO (PAC I Class)
FM	87,717,857	71.4285714286% of MO (PAC I Class)
FU	67,692,857	71.4285714286% of AO (SEQ/AD Class)
FW	9,107,143	71.428572549% of BO (SEQ Class)
FX	228,235,714	71.4285714286% of KO (PAC I Class)
GI	3,926,100	10% of EN (PAC I Class)
GS	309,107,142	71.4285714286% of NO (PAC I Class)
IK	8,949,500	10% of EN and LW (PAC I Classes)
IL	6,867,100	10% of LN (PAC I Class)
IM	122,805,000	100% of MO (PAC I Class)
IN	5,359,200	10% of BN (PAC I Class)
IY	12,226,300	10% of BN and LN (PAC I Classes)
JI	132,500,000	100% of JO (PAC I Class)
JS	94,642,857	71.4285714286% of JO (PAC I Class)
KI	319,530,000	100% of KO (PAC I Class)
KS	50,000,000	100% of KF (PT Class)
LI	8,216,660	40% of LK (SC/PT Class)
MS	87,717,857	71.4285714286% of MO (PAC I Class)
NI	432,750,000	100% of NO (PAC I Class)
PS	228,235,714	71.4285714286% of KO (PAC I Class)
SA	35,207,428	57.1428571429% of DO (PAC Class)
SJ	100,000,000	100% of FJ (PT Class)
SK	94,642,857	71.4285714286% of JO (PAC I Class)
SV	$ 67,692,857	71.4285714286% of AO (SEQ/AD Class)
	9,107,143	71.428572549% of BO (SEQ Class)
	$ 76,800,000	

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

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

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

Available Combinations(1)

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(7)								
AO	$ 94,770,000	AD	$107,520,000	SEQ/AD	3.00%	FIX	38376PE48	August 2037
BO	12,750,000							
FU	40,615,714							
FW	5,464,286							
TU	40,615,714							
TV	40,615,714							
TW	5,464,286							
TX	5,464,286							
Combination 4(7)								
AO	$ 94,770,000	AE	$107,520,000	SEQ/AD	3.25%	FIX	38376PE55	August 2037
BO	12,750,000							
FU	44,000,357							
FW	5,919,643							
TU	44,000,357							
TV	44,000,357							
TW	5,919,643							
TX	5,919,643							
Combination 5(7)								
AO	$ 94,770,000	AG	$107,520,000	SEQ/AD	3.50%	FIX	38376PE63	August 2037
BO	12,750,000							
FU	47,385,000							
FW	6,375,000							
TU	47,385,000							
TV	47,385,000							
TW	6,375,000							
TX	6,375,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6(7)								
AO	$ 94,770,000	AH	$107,520,000	SEQ/AD	3.75%	FIX	38376PE71	August 2037
BO	12,750,000							
FU	50,769,643							
FW	6,830,357							
TU	50,769,643							
TV	50,769,643							
TW	6,830,357							
TX	6,830,357							
Combination 7(7)								
AO	$ 94,770,000	AJ	$107,520,000	SEQ/AD	4.00%	FIX	38376PE89	August 2037
BO	12,750,000							
FU	54,154,286							
FW	7,285,714							
TU	54,154,286							
TV	54,154,286							
TW	7,285,714							
TX	7,285,714							
Combination 8(7)								
AO	$ 94,770,000	AK	$107,520,000	SEQ/AD	4.25%	FIX	38376PE97	August 2037
BO	12,750,000							
FU	57,538,928							
FW	7,741,072							
TU	57,538,928							
TV	57,538,928							
TW	7,741,072							
TX	7,741,072							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9(7)								
AO	$ 94,770,000	AL	$107,520,000	SEQ/AD	4.50%	FIX	38376PF21	August 2037
BO	12,750,000							
FU	60,923,571							
FW	8,196,429							
TU	60,923,571							
TV	60,923,571							
TW	8,196,429							
TX	8,196,429							
Combination 10(7)								
AO	$ 94,770,000	AM	$107,520,000	SEQ/AD	4.75%	FIX	38376PF39	August 2037
BO	12,750,000							
FU	64,308,214							
FW	8,651,786							
TU	64,308,214							
TV	64,308,214							
TW	8,651,786							
TX	8,651,786							
Combination 11(7)								
AO	$ 94,770,000	AT	$107,520,000	SEQ/AD	5.00%	FIX	38376PF47	August 2037
BO	12,750,000							
FU	67,692,857							
FW	9,107,143							
TU	67,692,857							
TV	67,692,857							
TW	9,107,143							
TX	9,107,143							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12(7)								
AO	$ 67,692,857	FV	$ 76,800,000	SEQ/AD	(5)	FLT	38376PF54	August 2037
BO	9,107,143							
FU	67,692,857							
FW	9,107,143							
Combination 13(7)								
AO	$ 67,692,857	FY	$ 76,800,000	SEQ/AD	(5)	FLT	38376PF62	August 2037
BO	9,107,143							
FU	67,692,857							
FW	9,107,143							
TU	67,692,857							
TW	9,107,143							
Combination 14(7)								
TV	$ 67,692,857	SY	$ 76,800,000	NTL(SEQ/AD)	(5)	INV/IO	38376PF70	August 2037
TX	9,107,143							
Combination 15(7)								
TU	$ 67,692,857	SV	$ 76,800,000	NTL(SEQ/AD)	(5)	INV/IO	38376PF88	August 2037
TV	67,692,857							
TW	9,107,143							
TX	9,107,143							
Combination 16(7)								
FU	$ 67,692,857	AI	$107,520,000	NTL(SEQ/AD)	5.00%	FIX/IO	38376PF96	August 2037
FW	9,107,143							
TU	67,692,857							
TV	67,692,857							
TW	9,107,143							
TX	9,107,143							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 17(6)								
BN	$ 53,592,000	CN	$ 53,592,000	PAC I	4.50%	FIX	38376PG20	July 2038
		DN	53,592,000	PAC I	4.75	FIX	38376PG38	July 2038
		IN	5,359,200	NTL (PAC I)	5.00	FIX/IO	38376PG46	July 2038
Combination 18(6)								
LN	$ 68,671,000	IL	$ 6,867,100	NTL (PAC I)	5.00%	FIX/IO	38376PG53	December 2039
		LM	68,671,000	PAC I	4.75	FIX	38376PG61	December 2039
		LP	68,671,000	PAC I	4.50	FIX	38376PG79	December 2039
Combination 19(6)								
BN	$ 53,592,000	YA	$122,263,000	PAC I	4.50%	FIX	38376PG87	December 2039
LN	68,671,000	YB	122,263,000	PAC I	4.75	FIX	38376PG95	December 2039
		YC	122,263,000	PAC I	5.00	FIX	38376PH29	December 2039
		IY	12,226,300	NTL (PAC I)	5.00	FIX/IO	38376PH37	December 2039
Combination 20								
FG	$309,107,142	GF	$309,107,142	PAC I	(5)	FLT	38376PH45	May 2037
NO	309,107,142							
Combination 21								
FG	$154,553,571	NA	$432,750,000	PAC I	2.50%	FIX	38376PH52	May 2037
GS	154,553,571							
NO	432,750,000							
Combination 22								
FG	$170,008,928	NB	$432,750,000	PAC I	2.75%	FIX	38376PH60	May 2037
GS	170,008,928							
NO	432,750,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23								
FG	$185,464,285	NC	$432,750,000	PAC I	3.00%	FIX	38376PH78	May 2037
GS	185,464,285							
NO	432,750,000							
Combination 24								
FG	$200,919,642	ND	$432,750,000	PAC I	3.25%	FIX	38376PH86	May 2037
GS	200,919,642							
NO	432,750,000							
Combination 25								
FG	$216,374,999	NE	$432,750,000	PAC I	3.50%	FIX	38376PH94	May 2037
GS	216,374,999							
NO	432,750,000							
Combination 26								
FG	$231,830,357	NG	$432,750,000	PAC I	3.75%	FIX	38376PJ27	May 2037
GS	231,830,357							
NO	432,750,000							
Combination 27								
FG	$247,285,714	NH	$432,750,000	PAC I	4.00%	FIX	38376PJ35	May 2037
GS	247,285,714							
NO	432,750,000							
Combination 28								
FG	$262,741,071	NJ	$432,750,000	PAC I	4.25%	FIX	38376PJ43	May 2037
GS	262,741,071							
NO	432,750,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 29								
FG	$278,196,428	NK	$432,750,000	PAC I	4.50%	FIX	38376PJ50	May 2037
GS	278,196,428							
NO	432,750,000							
Combination 30								
FG	$293,651,785	NL	$432,750,000	PAC I	4.75%	FIX	38376PJ68	May 2037
GS	293,651,785							
NO	432,750,000							
Combination 31								
FG	$309,107,142	NM	$432,750,000	PAC I	5.00%	FIX	38376PJ76	May 2037
GS	309,107,142							
NO	432,750,000							
Combination 32								
FG	$309,107,142	NI	$432,750,000	NTL (PAC I)	5.00%	FIX/IO	38376PJ84	May 2037
GS	309,107,142							
Security Group 5								
Combination 33								
FM	$ 87,717,857	MF	$ 87,717,857	PAC I	(5)	FLT	38376PJ92	November 2038
MO	87,717,857							
Combination 34								
AS	$ 52,630,714	MC	$122,805,000	PAC I	3.00%	FIX	38376PK25	November 2038
FM	52,630,714							
MO	122,805,000							
TA	52,630,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 35								
AS	$ 57,016,607	MD	$122,805,000	PAC I	3.25%	FIX	38376PK33	November 2038
FM	57,016,607							
MO	122,805,000							
TA	57,016,607							
Combination 36								
AS	$ 61,402,500	ME	$122,805,000	PAC I	3.50%	FIX	38376PK41	November 2038
FM	61,402,500							
MO	122,805,000							
TA	61,402,500							
Combination 37								
AS	$ 65,788,393	MG	$122,805,000	PAC I	3.75%	FIX	38376PK58	November 2038
FM	65,788,393							
MO	122,805,000							
TA	65,788,393							
Combination 38								
AS	$ 70,174,286	MH	$122,805,000	PAC I	4.00%	FIX	38376PK66	November 2038
FM	70,174,286							
MO	122,805,000							
TA	70,174,286							
Combination 39								
AS	$ 74,560,178	MJ	$122,805,000	PAC I	4.25%	FIX	38376PK74	November 2038
FM	74,560,178							
MO	122,805,000							
TA	74,560,178							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 40								
AS	$ 78,946,071	MK	$122,805,000	PAC I	4.50%	FIX	38376PK82	November 2038
FM	78,946,071							
MO	122,805,000							
TA	78,946,071							
Combination 41								
AS	$ 83,331,964	ML	$122,805,000	PAC I	4.75%	FIX	38376PK90	November 2038
FM	83,331,964							
MO	122,805,000							
TA	83,331,964							
Combination 42								
AS	$ 87,717,857	MN	$122,805,000	PAC I	5.00%	FIX	38376PL24	November 2038
FM	87,717,857							
MO	122,805,000							
TA	87,717,857							
Combination 43								
AS	$ 87,717,857	IM	$122,805,000	NTL (PAC I)	5.00%	FIX/IO	38376PL32	November 2038
FM	87,717,857							
TA	87,717,857							
Combination 44								
FM	$ 87,717,857	AF	$ 87,717,857	PAC I	(5)	FLT	38376PL40	November 2038
MO	87,717,857							
TA	87,717,857							
Combination 45								
AS	$ 87,717,857	MS	$ 87,717,857	NTL (PAC I)	(5)	INV/IO	38376PL57	November 2038
TA	87,717,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Groups 4 and 5								
Combination 46(7)								
ZG	$ 80,282,000	ZA	$100,000,000	SUP	5.00%	FIX/Z	38376PL65	December 2039
ZH	19,718,000							
Combination 47(7)								
EM	$ 4,831,000	MA	$ 24,504,000	PAC II	5.00%	FIX	38376PL73	December 2039
GM	19,673,000							
Combination 48(7)								
EM	$ 4,831,000	MB	$ 24,504,000	PAC II	5.00%	FIX	38376PL81	December 2039
GM	19,673,000							
Combination 49(7)								
VH	$ 17,352,000	VK	$ 88,004,000	TAC/AD	5.00%	FIX	38376PL99	December 2039
VM	70,652,000							
Security Group 6								
Combination 50								
FL	$ 7,592,571	HA	$ 13,287,000	SUP	4.00%	FIX	38376PM23	December 2039
SL	5,694,429							
Combination 51								
DO	$ 35,207,428	FA	$ 35,207,428	PAC	(5)	FLT	38376PM31	December 2039
FB	35,207,428							
Combination 52								
DO	$ 61,613,000	DA	$ 61,613,000	PAC	2.50%	FIX	38376PM49	December 2039
FB	22,004,643							
SA	22,004,643							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 53								
DO	$ 61,613,000	DB	$ 61,613,000	PAC	2.75%	FIX	38376PM56	December 2039
FB	24,205,107							
SA	24,205,107							
Combination 54								
DO	$ 61,613,000	DC	$ 61,613,000	PAC	3.00%	FIX	38376PM64	December 2039
FB	26,405,571							
SA	26,405,571							
Combination 55								
DO	$ 61,613,000	DG	$ 61,613,000	PAC	3.50%	FIX	38376PM72	December 2039
FB	30,806,500							
SA	30,806,500							
Combination 56								
DO	$ 61,613,000	DJ	$ 61,613,000	PAC	4.00%	FIX	38376PM80	December 2039
FB	35,207,428							
SA	35,207,428							
Combination 57								
FB	$ 35,207,428	DI	$ 41,075,333	NTL (PAC)	6.00%	FIX/IO	38376PM98	December 2039
SA	35,207,428							
Security Group 7								
Combination 58								
F	$ 94,642,857	JF	$ 94,642,857	PAC I	(5)	FLT	38376PN22	December 2038
JO	94,642,857							
TJ	94,642,857							
Combination 59								
F	$ 94,642,857	FK	$ 94,642,857	PAC I	(5)	FLT	38376PN30	December 2038
JO	94,642,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 60								
JS	$ 94,642,857	SK	$ 94,642,857	NTL (PAC I)	(5)	INV/IO	38376PN48	December 2038
TJ	94,642,857							
Combination 61								
F	$ 56,785,714	JC	$132,500,000	PAC I	3.00%	FIX	38376PN55	December 2038
JO	132,500,000							
JS	56,785,714							
TJ	56,785,714							
Combination 62								
F	$ 61,517,857	JD	$132,500,000	PAC I	3.25%	FIX	38376PN63	December 2038
JO	132,500,000							
JS	61,517,857							
TJ	61,517,857							
Combination 63								
F	$ 66,250,000	JE	$132,500,000	PAC I	3.50%	FIX	38376PN71	December 2038
JO	132,500,000							
JS	66,250,000							
TJ	66,250,000							
Combination 64								
F	$ 70,982,143	JH	$132,500,000	PAC I	3.75%	FIX	38376PN89	December 2038
JO	132,500,000							
JS	70,982,143							
TJ	70,982,143							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 65								
F	$ 75,714,286	JG	$132,500,000	PAC I	4.00%	FIX	38376PN97	December 2038
JO	132,500,000							
JS	75,714,286							
TJ	75,714,286							
Combination 66								
F	$ 80,446,428	JK	$132,500,000	PAC I	4.25%	FIX	38376PP20	December 2038
JO	132,500,000							
JS	80,446,428							
TJ	80,446,428							
Combination 67								
F	$ 85,178,571	JL	$132,500,000	PAC I	4.50%	FIX	38376PP38	December 2038
JO	132,500,000							
JS	85,178,571							
TJ	85,178,571							
Combination 68								
F	$ 89,910,714	JM	$132,500,000	PAC I	4.75%	FIX	38376PP46	December 2038
JO	132,500,000							
JS	89,910,714							
TJ	89,910,714							
Combination 69								
F	$ 94,642,857	JN	$132,500,000	PAC I	5.00%	FIX	38376PP53	December 2038
JO	132,500,000							
JS	94,642,857							
TJ	94,642,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 70								
F	$ 94,642,857	WU	$ 55,208,333	PAC I	12.00%	FIX	38376PP61	December 2038
JO	55,208,333							
JS	94,642,857							
TJ	94,642,857							
Combination 71								
F	$ 94,642,857	JI	$132,500,000	NTL (PAC I)	5.00%	FIX/IO	38376PP79	December 2038
JS	94,642,857							
TJ	94,642,857							
Security Group 8								
Combination 72(6)								
EN	$ 39,261,000	GI	$ 3,926,100	NTL (PAC I)	5.00%	FIX/IO	38376PP87	September 2038
		GN	39,261,000	PAC I	4.50	FIX	38376PP95	September 2038
		HN	39,261,000	PAC I	4.75	FIX	38376PQ29	September 2038
Combination 73(6)								
LW	$ 50,234,000	LT	$ 50,234,000	PAC I	4.50%	FIX	38376PQ37	December 2039
		LU	50,234,000	PAC I	4.75	FIX	38376PQ45	December 2039
		TI	5,023,400	NTL (PAC I)	5.00	FIX/IO	38376PQ52	December 2039
Combination 74(6)								
EN	$ 39,261,000	IK	$ 8,949,500	NTL (PAC I)	5.00%	FIX/IO	38376PQ60	December 2039
LW	50,234,000	K	89,495,000	PAC I	5.00	FIX	38376PQ78	December 2039
		KU	89,495,000	PAC I	4.75	FIX	38376PQ86	December 2039
		KW	89,495,000	PAC I	4.50	FIX	38376PQ94	December 2039
Combination 75								
FX	$228,235,714	PF	$228,235,714	PAC I	(5)	FLT	38376PR28	August 2037
KO	228,235,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 76								
FX	$114,117,857	KA	$319,530,000	PAC I	2.50%	FIX	38376PR36	August 2037
KO	319,530,000							
PS	114,117,857							
Combination 77								
FX	$125,529,643	KB	$319,530,000	PAC I	2.75%	FIX	38376PR44	August 2037
KO	319,530,000							
PS	125,529,643							
Combination 78								
FX	$136,941,428	KC	$319,530,000	PAC I	3.00%	FIX	38376PR51	August 2037
KO	319,530,000							
PS	136,941,428							
Combination 79								
FX	$148,353,214	KD	$319,530,000	PAC I	3.25%	FIX	38376PR69	August 2037
KO	319,530,000							
PS	148,353,214							
Combination 80								
FX	$159,765,000	KE	$319,530,000	PAC I	3.50%	FIX	38376PR77	August 2037
KO	319,530,000							
PS	159,765,000							
Combination 81								
FX	$171,176,786	KG	$319,530,000	PAC I	3.75%	FIX	38376PR85	August 2037
KO	319,530,000							
PS	171,176,786							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 82								
FX	$182,588,571	KH	$319,530,000	PAC I	4.00%	FIX	38376PR93	August 2037
KO	319,530,000							
PS	182,588,571							
Combination 83								
FX	$194,000,357	KJ	$319,530,000	PAC I	4.25%	FIX	38376PS27	August 2037
KO	319,530,000							
PS	194,000,357							
Combination 84								
FX	$205,412,143	KL	$319,530,000	PAC I	4.50%	FIX	38376PS35	August 2037
KO	319,530,000							
PS	205,412,143							
Combination 85								
FX	$216,823,928	KM	$319,530,000	PAC I	4.75%	FIX	38376PS43	August 2037
KO	319,530,000							
PS	216,823,928							
Combination 86								
FX	$228,235,714	KN	$319,530,000	PAC I	5.00%	FIX	38376PS50	August 2037
KO	319,530,000							
PS	228,235,714							
Combination 87								
FX	$228,235,714	KI	$319,530,000	NTL (PAC I)	5.00%	FIX/IO	38376PS68	August 2037
PS	228,235,714							
Security Groups 7 and 8								
Combination 88(7)								
ZT	$ 21,132,000	ZB	$ 80,000,000	SUP	5.00%	FIX/Z	38376PS76	December 2039
ZU	58,868,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 89(7)								
VT	$ 18,553,000	VB	$ 70,235,000	TAC/AD	5.00%	FIX	38376PS84	December 2039
VU	51,682,000							
Combination 90(7)								
MT	$ 5,162,000	M	$ 19,543,000	PAC II	5.00%	FIX	38376PS92	December 2039
MU	14,381,000							
Security Group 9								
Combination 91								
VD	$ 23,174,000	VG	$ 39,361,000	SEQ/AD	4.50%	FIX	38376PT26	August 2028
VE	16,187,000							
Combination 92								
EO	$ 97,306,071	DF	$ 97,306,071	SEQ	(5)	FLT	38376PT34	December 2034
FE	97,306,071							
Combination 93								
ES	$ 97,306,071	DS	$ 97,306,071	NTL (SEQ)	(5)	INV/IO	38376PT42	December 2034
TD	97,306,071							
Combination 94								
EO	$151,365,000	EB	$151,365,000	SEQ	3.00%	FIX	38376PT59	December 2034
ES	64,870,714							
FE	64,870,714							
TD	64,870,714							
Combination 95								
EO	$151,365,000	EC	$151,365,000	SEQ	3.25%	FIX	38376PT67	December 2034
ES	70,276,607							
FE	70,276,607							
TD	70,276,607							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 96								
EO	$151,365,000	ED	$151,365,000	SEQ	3.50%	FIX	38376PT75	December 2034
ES	75,682,500							
FE	75,682,500							
TD	75,682,500							
Combination 97								
EO	$151,365,000	EG	$151,365,000	SEQ	3.75%	FIX	38376PT83	December 2034
ES	81,088,393							
FE	81,088,393							
TD	81,088,393							
Combination 98								
EO	$151,365,000	EH	$151,365,000	SEQ	4.00%	FIX	38376PT91	December 2034
ES	86,494,285							
FE	86,494,285							
TD	86,494,285							
Combination 99								
EO	$151,365,000	EJ	$151,365,000	SEQ	4.25%	FIX	38376PU24	December 2034
ES	91,900,178							
FE	91,900,178							
TD	91,900,178							
Combination 100								
EO	$151,365,000	EK	$151,365,000	SEQ	4.50%	FIX	38376PU32	December 2034
ES	97,306,071							
FE	97,306,071							
TD	97,306,071							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 101								
EO	$151,365,000	ET	$151,365,000	SEQ	2.50%	FIX	38376PU40	December 2034
ES	54,058,928							
FE	54,058,928							
TD	54,058,928							
Combination 102								
EO	$151,365,000	EU	$151,365,000	SEQ	2.75%	FIX	38376PU57	December 2034
ES	59,464,821							
FE	59,464,821							
TD	59,464,821							
Combination 103								
EO	$ 97,306,071	EF	$ 97,306,071	SEQ	(5)	FLT	38376PU65	December 2034
FE	97,306,071							
TD	97,306,071							
Combination 104								
ES	$ 97,306,071	EI	$151,365,000	NTL (SEQ)	4.50%	FIX/IO	38376PU73	December 2034
FE	97,306,071							
TD	97,306,071							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 10								
Combination 105(6)								
LK	$ 20,541,652	LA	$ 20,541,652	SC/PT	3.00%	FIX	38376PU81	February 2036
		LB	20,541,652	SC/PT	3.25	FIX	38376PU99	February 2036
		LC	20,541,652	SC/PT	3.50	FIX	38376PV23	February 2036
		LD	20,541,652	SC/PT	3.75	FIX	38376PV31	February 2036
		LE	20,541,652	SC/PT	4.00	FIX	38376PV49	February 2036
		LG	20,541,652	SC/PT	4.25	FIX	38376PV56	February 2036
		LH	20,541,652	SC/PT	4.50	FIX	38376PV64	February 2036
		LI	8,216,660	NTL (SC/PT)	5.00	FIX/IO	38376PV72	February 2036
		LJ	20,541,652	SC/PT	4.75	FIX	38376PV80	February 2036

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

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

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

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

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

(6) In the case of Combinations 17, 18, 19, 72, 73, 74 and 105 various subcombinations are permitted. *See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

(7) Combinations 1 through 16, 46 through 49 and 88 through 90 are derived from REMIC Classes of separate Security Groups.

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2009)

$12,054,920,239

Government National Mortgage Association

GINNIE MAE®

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

See "Risk Factors" beginning on page S-14 which highlights some of these risks.

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
HZ	$ 71,170,478	5.50%	SC/PT/SUP	FIX/Z	38376PAA8	October 2039
Security Group 2						
VA(1)	22,871,017	5.50	SC/AD/SEQ	FIX	38376PAB6	November 2020
Z	28,015,000	5.50	SC/SEQ	FIX/Z	38376PAC4	September 2039
Security Group 3						
BZ	30,000,000	5.00	SUP	FIX/Z	38376PAD2	December 2039
KA(1)	24,382,000	5.00	PAC II/AD	FIX	38376PAE0	December 2039
KZ	1,000	5.00	PAC II/AD	FIX/Z	38376PAF7	December 2039
NA(1)	237,490,000	5.00	PAC I/AD	FIX	38376PAG5	April 2037
PN(1)	40,023,000	5.00	PAC I/AD	FIX	38376PAH3	October 2038
V(1)	14,972,000	5.00	AD/PAC I	FIX	38376PAJ9	December 2020
ZA(1)	20,576,000	5.00	PAC I/AD	FIX/Z	38376PAK6	December 2039
ZB	30,000,000	5.00	SUP	FIX/Z	38376PAL4	December 2039
Security Group 4						
FD	87,954,786	(5)	SC/PT	FLT	38376PAM2	March 2037
ID(1)	732,956	6.00	NTL (SC/PT)	FIX/IO	38376PAN0	March 2037
OD(1)	4,821,226	0.00	SC/PT	PO	38376PAP5	March 2037
Security Group 5						
FE	64,181,643	(5)	SC/PT	FLT	38376PAQ3	May 2036
IE(6)	64,181,643	(5)	NTL (SC/PT)	SP/IO	38376PAR1	May 2036
OE	4,612,408	0.00	SC/PT	PO	38376PAS9	May 2036
Security Group 6						
YH	17,230,314	4.75	SC/PT	FIX	38376PAT7	September 2038
YI(1)	861,515	5.00	NTL (SC/PT)	FIX/IO	38376PAU4	September 2038
Security Group 7						
VN(1)	21,678,896	5.50	SC/AD/SEQ	FIX	38376PAV2	November 2020
ZQ	26,555,133	5.50	SC/SEQ	FIX/Z	38376PAW0	September 2039
Security Group 8						
XE	14,932,101	4.50	SC/PT	FIX	38376PAX8	February 2038
XI(1)	1,493,210	5.00	NTL (SC/PT)	FIX/IO	38376PAY6	February 2038
Security Group 9						
A(1)	139,428,571	(5)	NTL (PT)	INV/IO	38376PAZ3	December 2039
AV(1)	139,428,571	(5)	NTL (PT)	FLT/IO	38376PBA7	December 2039
IA(1)	139,428,571	(5)	NTL (PT)	INV/IO	38376PBB5	December 2039
IB(1)	139,428,571	(5)	NTL (PT)	INV/IO	38376PBC3	December 2039
OA(1)	244,000,000	0.00	PT	PO	38376PBD1	December 2039
SA(1)	139,428,571	(5)	NTL (PT)	INV/IO	38376PBE9	December 2039

(Cover continued on next page)

BofA Merrill Lynch **Loop Capital Markets LLC**

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

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

(1) These Securities may be exchanged for MX Securities described in Schedule I.

(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.

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

(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

(6) This Class has the SP ("Special") designation in its Interest Type because its interest rate will change significantly at specified levels of LIBOR. *See "Terms Sheet — Interest Rates" in this Supplement.*

TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: December 30, 2009

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

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Underlying Certificate	(1)	(1)
2	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	5.0%	30
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)
9	Ginnie Mae I	4.0%	30
10	Ginnie Mae I	4.5%	30
11	Ginnie Mae I	4.5%	30
12	Ginnie Mae I	4.5%	30
13	Ginnie Mae I	5.0%	30
14	Ginnie Mae II	4.0%	30
15	Ginnie Mae II	4.5%	30
16	Ginnie Mae II	5.0%	30
17	Ginnie Mae II	5.5%	30
18	Underlying Certificates	(1)	(1)

(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 Class IX payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 3, Group 9, Group 10, Group 11, Group 12, Group 13, Group 14, Group 15, Group 16 and Group 17 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 3 Trust Assets			
$ 397,444,000	359	0	5.38%
Group 9 Trust Assets			
$ 244,000,000	359	1	4.50%
Group 10 Trust Assets			
$ 82,000,000	359	1	5.00%
Group 11 Trust Assets			
$ 192,000,000	359	1	5.00%
Group 12 Trust Assets			
$3,920,767,252	359	1	5.00%
Group 13 Trust Assets			
$ 280,000,000	359	1	5.50%
Group 14 Trust Assets			
$ 52,689,756	359	1	4.44%
Group 15 Trust Assets			
$1,741,905,307	359	1	4.94%
Group 16 Trust Assets			
$4,650,514,159	359	1	5.39%
Group 17 Trust Assets			
$ 59,301,941	359	1	5.93%

[1] As of December 1, 2009.

[2] Does not include the Group 3 Trust Assets that will be added to pay the Trustee Fee.

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 3, Group 14, Group 15, Group 16 and Group 17 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 3, Group 9, Group 10, Group 11, Group 12, Group 13, Group 14, Group 15, Group 16 and Group 17 Trust Assets will differ from the weighted averages shown above, perhaps significantly. *See "The Trust Assets— The Mortgage Loans" in this Supplement.* See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
A	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
AF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
AS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
AV	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
BD	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
BF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
BS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
BV	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
CF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
CS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
CV	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
D	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
DF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
DS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
DV	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
EV	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
FA	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FB	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FC	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FD	LIBOR + 0.55%	0.78313%	0.55%	7.07%	0	0.00%
FE	LIBOR + 0.50%	0.73313%	0.50%	7.50%	0	0.00%
FH	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FJ	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FK	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FM	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FP	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FQ	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FU	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FV	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
FW	LIBOR + 0.60%	0.840%	0.60%	7.00%	0	0.00%
FY	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
H	130.00% − (LIBOR × 20)	1.000%	0.00%	1.00%	0	6.50%
HA	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HB	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HC	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HE	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HF	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HG	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HN	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HS	25.80% − (LIBOR × 4)	1.000%	0.00%	1.00%	0	6.45%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
HT	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
HU	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
HV	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
IA	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
IB	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
IC	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
IE	If LIBOR < 7.11%: (LIBOR − 6.9500005%) If 7.11% <= LIBOR: (1.059474412 × LIBOR) − 7.372863069%	0.0499995%	0.0499995%	0.181189546%	0	0.00%
IG	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
IH	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
IN	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
IS	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
IT	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
IU	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
IY	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
J	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
JF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
JS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
JV	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
KF	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
KS	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
M	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
MF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
MS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
MV	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
NF	LIBOR + 0.50%	0.73313%	0.50%	7.00%	0	0.00%
NP	6.80% − LIBOR	0.200%	0.00%	0.20%	0	6.80%
NQ	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
NU	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
NX	LIBOR + 0.80%	1.040%	0.80%	7.00%	0	0.00%
PF	LIBOR + 0.55%	0.78313%	0.55%	7.00%	0	0.00%
PS	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
QF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
QS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
QV	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
SA	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SB	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SC	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SD	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SH	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
SJ	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SK	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
SM	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SP	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
SQ	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SU	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
SW	6.20% − LIBOR	5.960%	0.00%	6.20%	0	6.20%
U	6.60% − LIBOR	0.200%	0.00%	0.20%	0	6.60%
UF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
US	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%
UV	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
W	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
WF	LIBOR + 0.40%	0.640%	0.40%	7.00%	0	0.00%
WS	6.40% − LIBOR	6.160%	0.00%	6.40%	0	6.40%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
WV	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
XB	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XC	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XD	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XH	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XJ	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XM	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XN	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XQ	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XS	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XU	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
XV	LIBOR + 0.20%	0.440%	0.20%	7.00%	0	0.00%
XW	6.60% − LIBOR	6.360%	0.00%	6.60%	0	6.60%
YB	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
YC	6.40% − LIBOR	0.200%	0.00%	0.20%	0	6.40%
YD	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
YJ	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
YM	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
YQ	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
YS	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
YU	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%
YW	6.80% − LIBOR	6.560%	0.00%	6.80%	0	6.80%

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

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

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

SECURITY GROUP 1

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

SECURITY GROUP 2

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

SECURITY GROUP 3

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

- The BZ and ZB Accrual Amounts in the following order of priority:

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

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

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

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

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

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

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

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

5. Sequentially, to NA, PN, V and ZA, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

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

SECURITY GROUP 6

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

SECURITY GROUP 7

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

SECURITY GROUP 8

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

SECURITY GROUP 9

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

SECURITY GROUP 10

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

SECURITY GROUP 11

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

SECURITY GROUP 12

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

SECURITY GROUP 13

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

SECURITY GROUP 14

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

SECURITY GROUP 15

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

SECURITY GROUP 16

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

SECURITY GROUP 17

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

SECURITY GROUP 18

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

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

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

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

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

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

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

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

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

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

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

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

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

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 2								
Combination 1(6)								
VA	$ 22,871,017	VB	$ 22,871,017	SC/AD/SEQ	4.00%	FIX	38375AMM3	November 2020
		VC	22,871,017	SC/AD/SEQ	4.25	FIX	38375AMN1	November 2020
		VD	22,871,017	SC/AD/SEQ	4.50	FIX	38375AMP6	November 2020
		VE	22,871,017	SC/AD/SEQ	4.75	FIX	38375AMQ4	November 2020
		VG	22,871,017	SC/AD/SEQ	5.00	FIX	38375AMR2	November 2020
		VH	22,871,017	SC/AD/SEQ	5.25	FIX	38375AMS0	November 2020
		VI	6,237,550	NTL(SC/AD/SEQ)	5.50	FIX/IO	38375AMT8	November 2020
Security Group 3								
Combination 2(6)								
NA	$ 237,490,000	NB	$ 237,490,000	PAC I/AD	2.50%	FIX	38375AMU5	April 2037
		NC	237,490,000	PAC I/AD	2.75	FIX	38375AMV3	April 2037
		ND	237,490,000	PAC I/AD	3.00	FIX	38375AMW1	April 2037
		NE	237,490,000	PAC I/AD	3.25	FIX	38375AMX9	April 2037
		NG	237,490,000	PAC I/AD	3.50	FIX	38375AMY7	April 2037
		NH	237,490,000	PAC I/AD	3.75	FIX	38375AMZ4	April 2037
		NI	118,745,000	NTL (PAC I/AD)	5.00	FIX/IO	38375ANA8	April 2037
		NJ	237,490,000	PAC I/AD	4.00	FIX	38375ANB6	April 2037
		NK	237,490,000	PAC I/AD	4.25	FIX	38375ANC4	April 2037
		NL	237,490,000	PAC I/AD	4.50	FIX	38375AND2	April 2037
		NM	237,490,000	PAC I/AD	4.75	FIX	38375ANE0	April 2037

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3(6)								
NA	$ 237,490,000	PA	$ 277,513,000	PAC I/AD	5.00%	FIX	38375ANF7	October 2038
PN	40,023,000	PB	277,513,000	PAC I/AD	4.75	FIX	38375ANG5	October 2038
		PC	277,513,000	PAC I/AD	4.50	FIX	38375ANH3	October 2038
		PD	277,513,000	PAC I/AD	4.25	FIX	38375ANJ9	October 2038
		PE	277,513,000	PAC I/AD	4.00	FIX	38375ANK6	October 2038
		PG	277,513,000	PAC I/AD	3.75	FIX	38375ANL4	October 2038
		PH	277,513,000	PAC I/AD	3.50	FIX	38375ANM2	October 2038
		PI	138,756,500	NTL (PAC I/AD)	5.00	FIX/IO	38375ANN0	October 2038
		PJ	277,513,000	PAC I/AD	3.25	FIX	38375ANP5	October 2038
		PK	277,513,000	PAC I/AD	3.00	FIX	38375ANQ3	October 2038
		PL	277,513,000	PAC I/AD	2.75	FIX	38375ANR1	October 2038
		PM	277,513,000	PAC I/AD	2.50	FIX	38375ANS9	October 2038
Combination 4(6)								
PN	$ 40,023,000	IP	$ 8,004,600	NTL (PAC I/AD)	5.00%	FIX/IO	38375ANT7	October 2038
		PQ	40,023,000	PAC I/AD	4.75	FIX	38375ANU4	October 2038
		PT	40,023,000	PAC I/AD	4.50	FIX	38375ANV2	October 2038
		PU	40,023,000	PAC I/AD	4.25	FIX	38375ANW0	October 2038
		PV	40,023,000	PAC I/AD	4.00	FIX	38375ANX8	October 2038
Combination 5(6)								
KA	$ 24,382,000	KB	$ 24,382,000	PAC II/AD	3.00%	FIX	38375ANY6	December 2039
		KC	24,382,000	PAC II/AD	3.50	FIX	38375ANZ3	December 2039
		KD	24,382,000	PAC II/AD	4.00	FIX	38375APA6	December 2039
		KE	24,382,000	PAC II/AD	4.50	FIX	38375APB4	December 2039
		KI	9,752,800	NTL (PAC II/AD)	5.00	FIX/IO	38375APC2	December 2039

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

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

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
A	$ 139,428,571	AG	$ 185,904,761	PT	5.25%	FIX	38375APX6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	185,904,761							
SA	139,428,571							
Combination 17								
A	$ 139,428,571	AH	$ 177,454,545	PT	5.50%	FIX	38375APY4	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	177,454,545							
SA	139,428,571							
Combination 18								
A	$ 139,428,571	AI	$ 244,000,000	NTL (PT)	4.00%	FIX/IO	38375APZ1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
A	$ 139,428,571	AJ	$ 169,739,130	PT	5.75%	FIX	38375AQA5	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	169,739,130							
SA	139,428,571							
Combination 20								
A	$ 139,428,571	AK	$ 162,666,666	PT	6.00%	FIX	38375AQB3	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	162,666,666							
SA	139,428,571							
Combination 21								
A	$ 139,428,571	AL	$ 156,160,000	PT	6.25%	FIX	38375AQC1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	156,160,000							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
A	$ 139,428,571	AM	$ 150,153,846	PT	6.50%	FIX	38375AQD9	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	150,153,846							
SA	139,428,571							
Combination 23								
A	$ 139,428,571	AN	$ 144,592,592	PT	6.75%	FIX	38375AQE7	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	144,592,592							
SA	139,428,571							
Combination 24								
A	$ 139,428,571	AP	$ 139,428,571	PT	7.00%	FIX	38375AQF4	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 25								
A	$ 139,428,571	AQ	$ 134,620,689	PT	7.25%	FIX	38375AQG2	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	134,620,689							
SA	139,428,571							
Combination 26								
A	$ 139,428,571	AT	$ 130,133,333	PT	7.50%	FIX	38375AQH0	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	130,133,333							
SA	139,428,571							
Combination 27								
A	$ 139,428,571	AU	$ 125,935,483	PT	7.75%	FIX	38375AQJ6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	125,935,483							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
A	$ 139,428,571	AW	$ 122,000,000	PT	8.00%	FIX	38375AQK3	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	122,000,000							
SA	139,428,571							
Combination 29								
A	$ 139,428,571	AX	$ 118,303,030	PT	8.25%	FIX	38375AQL1	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	118,303,030							
SA	139,428,571							
Combination 30								
A	$ 139,428,571	AY	$ 114,823,529	PT	8.50%	FIX	38375AQM9	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	114,823,529							
SA	139,428,571							
Combination 31								
AV	$ 139,428,571	HA	$ 139,428,571	PT	(5)	FLT	38375AQN7	December 2039
OA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 32								
A	$ 139,428,571	AS	$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQP2	December 2039
SA	139,428,571							
Combination 33								
AV	$ 139,428,571	AF	$ 139,428,571	PT	(5)	FLT	38375AQQ0	December 2039
IA	139,428,571							
OA	139,428,571							
Combination 34								
AV	$ 139,428,571	FA	$ 139,428,571	PT	(5)	FLT	38375AQR8	December 2039
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
Combination 35								
A	$ 139,428,571	HB	$ 139,428,571	PT	(5)	FLT	38375AQS6	December 2039
AV	139,428,571							
IA	139,428,571							
IB	139,428,571							
OA	139,428,571							
Combination 36								
A	$ 139,428,571	XS	$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQT4	December 2039
IB	139,428,571							
SA	139,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
A	$ 139,428,571	YS	$ 139,428,571	NTL (PT)	(5)	INV/IO	38375AQU1	December 2039
IA	139,428,571							
IB	139,428,571							
SA	139,428,571							
Security Group 10								
Combination 38								
BD	$ 35,142,857	BA	$ 82,000,000	PT	3.00%	FIX	38375AQV9	December 2039
BV	35,142,857							
IC	35,142,857							
OB	82,000,000							
SB	35,142,857							
YB	35,142,857							
Combination 39								
BD	$ 41,000,000	B	$ 82,000,000	PT	3.50%	FIX	38375AQW7	December 2039
BV	41,000,000							
IC	41,000,000							
OB	82,000,000							
SB	41,000,000							
YB	41,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 40								
BD	$ 46,857,143	BC	$ 82,000,000	PT	4.00%	FIX	38375AQX5	December 2039
BV	46,857,143							
IC	46,857,143							
OB	82,000,000							
SB	46,857,143							
YB	46,857,143							
Combination 41								
BD	$ 52,714,285	BE	$ 73,800,000	PT	5.00%	FIX	38375AQY3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	73,800,000							
SB	52,714,285							
YB	52,714,285							
Combination 42								
BD	$ 52,714,285	BG	$ 70,285,714	PT	5.25%	FIX	38375AQZ0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	70,285,714							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 43								
BD	$ 52,714,285	BH	$ 67,090,909	PT	5.50%	FIX	38375ARA4	December 2039
BV	52,714,285							
IC	52,714,285							
OB	67,090,909							
SB	52,714,285							
YB	52,714,285							
Combination 44								
BD	$ 52,714,285	BI	$ 82,000,000	NTL (PT)	4.50%	FIX/IO	38375ARB2	December 2039
BV	52,714,285							
IC	52,714,285							
SB	52,714,285							
YB	52,714,285							
Combination 45								
BD	$ 52,714,285	BJ	$ 64,173,913	PT	5.75%	FIX	38375ARC0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	64,173,913							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 46								
BD	$ 52,714,285	BK	$ 61,500,000	PT	6.00%	FIX	38375ARD8	December 2039
BV	52,714,285							
IC	52,714,285							
OB	61,500,000							
SB	52,714,285							
YB	52,714,285							
Combination 47								
BD	$ 52,714,285	BL	$ 59,040,000	PT	6.25%	FIX	38375ARE6	December 2039
BV	52,714,285							
IC	52,714,285							
OB	59,040,000							
SB	52,714,285							
YB	52,714,285							
Combination 48								
BD	$ 52,714,285	BM	$ 56,769,230	PT	6.50%	FIX	38375ARF3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	56,769,230							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 49								
BD	$ 52,714,285	BN	$ 54,666,666	PT	6.75%	FIX	38375ARG1	December 2039
BV	52,714,285							
IC	52,714,285							
OB	54,666,666							
SB	52,714,285							
YB	52,714,285							
Combination 50								
BD	$ 52,714,285	BP	$ 52,714,285	PT	7.00%	FIX	38375ARH9	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
SB	52,714,285							
YB	52,714,285							
Combination 51								
BD	$ 52,714,285	BQ	$ 50,896,551	PT	7.25%	FIX	38375ARJ5	December 2039
BV	52,714,285							
IC	52,714,285							
OB	50,896,551							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 52								
BD	$ 52,714,285	BT	$ 49,200,000	PT	7.50%	FIX	38375ARK2	December 2039
BV	52,714,285							
IC	52,714,285							
OB	49,200,000							
SB	52,714,285							
YB	52,714,285							
Combination 53								
BD	$ 52,714,285	BU	$ 47,612,903	PT	7.75%	FIX	38375ARL0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	47,612,903							
SB	52,714,285							
YB	52,714,285							
Combination 54								
BD	$ 52,714,285	BW	$ 46,125,000	PT	8.00%	FIX	38375ARM8	December 2039
BV	52,714,285							
IC	52,714,285							
OB	46,125,000							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 55								
BD	$ 52,714,285	BX	$ 44,727,272	PT	8.25%	FIX	38375ARN6	December 2039
BV	52,714,285							
IC	52,714,285							
OB	44,727,272							
SB	52,714,285							
YB	52,714,285							
Combination 56								
BD	$ 52,714,285	BY	$ 43,411,764	PT	8.50%	FIX	38375ARP1	December 2039
BV	52,714,285							
IC	52,714,285							
OB	43,411,764							
SB	52,714,285							
YB	52,714,285							
Combination 57								
BV	$ 52,714,285	HC	$ 52,714,285	PT	(5)	FLT	38375ARQ9	December 2039
OB	52,714,285							
Combination 58								
SB	$ 52,714,285	BS	$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARR7	December 2039
YB	52,714,285							
Combination 59								
BV	$ 52,714,285	BF	$ 52,714,285	PT	(5)	FLT	38375ARS5	December 2039
IC	52,714,285							
OB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 60								
BD	$ 52,714,285	FB	$ 52,714,285	PT	(5)	FLT	38375ART3	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
Combination 61								
BD	$ 52,714,285	HF	$ 52,714,285	PT	(5)	FLT	38375ARU0	December 2039
BV	52,714,285							
IC	52,714,285							
OB	52,714,285							
YB	52,714,285							
Combination 62								
BD	$ 52,714,285	XB	$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARV8	December 2039
SB	52,714,285							
YB	52,714,285							
Combination 63								
BD	$ 52,714,285	KS	$ 52,714,285	NTL (PT)	(5)	INV/IO	38375ARW6	December 2039
IC	52,714,285							
SB	52,714,285							
YB	52,714,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 11								
Combination 64								
CV	$ 82,285,714	CA	$ 192,000,000	PT	3.00%	FIX	38375ARX4	December 2039
D	82,285,714							
EV	82,285,714							
OC	192,000,000							
SC	82,285,714							
YC	82,285,714							
Combination 65								
CV	$ 96,000,000	CB	$ 192,000,000	PT	3.50%	FIX	38375ARY2	December 2039
D	96,000,000							
EV	96,000,000							
OC	192,000,000							
SC	96,000,000							
YC	96,000,000							
Combination 66								
CV	$ 109,714,286	CD	$ 192,000,000	PT	4.00%	FIX	38375ARZ9	December 2039
D	109,714,286							
EV	109,714,286							
OC	192,000,000							
SC	109,714,286							
YC	109,714,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 67								
CV	$ 123,428,571	CE	$ 172,800,000	PT	5.00%	FIX	38375ASA3	December 2039
D	123,428,571							
EV	123,428,571							
OC	172,800,000							
SC	123,428,571							
YC	123,428,571							
Combination 68								
CV	$ 123,428,571	CG	$ 164,571,428	PT	5.25%	FIX	38375ASB1	December 2039
D	123,428,571							
EV	123,428,571							
OC	164,571,428							
SC	123,428,571							
YC	123,428,571							
Combination 69								
CV	$ 123,428,571	CH	$ 157,090,909	PT	5.50%	FIX	38375ASC9	December 2039
D	123,428,571							
EV	123,428,571							
OC	157,090,909							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 70								
CV	$ 123,428,571	CI	$ 192,000,000	NTL (PT)	4.50%	FIX/IO	38375ASD7	December 2039
D	123,428,571							
EV	123,428,571							
SC	123,428,571							
YC	123,428,571							
Combination 71								
CV	$ 123,428,571	CJ	$ 150,260,869	PT	5.75%	FIX	38375ASE5	December 2039
D	123,428,571							
EV	123,428,571							
OC	150,260,869							
SC	123,428,571							
YC	123,428,571							
Combination 72								
CV	$ 123,428,571	CK	$ 144,000,000	PT	6.00%	FIX	38375ASF2	December 2039
D	123,428,571							
EV	123,428,571							
OC	144,000,000							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 73								
CV	$ 123,428,571	CL	$ 138,240,000	PT	6.25%	FIX	38375ASG0	December 2039
D	123,428,571							
EV	123,428,571							
OC	138,240,000							
SC	123,428,571							
YC	123,428,571							
Combination 74								
CV	$ 123,428,571	CM	$ 132,923,076	PT	6.50%	FIX	38375ASH8	December 2039
D	123,428,571							
EV	123,428,571							
OC	132,923,076							
SC	123,428,571							
YC	123,428,571							
Combination 75								
CV	$ 123,428,571	CN	$ 128,000,000	PT	6.75%	FIX	38375ASJ4	December 2039
D	123,428,571							
EV	123,428,571							
OC	128,000,000							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 76								
CV	$ 123,428,571	CP	$ 123,428,571	PT	7.00%	FIX	38375ASK1	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							
SC	123,428,571							
YC	123,428,571							
Combination 77								
CV	$ 123,428,571	CQ	$ 119,172,413	PT	7.25%	FIX	38375ASL9	December 2039
D	123,428,571							
EV	123,428,571							
OC	119,172,413							
SC	123,428,571							
YC	123,428,571							
Combination 78								
CV	$ 123,428,571	CT	$ 115,200,000	PT	7.50%	FIX	38375ASM7	December 2039
D	123,428,571							
EV	123,428,571							
OC	115,200,000							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 79								
CV	$ 123,428,571	CU	$ 111,483,870	PT	7.75%	FIX	38375ASN5	December 2039
D	123,428,571							
EV	123,428,571							
OC	111,483,870							
SC	123,428,571							
YC	123,428,571							
Combination 80								
CV	$ 123,428,571	CW	$ 108,000,000	PT	8.00%	FIX	38375ASP0	December 2039
D	123,428,571							
EV	123,428,571							
OC	108,000,000							
SC	123,428,571							
YC	123,428,571							
Combination 81								
CV	$ 123,428,571	CX	$ 104,727,272	PT	8.25%	FIX	38375ASQ8	December 2039
D	123,428,571							
EV	123,428,571							
OC	104,727,272							
SC	123,428,571							
YC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 82								
CV	$ 123,428,571	CY	$ 101,647,058	PT	8.50%	FIX	38375ASR6	December 2039
D	123,428,571							
EV	123,428,571							
OC	101,647,058							
SC	123,428,571							
YC	123,428,571							
Combination 83								
CV	$ 123,428,571	HE	$ 123,428,571	PT	(5)	FLT	38375ASS4	December 2039
OC	123,428,571							
Combination 84								
SC	$ 123,428,571	CS	$ 123,428,571	NTL (PT)	(5)	INV/IO	38375AST2	December 2039
YC	123,428,571							
Combination 85								
CV	$ 123,428,571	CF	$ 123,428,571	PT	(5)	FLT	38375ASU9	December 2039
EV	123,428,571							
OC	123,428,571							
Combination 86								
CV	$ 123,428,571	FC	$ 123,428,571	PT	(5)	FLT	38375ASV7	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 87								
CV	$ 123,428,571	KF	$ 123,428,571	PT	(5)	FLT	38375ASW5	December 2039
D	123,428,571							
EV	123,428,571							
OC	123,428,571							
YC	123,428,571							
Combination 88								
D	$ 123,428,571	XC	$ 123,428,571	NTL (PT)	(5)	INV/IO	38375ASX3	December 2039
SC	123,428,571							
YC	123,428,571							
Combination 89								
D	$ 123,428,571	PS	$ 123,428,571	NTL (PT)	(5)	INV/IO	38375ASY1	December 2039
EV	123,428,571							
SC	123,428,571							
YC	123,428,571							
Security Group 12								
Combination 90								
DO	$3,920,767,252	DA	$3,920,767,252	PT	3.00%	FIX	38375ASZ8	December 2039
DV	1,680,328,822							
IG	1,680,328,822							
IH	1,680,328,822							
SD	1,680,328,822							
SK	1,680,328,822							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 91								
DO	$3,920,767,252	DB	$3,920,767,252	PT	3.50%	FIX	38375ATA2	December 2039
DV	1,960,383,626							
IG	1,960,383,626							
IH	1,960,383,626							
SD	1,960,383,626							
SK	1,960,383,626							
Combination 92								
DO	$3,920,767,252	DC	$3,920,767,252	PT	4.00%	FIX	38375ATB0	December 2039
DV	2,240,438,430							
IG	2,240,438,430							
IH	2,240,438,430							
SD	2,240,438,430							
SK	2,240,438,430							
Combination 93								
DO	$3,528,690,526	DE	$3,528,690,526	PT	5.00%	FIX	38375ATC8	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 94								
DO	$3,360,657,644	DG	$3,360,657,644	PT	5.25%	FIX	38375ATD6	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 95								
DO	$3,207,900,478	DH	$3,207,900,478	PT	5.50%	FIX	38375ATE4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 96								
DV	$2,520,493,233	DI	$3,920,767,252	NTL (PT)	4.50%	FIX/IO	38375ATF1	December 2039
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 97								
DO	$3,068,426,545	DJ	$3,068,426,545	PT	5.75%	FIX	38375ATG9	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 98								
DO	$2,940,575,439	DK	$2,940,575,439	PT	6.00%	FIX	38375ATH7	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 99								
DO	$2,822,952,421	DL	$2,822,952,421	PT	6.25%	FIX	38375ATJ3	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 100								
DO	$2,714,377,328	DM	$2,714,377,328	PT	6.50%	FIX	38375ATK0	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 101								
DO	$2,613,844,834	DN	$2,613,844,834	PT	6.75%	FIX	38375ATL8	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 102								
DO	$2,520,493,233	DP	$2,520,493,233	PT	7.00%	FIX	38375ATM6	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 103								
DO	$2,433,579,673	DQ	$2,433,579,673	PT	7.25%	FIX	38375ATN4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 104								
DO	$2,352,460,351	DT	$2,352,460,351	PT	7.50%	FIX	38375ATP9	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 105								
DO	$2,276,574,533	DU	$2,276,574,533	PT	7.75%	FIX	38375ATQ7	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 106								
DO	$2,205,431,579	DW	$2,205,431,579	PT	8.00%	FIX	38375ATR5	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 107								
DO	$2,138,600,319	DX	$2,138,600,319	PT	8.25%	FIX	38375ATS3	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 108								
DO	$2,075,700,309	DY	$2,075,700,309	PT	8.50%	FIX	38375ATT1	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Combination 109								
DO	$2,520,493,233	HG	$2,520,493,233	PT	(5)	FLT	38375ATU8	December 2039
DV	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 110								
SD	$2,520,493,233	DS	$2,520,493,233	NTL (PT)	(5)	INV/IO	38375ATV6	December 2039
SK	2,520,493,233							
Combination 111								
DO	$2,520,493,233	DF	$2,520,493,233	PT	(5)	FLT	38375ATW4	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
Combination 112								
DO	$2,520,493,233	FH	$2,520,493,233	PT	(5)	FLT	38375ATX2	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
Combination 113								
DO	$2,520,493,233	FK	$2,520,493,233	PT	(5)	FLT	38375ATY0	December 2039
DV	2,520,493,233							
IG	2,520,493,233							
IH	2,520,493,233							
SK	2,520,493,233							
Combination 114								
IH	$2,520,493,233	XD	$2,520,493,233	NTL (PT)	(5)	INV/IO	38375ATZ7	December 2039
SD	2,520,493,233							
SK	2,520,493,233							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 115								
IG	$2,520,493,233	YD	$2,520,493,233	NTL (PT)	(5)	INV/IO	38375AUA0	December 2039
IH	2,520,493,233							
SD	2,520,493,233							
SK	2,520,493,233							
Security Group 13								
Combination 116								
IN	$ 120,000,000	JA	$ 280,000,000	PT	3.00%	FIX	38375AUB8	December 2039
J	120,000,000							
JV	120,000,000							
OJ	280,000,000							
SH	120,000,000							
SJ	120,000,000							
Combination 117								
IN	$ 140,000,000	JB	$ 280,000,000	PT	3.50%	FIX	38375AUC6	December 2039
J	140,000,000							
JV	140,000,000							
OJ	280,000,000							
SH	140,000,000							
SJ	140,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 118								
IN	$ 160,000,000	JC	$ 280,000,000	PT	4.00%	FIX	38375AUD4	December 2039
J	160,000,000							
JV	160,000,000							
OJ	280,000,000							
SH	160,000,000							
SJ	160,000,000							
Combination 119								
OJ	$ 280,000,000	JD	$ 280,000,000	PT	4.50%	FIX	38375AUE2	December 2039
JV	180,000,000							
IN	180,000,000							
J	180,000,000							
SH	180,000,000							
SJ	180,000,000							
Combination 120								
IN	$ 200,000,000	JE	$ 266,666,666	PT	5.25%	FIX	38375AUF9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	266,666,666							
SH	200,000,000							
SJ	200,000,000							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 124								
IN	$ 200,000,000	JK	$ 233,333,333	PT	6.00%	FIX	38375AUK8	December 2039
J	200,000,000							
JV	200,000,000							
OJ	233,333,333							
SH	200,000,000							
SJ	200,000,000							
Combination 125								
IN	$ 200,000,000	JL	$ 224,000,000	PT	6.25%	FIX	38375AUL6	December 2039
J	200,000,000							
JV	200,000,000							
OJ	224,000,000							
SH	200,000,000							
SJ	200,000,000							
Combination 126								
IN	$ 200,000,000	JM	$ 215,384,615	PT	6.50%	FIX	38375AUM4	December 2039
J	200,000,000							
JV	200,000,000							
OJ	215,384,615							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 127								
IN	$ 200,000,000	JN	$ 207,407,407	PT	6.75%	FIX	38375AUN2	December 2039
J	200,000,000							
JV	200,000,000							
OJ	207,407,407							
SH	200,000,000							
SJ	200,000,000							
Combination 128								
IN	$ 200,000,000	JP	$ 200,000,000	PT	7.00%	FIX	38375AUP7	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
SH	200,000,000							
SJ	200,000,000							
Combination 129								
IN	$ 200,000,000	JQ	$ 193,103,448	PT	7.25%	FIX	38375AUQ5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	193,103,448							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 130								
IN	$ 200,000,000	JT	$ 186,666,666	PT	7.50%	FIX	38375AUR3	December 2039
J	200,000,000							
JV	200,000,000							
OJ	186,666,666							
SH	200,000,000							
SJ	200,000,000							
Combination 131								
IN	$ 200,000,000	JU	$ 180,645,161	PT	7.75%	FIX	38375AUS1	December 2039
J	200,000,000							
JV	200,000,000							
OJ	180,645,161							
SH	200,000,000							
SJ	200,000,000							
Combination 132								
IN	$ 200,000,000	JW	$ 175,000,000	PT	8.00%	FIX	38375AUT9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	175,000,000							
SH	200,000,000							
SJ	200,000,000							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 138								
IN	$ 200,000,000	FJ	$ 200,000,000	PT	(5)	FLT	38375AUZ5	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
Combination 139								
IN	$ 200,000,000	FP	$ 200,000,000	PT	(5)	FLT	38375AVA9	December 2039
J	200,000,000							
JV	200,000,000							
OJ	200,000,000							
SH	200,000,000							
Combination 140								
J	$ 200,000,000	XJ	$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AVC5	December 2039
SH	200,000,000							
SJ	200,000,000							
Combination 141								
IN	$ 200,000,000	YJ	$ 200,000,000	NTL (PT)	(5)	INV/IO	38375AVB7	December 2039
J	200,000,000							
SH	200,000,000							
SJ	200,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 14								
Combination 142								
IS	$ 22,581,324	MA	$ 52,689,756	PT	3.00%	FIX	38375AVD3	December 2039
IT	22,581,324							
MV	22,581,324							
OM	52,689,756							
SM	22,581,324							
XV	22,581,324							
Combination 143								
IS	$ 26,344,878	MB	$ 52,689,756	PT	3.50%	FIX	38375AVE1	December 2039
IT	26,344,878							
MV	26,344,878							
OM	52,689,756							
SM	26,344,878							
XV	26,344,878							
Combination 144								
IS	$ 30,108,432	MC	$ 46,835,338	PT	4.50%	FIX	38375AVF8	December 2039
IT	30,108,432							
MV	30,108,432							
OM	46,835,338							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 145								
IS	$ 30,108,432	MD	$ 42,151,804	PT	5.00%	FIX	38375AVG6	December 2039
IT	30,108,432							
MV	30,108,432							
OM	42,151,804							
SM	30,108,432							
XV	30,108,432							
Combination 146								
IS	$ 30,108,432	ME	$ 40,144,576	PT	5.25%	FIX	38375AVH4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	40,144,576							
SM	30,108,432							
XV	30,108,432							
Combination 147								
IS	$ 30,108,432	MG	$ 38,319,822	PT	5.50%	FIX	38375AVJ0	December 2039
IT	30,108,432							
MV	30,108,432							
OM	38,319,822							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 148								
IS	$ 30,108,432	MH	$ 36,653,743	PT	5.75%	FIX	38375AVK7	December 2039
IT	30,108,432							
MV	30,108,432							
OM	36,653,743							
SM	30,108,432							
XV	30,108,432							
Combination 149								
IS	$ 30,108,432	MI	$ 52,689,756	NTL (PT)	4.00%	FIX/IO	38375AVL5	December 2039
IT	30,108,432							
MV	30,108,432							
SM	30,108,432							
XV	30,108,432							
Combination 150								
IS	$ 30,108,432	MJ	$ 35,126,504	PT	6.00%	FIX	38375AVM3	December 2039
IT	30,108,432							
MV	30,108,432							
OM	35,126,504							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 151								
IS	$ 30,108,432	MK	$ 33,721,443	PT	6.25%	FIX	38375AVN1	December 2039
IT	30,108,432							
MV	30,108,432							
OM	33,721,443							
SM	30,108,432							
XV	30,108,432							
Combination 152								
IS	$ 30,108,432	ML	$ 32,424,465	PT	6.50%	FIX	38375AVP6	December 2039
IT	30,108,432							
MV	30,108,432							
OM	32,424,465							
SM	30,108,432							
XV	30,108,432							
Combination 153								
IS	$ 30,108,432	MN	$ 31,223,559	PT	6.750%	FIX	38375AVQ4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	31,223,559							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 154								
IS	$ 30,108,432	MP	$ 30,108,432	PT	7.00%	FIX	38375AVR2	December 2039
IT	30,108,432							
MV	30,108,432							
OM	30,108,432							
SM	30,108,432							
XV	30,108,432							
Combination 155								
IS	$ 30,108,432	MQ	$ 29,070,210	PT	7.25%	FIX	38375AVS0	December 2039
IT	30,108,432							
MV	30,108,432							
OM	29,070,210							
SM	30,108,432							
XV	30,108,432							
Combination 156								
IS	$ 30,108,432	MT	$ 28,101,203	PT	7.50%	FIX	38375AVT8	December 2039
IT	30,108,432							
MV	30,108,432							
OM	28,101,203							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 157								
IS	$ 30,108,432	MU	$ 27,194,712	PT	7.75%	FIX	38375AVU5	December 2039
IT	30,108,432							
MV	30,108,432							
OM	27,194,712							
SM	30,108,432							
XV	30,108,432							
Combination 158								
IS	$ 30,108,432	MW	$ 26,344,878	PT	8.00%	FIX	38375AVV3	December 2039
IT	30,108,432							
MV	30,108,432							
OM	26,344,878							
SM	30,108,432							
XV	30,108,432							
Combination 159								
IS	$ 30,108,432	MX	$ 25,546,548	PT	8.25%	FIX	38375AVW1	December 2039
IT	30,108,432							
MV	30,108,432							
OM	25,546,548							
SM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 160								
IS	$ 30,108,432	MY	$ 24,795,179	PT	8.50%	FIX	38375AVX9	December 2039
IT	30,108,432							
MV	30,108,432							
OM	24,795,179							
SM	30,108,432							
XV	30,108,432							
Combination 161								
OM	$ 30,108,432	M	$ 30,108,432	PT	(5)	FLT	38375AVY7	December 2039
XV	30,108,432							
Combination 162								
MV	$ 30,108,432	MS	$ 30,108,432	NTL (PT)	(5)	INV/IO	38375AVZ4	December 2039
SM	30,108,432							
Combination 163								
IS	$ 30,108,432	MF	$ 30,108,432	PT	(5)	FLT	38375AWA8	December 2039
OM	30,108,432							
XV	30,108,432							
Combination 164								
IS	$ 30,108,432	FM	$ 30,108,432	PT	(5)	FLT	38375AWB6	December 2039
IT	30,108,432							
OM	30,108,432							
XV	30,108,432							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 165								
IS	$ 30,108,432	HT	$ 30,108,432	PT	(5)	FLT	38375AWC4	December 2039
IT	30,108,432							
MV	30,108,432							
OM	30,108,432							
XV	30,108,432							
Combination 166								
IT	$ 30,108,432	XM	$ 30,108,432	NTL (PT)	(5)	INV/IO	38375AWD2	December 2039
MV	30,108,432							
SM	30,108,432							
Combination 167								
IS	$ 30,108,432	YM	$ 30,108,432	NTL (PT)	(5)	INV/IO	38375AWE0	December 2039
IT	30,108,432							
MV	30,108,432							
SM	30,108,432							
Security Group 15								
Combination 168								
IU	$ 746,530,846	QA	$1,741,905,307	PT	3.00%	FIX	38375AWF7	December 2039
OQ	1,741,905,307							
QV	746,530,846							
SP	746,530,846							
SQ	746,530,846							
XN	746,530,846							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 169								
IU	$ 870,952,653	QB	$1,741,905,307	PT	3.50%	FIX	38375AWG5	December 2039
OQ	1,741,905,307							
QV	870,952,653							
SP	870,952,653							
SQ	870,952,653							
XN	870,952,653							
Combination 170								
IU	$ 995,374,461	QC	$1,741,905,307	PT	4.00%	FIX	38375AWH3	December 2039
OQ	1,741,905,307							
QV	995,374,461							
SP	995,374,461							
SQ	995,374,461							
XN	995,374,461							
Combination 171								
IU	$1,119,796,268	QD	$1,567,714,776	PT	5.00%	FIX	38375AWJ9	December 2039
OQ	1,567,714,776							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 172								
IU	$1,119,796,268	QE	$1,493,061,691	PT	5.25%	FIX	38375AWK6	December 2039
OQ	1,493,061,691							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 173								
IU	$1,119,796,268	QG	$1,425,195,251	PT	5.50%	FIX	38375AWL4	December 2039
OQ	1,425,195,251							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 174								
IU	$1,119,796,268	QH	$1,363,230,240	PT	5.75%	FIX	38375AWM2	December 2039
OQ	1,363,230,240							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 175								
IU	$1,119,796,268	QI	$1,741,905,307	NTL (PT)	4.50%	FIX/IO	38375AWN0	December 2039
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 176								
IU	$1,119,796,268	QJ	$1,306,428,980	PT	6.00%	FIX	38375AWP5	December 2039
OQ	1,306,428,980							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 177								
IU	$1,119,796,268	QK	$1,254,171,821	PT	6.25%	FIX	38375AWQ3	December 2039
OQ	1,254,171,821							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 178								
IU	$1,119,796,268	QL	$1,205,934,443	PT	6.50%	FIX	38375AWR1	December 2039
OQ	1,205,934,443							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 179								
IU	$1,119,796,268	QM	$1,161,270,204	PT	6.75%	FIX	38375AWS9	December 2039
OQ	1,161,270,204							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 180								
IU	$1,119,796,268	QN	$1,119,796,268	PT	7.00%	FIX	38375AWT7	December 2039
OQ	1,119,796,268							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 181								
IU	$1,119,796,268	QP	$1,081,182,604	PT	7.25%	FIX	38375AWU4	December 2039
OQ	1,081,182,604							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 182								
IU	$1,119,796,268	QT	$1,045,143,184	PT	7.50%	FIX	38375AWV2	December 2039
OQ	1,045,143,184							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 183								
IU	$1,119,796,268	QU	$1,011,428,887	PT	7.75%	FIX	38375AWW0	December 2039
OQ	1,011,428,887							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 184								
IU	$1,119,796,268	QW	$ 979,821,735	PT	8.00%	FIX	38375AWX8	December 2039
OQ	979,821,735							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 185								
IU	$1,119,796,268	QX	$ 950,130,167	PT	8.25%	FIX	38375AWY6	December 2039
OQ	950,130,167							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 186								
IU	$1,119,796,268	QY	$ 922,185,162	PT	8.50%	FIX	38375AWZ3	December 2039
OQ	922,185,162							
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
XN	1,119,796,268							
Combination 187								
OQ	$1,119,796,268	HU	$1,119,796,268	PT	(5)	FLT	38375AXA7	December 2039
XN	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 188								
QV	$1,119,796,268	QS	$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXB5	December 2039
SQ	1,119,796,268							
Combination 189								
IU	$1,119,796,268	QF	$1,119,796,268	PT	(5)	FLT	38375AXC3	December 2039
OQ	1,119,796,268							
XN	1,119,796,268							
Combination 190								
IU	$1,119,796,268	FQ	$1,119,796,268	PT	(5)	FLT	38375AXD1	December 2039
OQ	1,119,796,268							
SP	1,119,796,268							
XN	1,119,796,268							
Combination 191								
IU	$1,119,796,268	HV	$1,119,796,268	PT	(5)	FLT	38375AXE9	December 2039
OQ	1,119,796,268							
QV	1,119,796,268							
SP	1,119,796,268							
XN	1,119,796,268							
Combination 192								
QV	$1,119,796,268	XQ	$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXF6	December 2039
SP	1,119,796,268							
SQ	1,119,796,268							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 193								
IU	$1,119,796,268	YQ	$1,119,796,268	NTL (PT)	(5)	INV/IO	38375AXG4	December 2039
QV	1,119,796,268							
SP	1,119,796,268							
SQ	1,119,796,268							
Security Group 16								
Combination 194								
IY	$1,993,077,497	UA	$4,650,514,159	PT	3.00%	FIX	38375AXH2	December 2039
OU	4,650,514,159							
SU	1,993,077,497							
U	1,993,077,497							
UV	1,993,077,497							
XH	1,993,077,497							
Combination 195								
IY	$2,325,257,079	UB	$4,650,514,159	PT	3.50%	FIX	38375AXJ8	December 2039
OU	4,650,514,159							
SU	2,325,257,079							
U	2,325,257,079							
UV	2,325,257,079							
XH	2,325,257,079							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 196								
IY	$2,657,436,662	UC	$4,650,514,159	PT	4.00%	FIX	38375AXK5	December 2039
OU	4,650,514,159							
SU	2,657,436,662							
U	2,657,436,662							
UV	2,657,436,662							
XH	2,657,436,662							
Combination 197								
IY	$2,989,616,245	UD	$4,650,514,159	PT	4.50%	FIX	38375AXL3	December 2039
OU	4,650,514,159							
SU	2,989,616,245							
U	2,989,616,245							
UV	2,989,616,245							
XH	2,989,616,245							
Combination 198								
IY	$3,321,795,827	UE	$4,429,061,103	PT	5.25%	FIX	38375AXM1	December 2039
OU	4,429,061,103							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 199								
IY	$3,321,795,827	UG	$4,227,740,144	PT	5.50%	FIX	38375AXN9	December 2039
OU	4,227,740,144							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 200								
IY	$3,321,795,827	UH	$4,043,925,355	PT	5.75%	FIX	38375AXP4	December 2039
OU	4,043,925,355							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 201								
IY	$3,321,795,827	UI	$4,650,514,159	NTL (PT)	5.00%	FIX/IO	38375AXQ2	December 2039
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 202								
IY	$3,321,795,827	UJ	$3,875,428,465	PT	6.00%	FIX	38375AXR0	December 2039
OU	3,875,428,465							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 203								
IY	$3,321,795,827	UK	$3,720,411,327	PT	6.25%	FIX	38375AXS8	December 2039
OU	3,720,411,327							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 204								
IY	$3,321,795,827	UL	$3,577,318,583	PT	6.50%	FIX	38375AXT6	December 2039
OU	3,577,318,583							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 205								
IY	$3,321,795,827	UM	$3,444,825,302	PT	6.75%	FIX	38375AXU3	December 2039
OU	3,444,825,302							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 206								
IY	$3,321,795,827	UN	$3,321,795,827	PT	7.00%	FIX	38375AXV1	December 2039
OU	3,321,795,827							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 207								
IY	$3,321,795,827	UP	$3,207,251,144	PT	7.25%	FIX	38375AXW9	December 2039
OU	3,207,251,144							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 208								
IY	$3,321,795,827	UQ	$3,100,342,772	PT	7.50%	FIX	38375AXX7	December 2039
OU	3,100,342,772							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 209								
IY	$3,321,795,827	UT	$3,000,331,715	PT	7.75%	FIX	38375AXY5	December 2039
OU	3,000,331,715							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 210								
IY	$3,321,795,827	UW	$2,906,571,349	PT	8.00%	FIX	38375AXZ2	December 2039
OU	2,906,571,349							
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 216								
IY	$3,321,795,827	FU	$3,321,795,827	PT	(5)	FLT	38375AYF5	December 2039
OU	3,321,795,827							
U	3,321,795,827							
XH	3,321,795,827							
Combination 217								
IY	$3,321,795,827	FV	$3,321,795,827	PT	(5)	FLT	38375AYG3	December 2039
OU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							
XH	3,321,795,827							
Combination 218								
SU	$3,321,795,827	XU	$3,321,795,827	NTL (PT)	(5)	INV/IO	38375AYH1	December 2039
U	3,321,795,827							
UV	3,321,795,827							
Combination 219								
IY	$3,321,795,827	YU	$3,321,795,827	NTL (PT)	(5)	INV/IO	38375AYJ7	December 2039
SU	3,321,795,827							
U	3,321,795,827							
UV	3,321,795,827							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 17								
Combination 220								
NP	$ 25,415,118	WA	$ 59,301,941	PT	3.00%	FIX	38375AYK4	December 2039
NQ	25,415,118							
OW	59,301,941							
SW	25,415,118							
W	25,415,118							
WV	25,415,118							
Combination 221								
NP	$ 29,650,971	WB	$ 59,301,941	PT	3.50%	FIX	38375AYL2	December 2039
NQ	29,650,971							
OW	59,301,941							
SW	29,650,971							
W	29,650,971							
WV	29,650,971							
Combination 222								
NP	$ 33,886,824	WC	$ 59,301,941	PT	4.00%	FIX	38375AYM0	December 2039
NQ	33,886,824							
OW	59,301,941							
SW	33,886,824							
W	33,886,824							
WV	33,886,824							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 223								
NP	$ 38,122,677	WD	$ 59,301,941	PT	4.50%	FIX	38375AYN8	December 2039
NQ	38,122,677							
OW	59,301,941							
SW	38,122,677							
W	38,122,677							
WV	38,122,677							
Combination 224								
NP	$ 42,358,530	WE	$ 59,301,941	PT	5.00%	FIX	38375AYP3	December 2039
NQ	42,358,530							
OW	59,301,941							
SW	42,358,530							
W	42,358,530							
WV	42,358,530							
Combination 225								
NP	$ 44,476,456	WG	$ 59,301,941	PT	5.25%	FIX	38375AYQ1	December 2039
NQ	44,476,456							
OW	59,301,941							
SW	44,476,456							
W	44,476,456							
WV	44,476,456							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 226								
NP	$ 46,594,382	WH	$ 56,723,595	PT	5.75%	FIX	38375AYR9	December 2039
NQ	46,594,382							
OW	56,723,595							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 227								
NP	$ 46,594,382	WI	$ 59,301,941	NTL (PT)	5.50%	FIX/IO	38375AYS7	December 2039
NQ	46,594,382							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 228								
NP	$ 46,594,382	WJ	$ 54,360,112	PT	6.00%	FIX	38375AYT5	December 2039
NQ	46,594,382							
OW	54,360,112							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 229								
NP	$ 46,594,382	WK	$ 52,185,708	PT	6.25%	FIX	38375AYU2	December 2039
NQ	46,594,382							
OW	52,185,708							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 230								
NP	$ 46,594,382	WL	$ 50,178,565	PT	6.50%	FIX	38375AYV0	December 2039
NQ	46,594,382							
OW	50,178,565							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 231								
NP	$ 46,594,382	WM	$ 48,320,100	PT	6.75%	FIX	38375AYW8	December 2039
NQ	46,594,382							
OW	48,320,100							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 232								
NP	$ 46,594,382	WN	$ 46,594,382	PT	7.00%	FIX	38375AYX6	December 2039
NQ	46,594,382							
OW	46,594,382							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 233								
NP	$ 46,594,382	WP	$ 44,987,679	PT	7.25%	FIX	38375AYY4	December 2039
NQ	46,594,382							
OW	44,987,679							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 234								
NP	$ 46,594,382	WQ	$ 43,488,090	PT	7.50%	FIX	38375AYZ1	December 2039
NQ	46,594,382							
OW	43,488,090							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 235								
NP	$ 46,594,382	WT	$ 42,085,248	PT	7.75%	FIX	38375AZA5	December 2039
NQ	46,594,382							
OW	42,085,248							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 236								
NP	$ 46,594,382	WU	$ 40,770,084	PT	8.00%	FIX	38375AZB3	December 2039
NQ	46,594,382							
OW	40,770,084							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 237								
NP	$ 46,594,382	WX	$ 39,534,627	PT	8.25%	FIX	38375AZC1	December 2039
NQ	46,594,382							
OW	39,534,627							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 238								
NP	$ 46,594,382	WY	$ 38,371,844	PT	8.50%	FIX	38375AZD9	December 2039
NQ	46,594,382							
OW	38,371,844							
SW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 239								
OW	$ 46,594,382	NU	$ 46,594,382	PT	(5)	FLT	38375AZE7	December 2039
W	46,594,382							
Combination 240								
SW	$ 46,594,382	WS	$ 46,594,382	NTL (PT)	(5)	INV/IO	38375AZF4	December 2039
WV	46,594,382							
Combination 241								
NP	$ 46,594,382	WF	$ 46,594,382	PT	(5)	FLT	38375AZG2	December 2039
OW	46,594,382							
W	46,594,382							
Combination 242								
NP	$ 46,594,382	FW	$ 46,594,382	PT	(5)	FLT	38375AZH0	December 2039
NQ	46,594,382							
OW	46,594,382							
W	46,594,382							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 243								
NP	$ 46,594,382	NX	$ 46,594,382	PT	(5)	FLT	38375AZJ6	December 2039
NQ	46,594,382							
OW	46,594,382							
W	46,594,382							
WV	46,594,382							
Combination 244								
NQ	$ 46,594,382	XW	$ 46,594,382	NTL (PT)	(5)	INV/IO	38375AZK3	December 2039
SW	46,594,382							
WV	46,594,382							
Combination 245								
NP	$ 46,594,382	YW	$ 46,594,382	NTL (PT)	(5)	INV/IO	38375AZL1	December 2039
NQ	46,594,382							
SW	46,594,382							
WV	46,594,382							
Security Group 18								
Combination 246								
H	$ 3,262,759	PF	$ 65,255,192	SC/PT	(5)	FLT	38375AZM9	February 2037
NF	65,255,192							

(1) All exchanges must comply with minimum denominations restrictions.
(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.
(4) *See "Yield, Maturity and Prepayment Considerations— Final Distribution Date" in this Supplement.*
(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.
(6) In the case of Combinations 1, 2, 3, 4, 5 and 10 various subcombinations are permitted. *See "Description of the Securities— Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*
(7) Combination 11 is derived from REMIC classes of separate Security Groups.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(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
1	Ginnie Mae	2009-093	HZ	October 30, 2009	38376KDM0	5.5%	FIX/Z	October 2039	SUP	$120,100,000	0.59259349	$71,170,478	100.000000000%	6.500%	340	18	I
2	Ginnie Mae	2009-074	PY(3)	September 30, 2009	38376FR79	5.5	FIX	September 2039	PAC I/AD	52,828,875	1.00000000	50,886,017	96.3223559086%	5.925%	339	19	II
4	Ginnie Mae	2007-010	FA	March 30, 2007	38375JLL7	(4)	FLT	March 2037	PT	190,000,000	0.48829480	92,776,012	100.000000000%	6.434%	323	34	II
4	Ginnie Mae	2007-010	SB	March 30, 2007	38375JLR4	(4)	INV/IO	March 2037	NTL (PT)	190,000,000	0.48829480	4,821,226	5.19662947370%	6.434%	323	34	II
5	Ginnie Mae	2006-021	AF	May 30, 2006	38374M5E5	(4)	FLT	May 2036	PT	150,000,000	0.45332539	67,998,809	100.000000000%	6.387%	302	51	II
5	Ginnie Mae	2006-021	CS(3)	May 30, 2006	38374M6J3	(4)	INV	May 2036	PT	52,083,334	0.45332539	795,243	3.36814651690%	6.387%	302	51	II
6	Ginnie Mae	2009-093	LT	October 30, 2009	38376KBL4	5.0	FIX	November 2037	PAC I	6,802,000	1.00000000	6,318,563	92.8927227286%	5.381%	356	3	II
6	Ginnie Mae	2009-093	WX	October 30, 2009	38376KDE8	5.0	FIX	September 2038	PAC	25,653,000	1.00000000	10,911,751	42.5359646045%	5.381%	356	3	II
7	Ginnie Mae	2009-074	JY	September 30, 2009	38376FZS4	5.5	FIX	September 2039	PAC/AD	2,840,000	1.00000000	2,840,000	100.000000000%	5.925%	339	19	II
7	Ginnie Mae	2009-093	PU(3)(5)	October 30, 2009	38376KMT5	5.5	FIX	September 2039	SC/PT	45,394,029	1.00000000	45,394,029	100.000000000%	(5)	(5)	(5)	II
8	Ginnie Mae	2009-074	XB	September 30, 2009	38376FYP1	5.0	FIX	October 2037	PAC I	30,984,000	1.00000000	7,958,565	25.6860476375%	5.383%	356	3	II
8	Ginnie Mae	2009-074	XC	September 30, 2009	38376FYQ9	5.0	FIX	February 2038	PAC I	14,466,000	1.00000000	6,973,536	48.2063873911%	5.383%	356	3	II
18	Ginnie Mae	2007-007	JF	February 28, 2007	38375JJM8	(4)	FLT	February 2037	PT	142,296,602	0.49386156	70,274,822	100.000000000%	6.931%	282	69	II
18	Ginnie Mae	2007-007	JI	February 28, 2007	38375JJN6	(4)	INV/IO	February 2037	NTL (PT)	142,296,602	0.49386156	5,019,630	7.14285714290%	6.931%	282	69	II

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

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

(3) MX Class.

(4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.

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

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)
2009-062	GY(*)	5.917%	340	18
2009-074	EY	5.925%	339	19
2009-074	QX	5.925%	339	19

(*) MX Class

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

$2,225,180,080

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities

Ginnie Mae REMIC Trust 2010-003

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 29, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AO(1)	$ 80,624,000	0.00%	SEQ	PO	38376THF2	January 2035
FI(1)	51,829,714	(5)	NTL (SEQ)	FLT/IO	38376THG0	January 2035
SA(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THH8	January 2035
TA(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THJ4	January 2035
TB(1)	51,829,714	(5)	NTL (SEQ)	INV/IO	38376THK1	January 2035
VD(1)	12,353,000	4.50	SEQ/AD	FIX	38376THL9	October 2022
VE(1)	8,638,000	4.50	SEQ/AD	FIX	38376THM7	September 2028
ZA	16,000,000	4.50	SEQ	FIX/Z	38376THN5	January 2040
Security Group 2						
AV(1)	22,059,000	5.00	AD/PAC I	FIX	38376THP0	January 2021
BV(1)	8,272,500	5.00	AD/PAC I	FIX	38376THQ8	December 2023
DN(1)	35,668,000	4.50	PAC I	FIX	38376THR6	August 2039
DT(1)	195,433,571	(5)	NTL (PAC I)	INV/IO	38376THS4	June 2037
DZ	9,669,000	5.00	SUP	FIX/Z	38376THT2	January 2040
FY(1)	195,433,571	(5)	NTL (PAC I)	FLT/IO	38376THU9	June 2037
GA	25,000,000	5.00	SUP	FIX	38376THV7	October 2039
GB	4,519,000	4.75	SUP	FIX	38376THW5	December 2039
GC	2,817,000	4.75	SUP	FIX	38376THX3	January 2040
GD	6,811,000	4.75	PAC II	FIX	38376THY1	January 2040
GE	25,000,000	4.50	SUP	FIX	38376THZ8	October 2039
GH	5,853,000	4.75	SUP	FIX	38376TJA1	October 2039
HA(1)	43,744,000	5.00	PAC I	FIX	38376TJB9	November 2038
HP(1)	41,817,000	5.00	PAC I	FIX	38376TJC7	January 2040
IF(1)	682,986,428	(5)	NTL (PAC I)	FLT/IO	38376TJD5	November 2038
IL(1)	2,499,400	5.00	NTL (PAC I)	FIX/IO	38376TJE3	January 2040
IN(1)	3,566,800	5.00	NTL (PAC I)	FIX/IO	38376TJF0	August 2039
KN(1)	24,994,000	4.50	PAC I	FIX	38376TJG8	January 2040
NO(1)	273,607,000	0.00	PAC I	PO	38376TJH6	June 2037
PM(1)	10,993,000	5.00	PAC II/AD	FIX	38376TJJ2	January 2040
PN(1)	4,991,000	5.25	PAC II/AD	FIX	38376TJK9	January 2040
PO(1)	956,181,000	0.00	PAC I	PO	38376TJL7	November 2038
PS(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TJM5	November 2038
PZ(1)	30,331,500	5.00	PAC I	FIX/Z	38376TJN3	January 2040
SD(1)	195,433,571	(5)	NTL (PAC I)	INV/IO	38376TJP8	June 2037
TC(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TJQ6	November 2038
TD(1)	682,986,428	(5)	NTL (PAC I)	INV/IO	38376TJR4	November 2038
TZ	4,680,000	5.25	SUP	FIX/Z	38376TJS2	January 2040
VA(1)	59,649,000	5.00	TAC/AD	FIX	38376TJT0	January 2040
VB(1)	29,319,000	5.25	TAC/AD	FIX	38376TJU7	January 2040
VC(1)	62,827,000	5.00	TAC/AD	FIX	38376TJV5	January 2040
ZB	31,009,000	5.25	TAC/AD	FIX/Z	38376TJW3	January 2040
ZC	70,000,000	5.00	TAC/AD	FIX/Z	38376TJX1	January 2040
ZD	75,000,000	5.00	TAC/AD	FIX/Z	38376TJY9	January 2040
ZM	1,000	5.00	PAC II	FIX/Z	38376TJZ6	January 2040
ZN	1,000	5.25	PAC II	FIX/Z	38376TKA9	January 2040
ZT	10,305,000	5.00	SUP	FIX/Z	38376TKB7	January 2040
Security Group 3						
VJ(1)	30,740,000	5.00	SC/SEQ/AD	FIX	38376TKC5	December 2039
VL(1)	5,602,000	5.00	SC/SEQ/AD	FIX	38376TKD3	December 2039
ZK	35,000,000	5.00	SC/SEQ	FIX/Z	38376TKE1	December 2039
Security Group 4						
WC(1)	16,666,000	5.00	SC/SEQ	FIX	38376TKF8	December 2039
YV(1)	16,750,000	5.00	SC/AD/SEQ	FIX	38376TKG6	December 2039
YZ(1)	19,081,127	5.00	SC/SEQ	FIX/Z	38376TKH4	December 2039
Security Group 5						
AZ(1)	15,251,566	5.00	SC/PT	FIX/Z	38376TKJ0	September 2039
Security Group 6						
GZ(1)	16,046,333	5.00	SC/SEQ	FIX/Z	38376TKK7	October 2039
MV(1)	11,670,000	5.00	SC/SEQ/AD	FIX	38376TKL5	October 2039
NV(1)	2,417,000	5.00	SC/SEQ/AD	FIX	38376TKM3	October 2039
Security Group 7						
CV(1)	22,897,000	4.50	SC/SEQ/AD	FIX	38376TKN1	December 2039
DV(1)	4,649,000	4.50	SC/SEQ/AD	FIX	38376TKP6	December 2039
ZY(1)	35,677,054	4.50	SC/SEQ	FIX/Z	38376TKQ4	December 2039
Residual						
RR	0	0.00	NPR	NPR	38376TKR2	January 2040

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

Deutsche Bank Securities **Aladdin Capital LLC**

The date of this Offering Circular Supplement is January 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: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: January 29, 2010

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

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	5.0%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	Underlying Certificates	(1)	(1)

(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 5 and 6, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$117,615,000	355	5	4.95%
Group 2 Trust Assets			
$1,875,118,000	359	1	5.35%

[1] As of January 1, 2010.

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

[3] The Mortgage Loans underlying the Group 1 and 2 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

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

SECURITY GROUP 2

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

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

  1. To VA, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZD, until retired.

- The DZ Accrual Amount, in the following order of priority:

  1. To VA and ZD, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

     b. To ZD, until retired; and

     c. To VA, without regard to its Scheduled Principal Balance, until retired; and

  2. To DZ, until retired.

- The PZ Accrual Amount, sequentially, to AV, BV and PZ, in that order, until retired.
- The ZB Accrual Amount in the following order of priority:

  1. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date; and
  2. To ZB, until retired.

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

  1. To VB and ZB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

     b. To ZB, until retired; and

     c. To VB, without regard to its Scheduled Principal Balance, until retired; and

  2. To TZ, until retired.

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

  1. To VC, until reduced to its Scheduled Principal Balance for that Distribution Date; and

  2. To ZC, until retired.

- The ZM Accrual Amount, sequentially, to PM and ZM, in that order, until retired.
- The ZN Accrual Amount, sequentially, to PN and ZN, in that order, until retired.
- The ZT Accrual Amount in the following order of priority:

1. To VC and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

   b. To ZC, until retired; and

   c. To VC, without regard to its Scheduled Principal Balance, until retired; and

2. To ZT, until retired.

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

1. To the Group 2 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

   a. 75.0000348026% in the following order of priority:

      i. To PO, until retired; and

      ii. Concurrently, as follows:

         (a) 50.0004121162% sequentially, to AV, BV and PZ, in that order, until retired; and

         (b) 49.9995878838% sequentially, to DN and KN, in that order, until retired; and

   b. 24.9999651974% sequentially, to NO, HA and HP, in that order, until retired;

2. Concurrently, as follows:

   a. 35.1529499776% in the following order of priority:

      i. Sequentially, to PM and ZM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date; and

      ii. To VC and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

         (b) To ZC, until retired; and

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

      iii. To ZT, until retired;

      iv. To VC and ZC, in the same manner and priority described in step 2.a.ii., but without regard to their Aggregate Scheduled Principal Balance, until retired; and

      v. Sequentially, to PM and ZM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired;

b. 15.9655509027% in the following order of priority:

i. To GD, until reduced to its Scheduled Principal Balance for that Distribution Date;

ii. Concurrently, to GA, GE and GH, pro rata, until retired;

iii. Sequentially, to GB and GC, in that order, until retired; and

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

c. 15.9655509028% in the following order of priority:

i. Sequentially, to PN and ZN, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

ii. To VB and ZB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

(b) To ZB, until retired; and

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

iii. To TZ, until retired;

iv. To VB and ZB, in the same manner and priority described in step 2.c.ii., but without regard to their Aggregate Scheduled Principal Balance, until retired; and

v. Sequentially, to PN and ZN, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and

d. 32.9159482169% in the following order of priority:

i. To VA and ZD, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

(b) To ZD, until retired; and

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

ii. To DZ, until retired; and

iii. To VA and ZD, in the same manner and priority described in step 2.d.i., but without regard to their Aggregate Scheduled Principal Balance, until retired; and

3. To the Group 2 PAC I Classes, in the same manner and priority described in step 1., but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

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

SECURITY GROUP 4

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

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

SECURITY GROUP 5

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

SECURITY GROUP 6

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

SECURITY GROUP 7

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

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

Class	Structuring Ranges or Rates
PAC I Classes	
AV, BV, DN, HA, HP, KN, NO, PO and PZ (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
GD	130% PSA through 250% PSA
PM and ZM (in the aggregate)	131% PSA through 250% PSA
PN and ZN (in the aggregate)	131% PSA through 250% PSA
TAC Classes	
VA and ZD (in the aggregate)	428% PSA
VB and ZB (in the aggregate)	426% PSA
VC and ZC (in the aggregate)	426% PSA
VA	180% PSA
VB	189% PSA
VC	185% PSA

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and, other than the AZ Accrual Amount, will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." Principal will be distributed to Class AZ when received as principal from the related Underlying Certificate, as set forth in this Terms Sheet under "Allocation of Principal." With respect to Security Group 5, the related Underlying Certificate is also an Accrual Class. Interest will accrue on the related Underlying Certificate at the rate set forth in the Terms Sheet of the related Underlying Certificate

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

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

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

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

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

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								
AO	$ 51,829,714	FA	$ 51,829,714	SEQ	(5)	FLT	38376TKS0	January 2035
FI	51,829,714							
TA	51,829,714							
TB	51,829,714							
Combination 2								
AO	$ 51,829,714	FB	$ 51,829,714	SEQ	(5)	FLT	38376TKT8	January 2035
FI	51,829,714							
TB	51,829,714							
Combination 3								
AO	$ 51,829,714	FC	$ 51,829,714	SEQ	(5)	FLT	38376TKU5	January 2035
FI	51,829,714							
Combination 4								
AO	$ 80,624,000	AB	$ 80,624,000	SEQ	2.50%	FIX	38376TKV3	January 2035
FI	28,794,286							
SA	28,794,286							
TA	28,794,286							
TB	28,794,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 5								
AO	$ 80,624,000	AC	$ 80,624,000	SEQ	2.75%	FIX	38376TKW1	January 2035
FI	31,673,715							
SA	31,673,715							
TA	31,673,715							
TB	31,673,715							
Combination 6								
AO	$ 80,624,000	AD	$ 80,624,000	SEQ	3.00%	FIX	38376TKX9	January 2035
FI	34,553,143							
SA	34,553,143							
TA	34,553,143							
TB	34,553,143							
Combination 7								
AO	$ 80,624,000	AE	$ 80,624,000	SEQ	3.25%	FIX	38376TKY7	January 2035
FI	37,432,572							
SA	37,432,572							
TA	37,432,572							
TB	37,432,572							
Combination 8								
AO	$ 80,624,000	AG	$ 80,624,000	SEQ	3.50%	FIX	38376TKZ4	January 2035
FI	40,312,000							
SA	40,312,000							
TA	40,312,000							
TB	40,312,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9								
AO	$ 80,624,000	AH	$ 80,624,000	SEQ	3.75%	FIX	38376TLA8	January 2035
FI	43,191,429							
SA	43,191,429							
TA	43,191,429							
TB	43,191,429							
Combination 10								
AO	$ 80,624,000	AJ	$ 80,624,000	SEQ	4.00%	FIX	38376TLB6	January 2035
FI	46,070,858							
SA	46,070,858							
TA	46,070,858							
TB	46,070,858							
Combination 11								
AO	$ 80,624,000	AK	$ 80,624,000	SEQ	4.25%	FIX	38376TLC4	January 2035
FI	48,950,286							
SA	48,950,286							
TA	48,950,286							
TB	48,950,286							
Combination 12								
AO	$ 80,624,000	AL	$ 80,624,000	SEQ	4.50%	FIX	38376TLD2	January 2035
FI	51,829,714							
SA	51,829,714							
TA	51,829,714							
TB	51,829,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
FI	$ 51,829,714	AI	$ 80,624,000	NTL (SEQ)	4.50%	FIX/IO	38376TLE0	January 2035
SA	51,829,714							
TA	51,829,714							
TB	51,829,714							
Combination 14								
VD	$ 12,353,000	VG	$ 20,991,000	SEQ/AD	4.50%	FIX	38376TLF7	September 2028
VE	8,638,000							
Combination 15								
SA	$ 51,829,714	SB	$ 51,829,714	NTL (SEQ)	(5)	INV/IO	38376TLG5	January 2035
TA	51,829,714							
Combination 16								
SA	$ 51,829,714	SC	$ 51,829,714	NTL (SEQ)	(5)	INV/IO	38376TLH3	January 2035
TA	51,829,714							
TB	51,829,714							
Security Group 2								
Combination 17								
VA	$ 59,649,000	VN	$122,476,000	TAC/AD	5.00%	FIX	38376TLJ9	January 2040
VC	62,827,000							
Combination 18								
VA	$ 59,649,000	VM	$106,769,250	TAC/AD	5.00%	FIX	38376TLK6	January 2040
VC	47,120,250							
Combination 19								
VA	$ 59,649,000	VT	$ 91,062,500	TAC/AD	5.00%	FIX	38376TLL4	January 2040
VC	31,413,500							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
DN	$ 35,668,000	PW	$ 60,662,000	PAC I	4.75%	FIX	38376TLV2	January 2040
IL	1,249,700							
IN	1,783,400							
KN	24,994,000							
Combination 29								
DN	$ 35,668,000	PY	$ 60,662,000	PAC I	5.00%	FIX	38376TLW0	January 2040
IL	2,499,400							
IN	3,566,800							
KN	24,994,000							
Combination 30								
DN	$ 35,668,000	PU	$ 60,662,000	PAC I	4.50%	FIX	38376TLX8	January 2040
KN	24,994,000							
Combination 31								
IF	$341,493,215	PA	$956,181,000	PAC I	2.50%	FIX	38376TLY6	November 2038
PO	956,181,000							
PS	341,493,215							
TC	341,493,215							
TD	341,493,215							
Combination 32								
IF	$375,642,536	PB	$956,181,000	PAC I	2.75%	FIX	38376TLZ3	November 2038
PO	956,181,000							
PS	375,642,536							
TC	375,642,536							
TD	375,642,536							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 33								
IF	$409,791,858	PC	$956,181,000	PAC I	3.00%	FIX	38376TMA7	November 2038
PO	956,181,000							
PS	409,791,858							
TC	409,791,858							
TD	409,791,858							
Combination 34								
IF	$443,941,179	PD	$956,181,000	PAC I	3.25%	FIX	38376TMB5	November 2038
PO	956,181,000							
PS	443,941,179							
TC	443,941,179							
TD	443,941,179							
Combination 35								
IF	$478,090,500	PE	$956,181,000	PAC I	3.50%	FIX	38376TMC3	November 2038
PO	956,181,000							
PS	478,090,500							
TC	478,090,500							
TD	478,090,500							
Combination 36								
IF	$512,239,822	PG	$956,181,000	PAC I	3.75%	FIX	38376TMD1	November 2038
PO	956,181,000							
PS	512,239,822							
TC	512,239,822							
TD	512,239,822							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
IF	$546,389,143	PH	$956,181,000	PAC I	4.00%	FIX	38376TME9	November 2038
PO	956,181,000							
PS	546,389,143							
TC	546,389,143							
TD	546,389,143							
Combination 38								
IF	$580,538,465	PJ	$956,181,000	PAC I	4.25%	FIX	38376TMF6	November 2038
PO	956,181,000							
PS	580,538,465							
TC	580,538,465							
TD	580,538,465							
Combination 39								
IF	$614,687,786	PK	$956,181,000	PAC I	4.50%	FIX	38376TMG4	November 2038
PO	956,181,000							
PS	614,687,786							
TC	614,687,786							
TD	614,687,786							
Combination 40								
IF	$648,837,108	PL	$956,181,000	PAC I	4.75%	FIX	38376TMH2	November 2038
PO	956,181,000							
PS	648,837,108							
TC	648,837,108							
TD	648,837,108							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 41								
IF	$682,986,428	P	$956,181,000	PAC I	5.00%	FIX	38376TMJ8	November 2038
PO	956,181,000							
PS	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 42								
IF	$682,986,428	PF	$682,986,428	PAC I	(5)	FLT	38376TMK5	November 2038
PO	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 43								
IF	$682,986,428	NF	$682,986,428	PAC I	(5)	FLT	38376TML3	November 2038
PO	682,986,428							
TD	682,986,428							
Combination 44								
IF	$682,986,428	MF	$682,986,428	PAC I	(5)	FLT	38376TVY5	November 2038
PO	682,986,428							
Combination 45								
PS	$682,986,428	NS	$682,986,428	NTL (PAC I)	(5)	INV/IO	38376TMM1	November 2038
TC	682,986,428							
Combination 46								
PS	$682,986,428	MS	$682,986,428	NTL (PAC I)	(5)	INV/IO	38376TMN9	November 2038
TC	682,986,428							
TD	682,986,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 47(6)								
HA	$ 43,744,000	HB	$ 43,744,000	PAC I	4.75%	FIX	38376TMP4	November 2038
		HC	43,744,000	PAC I	4.50%	FIX	38376TMQ2	November 2038
		IH	4,374,400	NTL (PAC I)	5.00%	FIX/IO	38376TMR0	November 2038
Combination 48								
DT	$195,433,571	FD	$195,433,571	PAC I	(5)	FLT	38376TMS8	June 2037
FY	195,433,571							
NO	195,433,571							
Combination 49								
FY	$195,433,571	FE	$195,433,571	PAC I	(5)	FLT	38376TMT6	June 2037
NO	195,433,571							
Combination 50								
DT	$195,433,571	SE	$195,433,571	NTL (PAC I)	(5)	INV/IO	38376TMU3	June 2037
SD	195,433,571							
Combination 51								
DT	$ 97,716,786	NA	$273,607,000	PAC I	2.50%	FIX	38376TMV1	June 2037
FY	97,716,786							
NO	273,607,000							
SD	97,716,786							
Combination 52								
DT	$107,488,464	NB	$273,607,000	PAC I	2.75%	FIX	38376TMW9	June 2037
FY	107,488,464							
NO	273,607,000							
SD	107,488,464							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 53								
DT	$117,260,143	NC	$273,607,000	PAC I	3.00%	FIX	38376TMX7	June 2037
FY	117,260,143							
NO	273,607,000							
SD	117,260,143							
Combination 54								
DT	$127,031,821	ND	$273,607,000	PAC I	3.25%	FIX	38376TMY5	June 2037
FY	127,031,821							
NO	273,607,000							
SD	127,031,821							
Combination 55								
DT	$136,803,500	NE	$273,607,000	PAC I	3.50%	FIX	38376TMZ2	June 2037
FY	136,803,500							
NO	273,607,000							
SD	136,803,500							
Combination 56								
DT	$146,575,179	NG	$273,607,000	PAC I	3.75%	FIX	38376TNA6	June 2037
FY	146,575,179							
NO	273,607,000							
SD	146,575,179							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 57								
DT	$156,346,857	NH	$273,607,000	PAC I	4.00%	FIX	38376TNB4	June 2037
FY	156,346,857							
NO	273,607,000							
SD	156,346,857							
Combination 58								
DT	$166,118,536	NJ	$273,607,000	PAC I	4.25%	FIX	38376TNC2	June 2037
FY	166,118,536							
NO	273,607,000							
SD	166,118,536							
Combination 59								
DT	$175,890,214	NK	$273,607,000	PAC I	4.50%	FIX	38376TND0	June 2037
FY	175,890,214							
NO	273,607,000							
SD	175,890,214							
Combination 60								
DT	$185,661,893	NL	$273,607,000	PAC I	4.75%	FIX	38376TNE8	June 2037
FY	185,661,893							
NO	273,607,000							
SD	185,661,893							
Combination 61								
DT	$195,433,571	NM	$273,607,000	PAC I	5.00%	FIX	38376TNF5	June 2037
FY	195,433,571							
NO	273,607,000							
SD	195,433,571							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 62								
DT	$195,433,571	NI	$273,607,000	NTL (PAC I)	5.00%	FIX/IO	38376TNG3	June 2037
FY	195,433,571							
SD	195,433,571							
Combination 63								
IF	$682,986,428	PI	$956,181,000	NTL (PAC I)	5.00%	FIX/IO	38376TNH1	November 2038
PS	682,986,428							
TC	682,986,428							
TD	682,986,428							
Combination 64								
HA	$ 43,744,000	HE	$ 85,561,000	PAC I	5.00%	FIX	38376TNJ7	January 2040
HP	41,817,000							
Combination 65								
DT	$195,433,571	H	$359,168,000	PAC I	5.00%	FIX	38376TNK4	January 2040
FY	195,433,571							
HA	43,744,000							
HP	41,817,000							
NO	273,607,000							
SD	195,433,571							
Combination 66								
PM	$ 10,993,000	DC	$133,469,000	PAC II/TAC/AD	5.00%	FIX	38376TNL2	January 2040
VA	59,649,000							
VC	62,827,000							
Security Group 3								
Combination 67								
VJ	$ 30,740,000	VK	$ 36,342,000	SC/SEQ/AD	5.00%	FIX	38376TNM0	December 2039
VL	5,602,000							

REMIC Securities		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 4								
Combination 68(6)								
WC	$ 16,666,000	IW	$ 1,666,600	NTL (SC/SEQ)	5.00%	FIX/IO	38376TNN8	December 2039
		WA	16,666,000	SC/SEQ	4.50%	FIX	38376TNP3	December 2039
		WB	16,666,000	SC/SEQ	4.75%	FIX	38376TNQ1	December 2039
Combination 69								
WC	$ 16,666,000	WY	$ 52,497,127	SC/PT	5.00%	FIX	38376TNR9	December 2039
YV	16,750,000							
YZ	19,081,127							
Combination 70								
YV	$ 16,750,000	YC	$ 35,831,127	SC/SEQ	5.00%	FIX	38376TNS7	December 2039
YZ	19,081,127							
Security Groups 5 and 6								
Combination 71(7)								
AZ	$ 15,251,566	MZ	$ 31,297,899	SC/SEQ	5.00%	FIX/Z	38376TNT5	October 2039
GZ	16,046,333							
Combination 72(7)								
GZ	$ 16,046,333	GK	$ 30,133,333	SC/PT	5.00%	FIX	38376TNU2	October 2039
MV	11,670,000							
NV	2,417,000							
Combination 73(7)								
MV	$ 11,670,000	GV	$ 14,087,000	SC/SEQ/AD	5.00%	FIX	38376TNV0	October 2039
NV	2,417,000							

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)
Security Group 7								
Combination 74								
CV	$ 22,897,000	EV	$ 27,546,000	SC/SEQ/AD	4.50%	FIX	38376TNW8	December 2039
DV	4,649,000							
Combination 75								
CV	$ 22,897,000	BY	$ 63,223,054	SC/PT	4.50%	FIX	38376TNX6	December 2039
DV	4,649,000							
ZY	35,677,054							

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

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

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

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

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

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

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

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

$1,623,989,150
Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2010-039

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
DA	$ 16,298,000	4.75%	SUP	FIX	38376XAA1	April 2039
DB	3,475,000	4.50	PAC II	FIX	38376XAB9	February 2040
DC	639,000	4.50	PAC II	FIX	38376XAC7	March 2040
DE	2,992,000	4.75	SUP	FIX	38376XAD5	September 2039
DG	3,461,052	4.75	SUP	FIX	38376XAE3	March 2040
DO	1,263,948	0.00	SUP	PO	38376XAF0	March 2040
EA	13,348,000	4.50	SUP	FIX	38376XAG8	July 2039
EB	1,812,000	4.50	SUP	FIX	38376XAH6	September 2039
EC	1,893,000	4.50	SUP	FIX	38376XAJ2	November 2039
ED	1,473,000	4.50	SUP	FIX	38376XAK9	March 2040
EG	5,071,000	4.50	PAC II	FIX	38376XAL7	January 2040
EH	1,574,000	4.50	PAC II	FIX	38376XAM5	February 2040
EJ	922,000	4.50	PAC II	FIX	38376XAN3	March 2040
EK	4,500,000	4.50	SUP	FIX	38376XAP8	November 2038
EL	1,500,000	4.50	SUP	FIX	38376XAQ6	July 2039
EM	100,000	5.00	SUP	FIX	38376XAR4	March 2040
EN	1,981,000	4.50	SUP	FIX	38376XAS2	August 2038
EO	100,000	0.00	SUP	PO	38376XAT0	March 2040
ET	3,500,000	4.50	TAC	FIX	38376XAU7	July 2039
EU	100,000	4.00	SUP	FIX	38376XAV5	March 2040
EV	1,500,000	4.50	SUP	FIX	38376XAW3	July 2039
EW	1,019,000	4.50	SUP	FIX	38376XAX1	July 2039
EY	1,800,000	4.75	SUP	FIX	38376XAY9	March 2040
LO(1)	119,257,000	0.00	PAC I	PO	38376XAZ6	June 2036
MO(1)	26,028,000	0.00	PAC I	PO	38376XBA0	March 2038
MS(1)	16,732,285	(5)	NTL(PAC I)	INV/IO	38376XBB8	March 2038
NO(1)	20,532,000	0.00	PAC I	PO	38376XBC6	June 2039
NS(1)	13,199,142	(5)	NTL(PAC I)	INV/IO	38376XBD4	June 2039
SL(1)	76,665,214	(5)	NTL(PAC I)	INV/IO	38376XBE2	June 2036
TL(1)	76,665,214	(5)	NTL(PAC I)	FLT/IO	38376XBF9	June 2036
TM(1)	16,732,285	(5)	NTL(PAC I)	FLT/IO	38376XBG7	March 2038
TN(1)	13,199,142	(5)	NTL(PAC I)	FLT/IO	38376XBH5	June 2039
WP	13,861,000	4.50	PAC I	FIX	38376XBJ1	March 2040
Security Group 2						
AO(1)	212,647,000	0.00	SEQ	PO	38376XBK8	August 2035
BF(1)	16,260,428	(5)	NTL(SEQ)	FLT/IO	38376XBL6	February 2037
BO(1)	25,294,000	0.00	SEQ	PO	38376XBM4	February 2037
BS(1)	16,260,428	(5)	NTL(SEQ)	INV/IO	38376XBN2	February 2037
BY	61,069,000	4.50	SEQ	FIX	38376XBP7	March 2040
IF(1)	636,428	(5)	NTL(SEQ)	FLT/IO	38376XBQ5	February 2037
IS(1)	636,428	(5)	NTL(SEQ)	INV/IO	38376XBR3	February 2037
OA(1)	990,000	0.00	SEQ	PO	38376XBS1	February 2037
SA(1)	136,701,642	(5)	NTL(SEQ)	INV/IO	38376XBT9	August 2035
TA(1)	136,701,642	(5)	NTL(SEQ)	FLT/IO	38376XBU6	August 2035
Security Group 3						
HB(1)	36,202,000	5.00	SC/SEQ	FIX	38376XBV4	November 2038
HC(1)	2,764,927	5.00	SC/SEQ	FIX	38376XBW2	November 2038
IJ(1)	570,019,285	(5)	NTL(SC/SEQ)	FLT/IO	38376XBX0	November 2038
JL	141,369,000	5.00	SC/SEQ	FIX	38376XBY8	November 2038
PO(1)	798,027,000	0.00	SC/SEQ	PO	38376XBZ5	November 2038
SP(1)	570,019,285	(5)	NTL(SC/SEQ)	INV/IO	38376XCA9	November 2038
Security Group 4						
GB(1)	46,348,667	4.00	SC/TAC/AD	FIX	38376XCB7	December 2039
GF(1)	23,174,333	(5)	SC/TAC/AD	FLT	38376XCC5	December 2039
GS(1)	23,174,333	(5)	NTL(SC/TAC/AD)	INV/IO	38376XCD3	December 2039
ZA	18,481,000	5.00	SC/SUP	FIX/Z	38376XCE1	December 2039
Security Group 5						
WB	2,800,000	4.75	SC/PT	FIX	38376XCF8	February 2040
WC	4,200,000	5.00	SC/PT	FIX	38376XCG6	February 2040
WO	622,223	0.00	SC/PT	PO	38376XCH4	February 2040
Residual						
RR	0	0.00	NPR	NPR	38376XCJ0	March 2040

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

Deutsche Bank Securities **Aladdin Capital LLC**

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

TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: March 30, 2010

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

Trust Assets:

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

(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 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$250,000,000	349	10	4.86%
Group 2 Trust Assets			
$300,000,000	349	10	4.86%

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

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

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

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

1. Sequentially, to LO, MO, NO and WP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. Concurrently, as follows:

a. 59.999715594% in the following order of priority:

i. Sequentially, to EG, EH and EJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

ii. Concurrently, as follows:

(a). 48.8079567062% to EA, until retired;

(b). 10.9697235630% sequentially, to EN and EW, in that order, until retired;

(c). 18.2828726049% in the following order of priority:

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

(ii) To EV, until retired; and

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

(d). 21.9394471259% sequentially, to EK and EL, in that order, until retired.

iii. Sequentially, to EB and EC, in that order, until retired;

iv. Concurrently, to ED, EM, EO, EU and EY, pro rata, until retired; and

v. Sequentially, to EG, EH and EJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

b. 40.000284406% in the following order of priority:

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

ii. Concurrently, as follows:

(a). 94.7368394753% sequentially, to DA, DE and DG, in that order, until retired; and

(b). 5.2631605247% to DO, until retired.

iii. Sequentially, to DB and DC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

3. Sequentially, to LO, MO, NO and WP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the "Group 2 Adjusted Principal Distribution Amount") will be allocated sequentially, to AO, BO, OA and BY, in that order, until retired.

SECURITY GROUP 3

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

SECURITY GROUP 4

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

1. Concurrently, to GB and GF, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. To ZA, until retired; and

3. Concurrently, to GB and GF, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 5

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

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

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

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

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

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

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original 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								
LO	$119,257,000	LA	$119,257,000	PAC I	3.00%	FIX	38376XCK7	June 2036
SL	51,110,143							
TL	51,110,143							
Combination 2								
LO	$119,257,000	LB	$119,257,000	PAC I	3.25%	FIX	38376XCL5	June 2036
SL	55,369,322							
TL	55,369,322							
Combination 3								
LO	$119,257,000	LC	$119,257,000	PAC I	3.50%	FIX	38376XCM3	June 2036
SL	59,628,500							
TL	59,628,500							
Combination 4								
LO	$119,257,000	LD	$119,257,000	PAC I	3.75%	FIX	38376XCN1	June 2036
SL	63,887,679							
TL	63,887,679							
Combination 5								
LO	$119,257,000	LE	$119,257,000	PAC I	4.00%	FIX	38376XCP6	June 2036
SL	68,146,858							
TL	68,146,858							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 11								
LO	$119,257,000	MC	$145,285,000	PAC I	3.50%	FIX	38376XCV3	March 2038
MO	26,028,000							
MS	13,014,000							
SL	59,628,500							
TL	59,628,500							
TM	13,014,000							
Combination 12								
LO	$119,257,000	MD	$145,285,000	PAC I	3.75%	FIX	38376XCW1	March 2038
MO	26,028,000							
MS	13,943,572							
SL	63,887,679							
TL	63,887,679							
TM	13,943,572							
Combination 13								
LO	$119,257,000	ME	$145,285,000	PAC I	4.00%	FIX	38376XCX9	March 2038
MO	26,028,000							
MS	14,873,143							
SL	68,146,858							
TL	68,146,858							
TM	14,873,143							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
LO	$119,257,000	MG	$145,285,000	PAC I	4.25%	FIX	38376XCY7	March 2038
MO	26,028,000							
MS	15,802,715							
SL	72,406,036							
TL	72,406,036							
TM	15,802,715							
Combination 15								
LO	$119,257,000	MH	$145,285,000	PAC I	4.50%	FIX	38376XCZ4	March 2038
MO	26,028,000							
MS	16,732,285							
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
Combination 16								
LO	$ 76,665,214	FM	$ 93,397,499	PAC I	(5)	FLT	38376XDA8	March 2038
MO	16,732,285							
TL	76,665,214							
TM	16,732,285							
Combination 17								
MS	$ 16,732,285	SM	$ 93,397,499	NTL(PAC I)	(5)	INV/IO	38376XDB6	March 2038
SL	76,665,214							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 18								
LO	$119,257,000	NA	$165,817,000	PAC I	3.00%	FIX	38376XDC4	June 2039
MO	26,028,000							
MS	11,154,858							
NO	20,532,000							
NS	8,799,429							
SL	51,110,143							
TL	51,110,143							
TM	11,154,858							
TN	8,799,429							
Combination 19								
LO	$119,257,000	NB	$165,817,000	PAC I	3.25%	FIX	38376XDD2	June 2039
MO	26,028,000							
MS	12,084,429							
NO	20,532,000							
NS	9,532,715							
SL	55,369,322							
TL	55,369,322							
TM	12,084,429							
TN	9,532,715							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 20								
LO	$119,257,000	NC	$165,817,000	PAC I	3.50%	FIX	38376XDE0	June 2039
MO	26,028,000							
MS	13,014,000							
NO	20,532,000							
NS	10,266,000							
SL	59,628,500							
TL	59,628,500							
TM	13,014,000							
TN	10,266,000							
Combination 21								
LO	$119,257,000	ND	$165,817,000	PAC I	3.75%	FIX	38376XDF7	June 2039
MO	26,028,000							
MS	13,943,572							
NO	20,532,000							
NS	10,999,286							
SL	63,887,679							
TL	63,887,679							
TM	13,943,572							
TN	10,999,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
LO	$119,257,000	NE	$165,817,000	PAC I	4.00%	FIX	38376XDG5	June 2039
MO	26,028,000							
MS	14,873,143							
NO	20,532,000							
NS	11,732,572							
SL	68,146,858							
TL	68,146,858							
TM	14,873,143							
TN	11,732,572							
Combination 23								
LO	$119,257,000	NG	$165,817,000	PAC I	4.25%	FIX	38376XDH3	June 2039
MO	26,028,000							
MS	15,802,715							
NO	20,532,000							
NS	12,465,858							
SL	72,406,036							
TL	72,406,036							
TM	15,802,715							
TN	12,465,858							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 24								
LO	$119,257,000	NH	$165,817,000	PAC I	4.50%	FIX	38376XDJ9	June 2039
MO	26,028,000							
MS	16,732,285							
NO	20,532,000							
NS	13,199,142							
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
TN	13,199,142							
Combination 25								
LO	$ 76,665,214	FN	$106,596,641	PAC I	(5)	FLT	38376XDK6	June 2039
MO	16,732,285							
NO	13,199,142							
TL	76,665,214							
TM	16,732,285							
TN	13,199,142							
Combination 26								
MS	$ 16,732,285	SN	$106,596,641	NTL(PAC I)	(5)	INV/IO	38376XDL4	June 2039
NS	13,199,142							
SL	76,665,214							
Combination 27								
MO	$ 26,028,000	MP	$ 26,028,000	PAC I	4.50%	FIX	38376XDM2	March 2038
MS	16,732,285							
TM	16,732,285							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
MO	$ 26,028,000	KP	$ 46,560,000	PAC I	4.50%	FIX	38376XDN0	June 2039
MS	16,732,285							
NO	20,532,000							
NS	13,199,142							
TM	16,732,285							
TN	13,199,142							
Combination 29								
NO	$ 20,532,000	NP	$ 20,532,000	PAC I	4.50%	FIX	38376XDP5	June 2039
NS	13,199,142							
TN	13,199,142							
Combination 30								
SL	$ 76,665,214	IL	$119,257,000	NTL(PAC I)	4.50%	FIX/IO	38376XDQ3	June 2036
TL	76,665,214							
Combination 31								
MS	$ 16,732,285	IM	$145,285,000	NTL(PAC I)	4.50%	FIX/IO	38376XDR1	March 2038
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
Combination 32								
MS	$ 16,732,285	IN	$165,817,000	NTL(PAC I)	4.50%	FIX/IO	38376XDS9	June 2039
NS	13,199,142							
SL	76,665,214							
TL	76,665,214							
TM	16,732,285							
TN	13,199,142							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 33								
AO	$212,647,000	AT	$212,647,000	SEQ	2.75%	FIX	38376XDT7	August 2035
SA	83,539,893							
TA	83,539,893							
Combination 34								
AO	$212,647,000	AB	$212,647,000	SEQ	3.00%	FIX	38376XDU4	August 2035
SA	91,134,429							
TA	91,134,429							
Combination 35								
AO	$212,647,000	AC	$212,647,000	SEQ	3.25%	FIX	38376XDV2	August 2035
SA	98,728,965							
TA	98,728,965							
Combination 36								
AO	$212,647,000	AD	$212,647,000	SEQ	3.50%	FIX	38376XDW0	August 2035
SA	106,323,500							
TA	106,323,500							
Combination 37								
AO	$212,647,000	AE	$212,647,000	SEQ	3.75%	FIX	38376XDX8	August 2035
SA	113,918,036							
TA	113,918,036							
Combination 38								
AO	$212,647,000	AG	$212,647,000	SEQ	4.00%	FIX	38376XDY6	August 2035
SA	121,512,572							
TA	121,512,572							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 39								
AO	$212,647,000	AH	$212,647,000	SEQ	4.25%	FIX	38376XDZ3	August 2035
SA	129,107,108							
TA	129,107,108							
Combination 40								
AO	$212,647,000	AJ	$212,647,000	SEQ	4.50%	FIX	38376XEA7	August 2035
SA	136,701,642							
TA	136,701,642							
Combination 41								
AO	$136,701,642	FA	$136,701,642	SEQ	(5)	FLT	38376XEB5	August 2035
TA	136,701,642							
Combination 42								
SA	$136,701,642	AI	$212,647,000	NTL(SEQ)	4.50%	FIX/IO	38376XEC3	August 2035
TA	136,701,642							
Combination 43								
BF	$ 16,260,428	BM	$ 25,294,000	SEQ	4.50%	FIX	38376XED1	February 2037
BO	25,294,000							
BS	16,260,428							
Combination 44								
AO	$212,647,000	BA	$237,941,000	SEQ	3.00%	FIX	38376XEE9	February 2037
BF	10,840,286							
BO	25,294,000							
BS	10,840,286							
SA	91,134,429							
TA	91,134,429							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 45								
AO	$212,647,000	BC	$237,941,000	SEQ	3.25%	FIX	38376XEF6	February 2037
BF	11,743,643							
BO	25,294,000							
BS	11,743,643							
SA	98,728,965							
TA	98,728,965							
Combination 46								
AO	$212,647,000	BL	$237,941,000	SEQ	4.50%	FIX	38376XEG4	February 2037
BF	16,260,428							
BO	25,294,000							
BS	16,260,428							
SA	136,701,642							
TA	136,701,642							
Combination 47								
AO	$212,647,000	AL	$238,931,000	SEQ	3.00%	FIX	38376XEH2	February 2037
BF	10,840,286							
BO	25,294,000							
BS	10,840,286							
IF	424,286							
IS	424,286							
OA	990,000							
SA	91,134,429							
TA	91,134,429							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 48								
AO	$212,647,000	AN	$238,931,000	SEQ	3.25%	FIX	38376XEJ8	February 2037
BF	11,743,643							
BO	25,294,000							
BS	11,743,643							
IF	459,643							
IS	459,643							
OA	990,000							
SA	98,728,965							
TA	98,728,965							
Combination 49								
AO	$212,647,000	AK	$238,931,000	SEQ	4.50%	FIX	38376XEK5	February 2037
BF	16,260,428							
BO	25,294,000							
BS	16,260,428							
IF	636,428							
IS	636,428							
OA	990,000							
SA	136,701,642							
TA	136,701,642							
Combination 50								
IF	$ 636,428	AM	$ 990,000	SEQ	4.50%	FIX	38376XEL3	February 2037
IS	636,428							
OA	990,000							
Combination 51								
BF	$ 16,260,428	FB	$152,962,070	NTL(SEQ)	(5)	FLT/IO	38376XEM1	February 2037
TA	136,701,642							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 52								
BS	$ 16,260,428	SB	$152,962,070	NTL(SEQ)	(5)	INV/IO	38376XEN9	February 2037
SA	136,701,642							
Combination 53								
AO	$136,701,642	FI	$153,598,498	SEQ	(5)	FLT	38376XEP4	February 2037
BF	16,260,428							
BO	16,260,428							
IF	636,428							
OA	636,428							
TA	136,701,642							
Combination 54								
BS	$ 16,260,428	SI	$153,598,498	NTL(SEQ)	(5)	INV/IO	38376XEQ2	February 2037
IS	636,428							
SA	136,701,642							
Combination 55								
BF	$ 16,260,428	BI	$237,941,000	NTL(SEQ)	4.50%	FIX/IO	38376XER0	February 2037
BS	16,260,428							
SA	136,701,642							
TA	136,701,642							
Combination 56								
BF	$ 16,260,428	IA	$238,931,000	NTL(SEQ)	4.50%	FIX/IO	38376XES8	February 2037
BS	16,260,428							
IF	636,428							
IS	636,428							
SA	136,701,642							
TA	136,701,642							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 3								
Combination 57								
IJ	$342,011,572	PA	$798,027,000	SC/SEQ	3.00%	FIX	38376XET6	November 2038
PO	798,027,000							
SP	342,011,572							
Combination 58								
IJ	$370,512,536	PB	$798,027,000	SC/SEQ	3.25%	FIX	38376XEU3	November 2038
PO	798,027,000							
SP	370,512,536							
Combination 59								
IJ	$399,013,500	PC	$798,027,000	SC/SEQ	3.50%	FIX	38376XEV1	November 2038
PO	798,027,000							
SP	399,013,500							
Combination 60								
IJ	$427,514,465	PD	$798,027,000	SC/SEQ	3.75%	FIX	38376XEW9	November 2038
PO	798,027,000							
SP	427,514,465							
Combination 61								
IJ	$456,015,429	PE	$798,027,000	SC/SEQ	4.00%	FIX	38376XEX7	November 2038
PO	798,027,000							
SP	456,015,429							
Combination 62								
IJ	$484,516,393	PG	$798,027,000	SC/SEQ	4.25%	FIX	38376XEY5	November 2038
PO	798,027,000							
SP	484,516,393							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 63								
IJ	$513,017,358	PH	$798,027,000	SC/SEQ	4.50%	FIX	38376XEZ2	November 2038
PO	798,027,000							
SP	513,017,358							
Combination 64								
IJ	$541,518,322	PJ	$798,027,000	SC/SEQ	4.75%	FIX	38376XFA6	November 2038
PO	798,027,000							
SP	541,518,322							
Combination 65								
IJ	$570,019,285	PK	$798,027,000	SC/SEQ	5.00%	FIX	38376XFB4	November 2038
PO	798,027,000							
SP	570,019,285							
Combination 66								
IJ	$570,019,285	PL	$570,019,285	SC/SEQ	7.00%	FIX	38376XFC2	November 2038
PO	570,019,285							
SP	570,019,285							
Combination 67								
IJ	$570,019,285	FP	$570,019,285	SC/SEQ	(5)	FLT	38376XFD0	November 2038
PO	570,019,285							
Combination 68								
IJ	$570,019,285	IP	$798,027,000	NTL(SC/SEQ)	5.00%	FIX/IO	38376XFE8	November 2038
SP	570,019,285							
Combination 69								
HB	$ 36,202,000	HA	$ 38,966,927	SC/SEQ	5.00%	FIX	38376XFF5	November 2038
HC	2,764,927							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 70								
GB	$ 46,348,667	GA	$ 69,523,000	SC/TAC/AD	5.00%	FIX	38376XFG3	December 2039
GF	23,174,333							
GS	23,174,333							

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

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

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

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

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

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2010-003	NM(3)	January 29, 2010	38376TNF5	5.0%	FIX	June 2037	PAC I	$273,607,000	0.99439869	$272,074,442	100.0000000000%	5.344%	354	5	II
3	Ginnie Mae	2010-003	P(3)	January 29, 2010	38376TMJ8	5.0	FIX	November 2038	PAC I	956,181,000	0.99519162	706,288,487	74.2224536986%	5.344	354	5	II
4	Ginnie Mae	2009-116	VH	December 30, 2009	38376PZV5	5.0	FIX	December 2039	TAC/AD	17,352,000	1.00000000	17,352,000	100.0000000000%	5.500	353	6	I
4	Ginnie Mae	2009-116	VM	December 30, 2009	38376PZM5	5.0	FIX	December 2039	TAC/AD	70,652,000	1.00000000	70,652,000	100.0000000000%	5.500	354	5	I
5	Ginnie Mae	2010-023	GA(3)	February 26, 2010	38376VK22	4.5	FIX	February 2040	SUP	16,750,000	1.00000000	7,622,223	45.5058089552%	4.856	349	10	II

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

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

(3) MX Class.

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

$910,529,143

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities

Ginnie Mae REMIC Trust 2010-051

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

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

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

Deutsche Bank Securities **Aladdin Capital LLC**

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

TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2010

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

Trust Assets:

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

(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 the MX Classes in Group 2 and 3, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 5 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$525,855,000	353	6	5.38%
Group 2 Trust Assets			
$175,209,224	348	10	5.00%
Group 5 Trust Assets			
$180,000,000	348	10	5.00%

[1] As of April 1, 2010.

[2] Does not include the Group 5 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 related Trust Assets will differ from the weighted averages shown above, perhaps significantly. *See "The Trust Assets — The Mortgage Loans" in this Supplement.* See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

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

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

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

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

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

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

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

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

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

SECURITY GROUP 1

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

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

1. To CF, CS, PM, VB and ZA, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To CF, CS and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

ii. To CF and CS, pro rata, until retired; and

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

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

c. To ZA, until retired;

d. To VB, without regard to its Scheduled Principal Balance, until retired; and

e. To CF, CS and PM, in the same order and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

2. To TZ, until retired.

- The WZ Accrual Amount to VM, VN and WZ, in that order, until retired.
- The ZA Accrual Amount in the following order of priority:

1. To VB, until reduced to its Scheduled Principal Balance for that Distribution Date; and

2. To ZA, until retired.

- The Group 1 Principal Distribution Amount in the following order of priority:

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

a. Concurrently:

i. 32.9999347247% to MO and MP, in that order, until retired; and

ii. 67.0000652753% to NO, until retired; and

b. To VM, VN and WZ, in that order, until retired.

2. To CF, CS, PM, VB and ZA, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To CF, CS and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

ii. To CF and CS, pro rata, until retired; and

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

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

c. To ZA, until retired;

d. To VB, without regard to its Scheduled Principal Balance, until retired; and

e. To CF, CS and PM, in the same order and priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

3. To TZ, until retired.

4. To CF, CS, PM, VB and ZA, in the same order and priority described in step 2. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

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

SECURITY GROUP 2

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

- The BZ Accrual Amount to BV, VE and BZ, in that order, until retired.
- The Group 2 Principal Distribution Amount in the following order of priority:

1. To BH and FB, pro rata, until retired; and

2. To BV, VE and BZ, in that order, until retired.

SECURITY GROUP 3

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

SECURITY GROUP 4

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

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

2. To DC, until retired; and

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

SECURITY GROUP 5

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

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

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

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

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

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

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

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original 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								
IF	$ 41,182,286	MA	$ 96,092,000	PAC I	3.00%	FIX	38376XV42	January 2038
MO	96,092,000							
SM	41,182,286							
Combination 2								
IF	$ 44,614,143	MB	$ 96,092,000	PAC I	3.25%	FIX	38376XV59	January 2038
MO	96,092,000							
SM	44,614,143							
Combination 3								
IF	$ 48,046,000	MC	$ 96,092,000	PAC I	3.50%	FIX	38376XV67	January 2038
MO	96,092,000							
SM	48,046,000							
Combination 4								
IF	$ 51,477,858	MD	$ 96,092,000	PAC I	3.75%	FIX	38376XV75	January 2038
MO	96,092,000							
SM	51,477,858							
Combination 5								
IF	$ 54,909,715	ME	$ 96,092,000	PAC I	4.00%	FIX	38376XV83	January 2038
MO	96,092,000							
SM	54,909,715							

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

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13								
FI	$104,841,750	NB	$225,813,000	PAC I	3.25%	FIX	38376XW82	April 2039
NO	225,813,000							
SN	104,841,750							
Combination 14								
FI	$112,906,500	NC	$225,813,000	PAC I	3.50%	FIX	38376XW90	April 2039
NO	225,813,000							
SN	112,906,500							
Combination 15								
FI	$120,971,250	ND	$225,813,000	PAC I	3.75%	FIX	38376XX24	April 2039
NO	225,813,000							
SN	120,971,250							
Combination 16								
FI	$129,036,000	NE	$225,813,000	PAC I	4.00%	FIX	38376XX32	April 2039
NO	225,813,000							
SN	129,036,000							
Combination 17								
FI	$137,100,750	NG	$225,813,000	PAC I	4.25%	FIX	38376XX40	April 2039
NO	225,813,000							
SN	137,100,750							
Combination 18								
FI	$145,165,500	NH	$225,813,000	PAC I	4.50%	FIX	38376XX57	April 2039
NO	225,813,000							
SN	145,165,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
FI	$153,230,250	NJ	$225,813,000	PAC I	4.75%	FIX	38376XX65	April 2039
NO	225,813,000							
SN	153,230,250							
Combination 20								
FI	$161,295,000	NK	$225,813,000	PAC I	5.00%	FIX	38376XX73	April 2039
NO	225,813,000							
SN	161,295,000							
Combination 21								
FI	$161,295,000	IN	$225,813,000	NTL(PAC I)	5.00%	FIX/IO	38376XX81	April 2039
SN	161,295,000							
Combination 22								
FI	$161,295,000	FN	$161,295,000	PAC I	(5)	FLT	38376XX99	April 2039
NO	161,295,000							
Combination 23								
VM	$ 15,286,000	WV	$ 18,451,000	AD/PAC I	5.00%	FIX	38376XY23	December 2022
VN	3,165,000							
Combination 24								
CF	$ 9,862,857	PN	$ 13,808,000	PAC II/AD	5.00%	FIX	38376XY31	April 2040
CS	3,945,143							
Combination 25								
CF	$ 9,862,857	PG	$ 57,074,000	PAC II/AD	5.00%	FIX	38376XY49	April 2040
CS	3,945,143							
PM	43,266,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Groups 2 and 3								
Combination 26(6)								
AV	$ 2,791,000	CV	$ 12,662,000	SC/SEQ/AD	4.50%	FIX	38376XY56	December 2039
BV	9,871,000							
Combination 27(6)								
VA	$ 2,827,000	VC	$ 12,827,000	SC/SEQ/AD	4.50%	FIX	38376XY64	December 2039
VE	10,000,000							
Combination 28(6)								
AZ	$ 4,337,570	CZ	$ 19,675,794	SC/SEQ	4.50%	FIX/Z	38376XY72	April 2040
BZ	15,338,224							
Combination 29(6)								
AV	$ 2,791,000	VD	$ 25,489,000	SC/SEQ/AD	4.50%	FIX	38376XY80	December 2039
BV	9,871,000							
VA	2,827,000							
VE	10,000,000							
Combination 30(6)								
AV	$ 2,791,000	BY	$ 45,164,794	SC/SEQ/PT	4.50%	FIX	38376XY98	April 2040
BV	9,871,000							
AZ	4,337,570							
BZ	15,338,224							
VA	2,827,000							
VE	10,000,000							
Security Group 4								
Combination 31								
DA	$ 18,436,000	DB	$ 19,509,349	SC/PT	5.00%	FIX	38376XZ22	January 2040
DC	1,073,349							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 5								
Combination 32								
VG	$ 10,141,000	VL	$ 20,413,000	SEQ/AD	4.50%	FIX	38376XZ30	October 2028
VH	10,272,000							
Combination 33								
VG	$ 10,141,000	EY	$ 36,172,000	SEQ	4.50%	FIX	38376XZ48	April 2040
VH	10,272,000							
ZE	15,759,000							
Combination 34								
EM	$ 15,760,000	EL	$ 51,932,000	SEQ	4.50%	FIX	38376XZ55	April 2040
VG	10,141,000							
VH	10,272,000							
ZE	15,759,000							
Combination 35								
EI	$ 54,886,286	EA	$128,068,000	SEQ	3.00%	FIX	38376XZ63	April 2035
EO	128,068,000							
SE	54,886,286							
Combination 36								
EI	$ 59,460,143	EB	$128,068,000	SEQ	3.25%	FIX	38376XZ71	April 2035
EO	128,068,000							
SE	59,460,143							
Combination 37								
EI	$ 64,034,000	EC	$128,068,000	SEQ	3.50%	FIX	38376XZ89	April 2035
EO	128,068,000							
SE	64,034,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 38								
EI	$ 68,607,858	ED	$128,068,000	SEQ	3.75%	FIX	38376XZ97	April 2035
EO	128,068,000							
SE	68,607,858							
Combination 39								
EI	$ 73,181,715	EG	$128,068,000	SEQ	4.00%	FIX	38376X2A0	April 2035
EO	128,068,000							
SE	73,181,715							
Combination 40								
EI	$ 77,755,572	EH	$128,068,000	SEQ	4.25%	FIX	38376X2B8	April 2035
EO	128,068,000							
SE	77,755,572							
Combination 41								
EI	$ 82,329,428	EJ	$128,068,000	SEQ	4.50%	FIX	38376X2C6	April 2035
EO	128,068,000							
SE	82,329,428							
Combination 42								
EI	$ 45,738,572	EW	$128,068,000	SEQ	2.50%	FIX	38376X2D4	April 2035
EO	128,068,000							
SE	45,738,572							
Combination 43								
EI	$ 50,312,429	EU	$128,068,000	SEQ	2.75%	FIX	38376X2E2	April 2035
EO	128,068,000							
SE	50,312,429							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 44								
EI	$ 82,329,428	E	$143,828,000	SEQ	4.50%	FIX	38376X2F9	December 2036
EM	15,760,000							
EO	128,068,000							
SE	82,329,428							
Combination 45								
EI	$ 82,329,428	FE	$ 82,329,428	SEQ	(5)	FLT	38376X2G7	April 2035
EO	82,329,428							

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

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

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

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

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

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

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

$776,637,000

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2010-060

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be May 28, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AJ	$ 30,000,000	4.0%	SEQ	FIX	38377EG99	December 2024
AY	1,361,000	4.0	SEQ	FIX	38377EH23	May 2025
DO(1)	70,276,000	0.0	SEQ	PO	38377EH31	May 2023
DS(1)	40,157,714	(5)	NTL(SEQ)	INV/IO	38377EH49	May 2023
DY	15,000,000	4.0	SEQ	FIX	38377EH56	May 2025
FI(1)	40,157,714	(5)	NTL(SEQ)	FLT/IO	38377EH64	May 2023
Security Group 2						
FA(1)	20,000,000	(5)	PT	FLT	38377EH72	May 2040
GA	5,682,000	4.5	SUP	FIX	38377EH80	August 2039
GB	2,662,000	4.5	SUP	FIX	38377EH98	February 2040
GC	1,184,000	4.5	SUP	FIX	38377EJ21	April 2040
GD	656,000	4.5	SUP	FIX	38377EJ39	May 2040
GE	1,400,000	4.5	PAC II	FIX	38377EJ47	May 2040
GF	2,400,000	(5)	SUP	FLT	38377EJ54	August 2039
GH	1,750,000	4.5	TAC	FIX	38377EJ62	August 2039
GJ	750,000	4.5	SUP	FIX	38377EJ70	August 2039
GS	500,000	(5)	SUP	INV	38377EJ88	August 2039
QD	35,266,000	3.0	PAC I	FIX	38377EJ96	May 2035
QE	6,366,000	4.5	PAC I	FIX	38377EK29	October 2036
QG	12,535,000	4.5	PAC I	FIX	38377EK37	March 2039
QH	7,149,000	4.5	PAC I	FIX	38377EK45	May 2040
QI	10,579,800	5.0	NTL(PAC I)	FIX/IO	38377EK52	May 2035
SC(1)	20,000,000	(5)	NTL(PT)	INV/IO	38377EK60	May 2040
SG	1,700,000	(5)	SUP	INV	38377EK78	August 2039
TB(1)	20,000,000	(5)	NTL(PT)	INV/IO	38377EK86	May 2040
TC(1)	20,000,000	(5)	NTL(PT)	INV/IO	38377EK94	May 2040
Security Group 3						
F(1)	100,000,000	(5)	PT	FLT	38377EL28	May 2040
HF(1)	44,807,142	(5)	TAC/AD	FLT	38377EL36	May 2040
HS(1)	24,892,858	(5)	TAC/AD	INV	38377EL44	May 2040
KI(1)	58,206,857	(5)	NTL(PAC I)	FLT/IO	38377EL51	June 2033
KO(1)	90,544,000	0.0	PAC I	PO	38377EL69	June 2033
KS(1)	58,206,857	(5)	NTL(PAC I)	INV/IO	38377EL77	June 2033
MI(1)	45,664,714	(5)	NTL(PAC I)	FLT/IO	38377EL85	March 2038
MO(1)	71,034,000	0.0	PAC I	PO	38377EL93	March 2038
MS(1)	45,664,714	(5)	NTL(PAC I)	INV/IO	38377EM27	March 2038
PH	19,492,000	4.5	PAC I	FIX	38377EM35	April 2039
PI(1)	59,965,071	(5)	NTL(PAC I)	FLT/IO	38377EM43	April 2039
PL	32,158,000	4.5	PAC I	FIX	38377EM50	May 2040
PM(1)	7,251,000	4.5	PAC II/AD	FIX	38377EM68	May 2040
PN(1)	9,530,000	4.5	PAC III/AD	FIX	38377EM76	May 2040
PO(1)	93,279,000	0.0	PAC I	PO	38377EM84	April 2039
PS(1)	59,965,071	(5)	NTL(PAC I)	INV/IO	38377EM92	April 2039
SE(1)	100,000,000	(5)	NTL(PT)	INV/IO	38377EN26	May 2040
SI(1)	100,000,000	(5)	NTL(PT)	INV/IO	38377EN34	May 2040
TK(1)	58,206,857	(5)	NTL(PAC I)	INV/IO	38377EN42	June 2033
TM(1)	45,664,714	(5)	NTL(PAC I)	INV/IO	38377EN59	March 2038
TZ	7,012,000	4.5	SUP	FIX/Z	38377EN67	May 2040
Security Group 4						
SW(1)	31,135,714	(5)	NTL(PAC/AD)	INV/IO	38377EN75	May 2038
VP(1)	4,026,000	5.0	PAC/AD	FIX	38377EN83	January 2023
WI(1)	31,135,714	(5)	NTL(PAC/AD)	FLT/IO	38377EN91	May 2038
WO(1)	43,590,000	0.0	PAC/AD	PO	38377EP24	May 2038
ZP(1)	4,589,000	5.0	PAC/AD	FIX/Z	38377EP32	May 2040
ZW	7,795,000	5.0	SUP	FIX/Z	38377EP40	May 2040
Residual						
RR	0	0.0	NPR	NPR	38377EP57	May 2040

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

Deutsche Bank Securities **Aladdin Capital LLC**

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

TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 28, 2010

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

Trust Assets:

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$116,637,000	179	1	4.50%
Group 2 Trust Assets			
$100,000,000	359	1	5.30%
Group 3 Trust Assets			
$500,000,000	358	2	5.29%
Group 4 Trust Assets[4]			
$60,000,000	355	5	5.41%

[1] As of May 1, 2010.

[2] Does not include the Group 3 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.

[4] The Mortgage Loans underlying the Group 4 Trust Assets include higher balance Mortgage Loans. *See "Risk Factors" in this Supplement.*

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

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
DF	LIBOR + 0.40%	0.6500000%	0.40%	7.00000000%	0	0.00%
DS	6.60% − LIBOR	6.3500000%	0.00%	6.60000000%	0	6.60%
F	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
FA	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
FB	LIBOR + 0.55%	0.8900000%	0.55%	7.00000000%	0	0.00%
FC	LIBOR + 0.60%	0.9400000%	0.60%	7.00000000%	0	0.00%
FE	LIBOR + 0.55%	0.8900000%	0.55%	7.00000000%	0	0.00%
FI	LIBOR + 0.40%	0.6500000%	0.40%	7.00000000%	0	0.00%
FK	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
FN	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
FW	LIBOR + 0.45%	0.7000000%	0.45%	7.00000000%	0	0.00%
GF	LIBOR + 1.30%	1.6400000%	1.30%	6.50000000%	0	0.00%
GS	11.70% − (LIBOR x 2.25)	10.9350000%	0.00%	11.70000000%	0	5.20%
HF	LIBOR + 1.00%	1.3400000%	1.00%	7.00000000%	0	0.00%
HS	10.79999966% − (LIBOR x 1.7999999)	10.1879997%	0.00%	10.79999966%	0	6.00%
KF	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
KI	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
KS	6.50% − LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
MF	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
MI	LIBOR + 0.40%	0.7400000%	0.40%	7.00000000%	0	0.00%
MS	6.50% − LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
NF	LIBOR + 0.50%	0.8400000%	0.50%	7.00000000%	0	0.00%
NS	6.50% − LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
PF	LIBOR + 0.45%	0.7900000%	0.45%	7.00000000%	0	0.00%
PI	LIBOR + 0.45%	0.7900000%	0.45%	7.00000000%	0	0.00%
PS	6.55% − LIBOR	6.2100000%	0.00%	6.55000000%	0	6.55%
S	6.50% − LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
SA	6.50% − LIBOR	6.1600000%	0.00%	6.50000000%	0	6.50%
SB	6.45% − LIBOR	6.1100000%	0.00%	6.45000000%	0	6.45%
SC	6.40% − LIBOR	6.0600000%	0.00%	6.40000000%	0	6.40%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
SE	6.45% − LIBOR	6.1100000%	0.00%	6.45000000%	0	6.45%
SG	6.90% − (LIBOR x 0.75)	6.6450000%	3.00%	6.90000000%	0	5.20%
SI	6.50% − LIBOR	0.0500000%	0.00%	0.05000000%	0	6.50%
SK	6.60% − LIBOR	6.2600000%	0.00%	6.60000000%	0	6.60%
SN	6.60% − LIBOR	6.2600000%	0.00%	6.60000000%	0	6.60%
SW	6.55% − LIBOR	6.3000000%	0.00%	6.55000000%	0	6.55%
TB	6.50% − LIBOR	0.0500000%	0.00%	0.05000000%	0	6.50%
TC	6.45% − LIBOR	0.0500000%	0.00%	0.05000000%	0	6.45%
TK	6.60% − LIBOR	0.1000000%	0.00%	0.10000000%	0	6.60%
TM	6.60% − LIBOR	0.1000000%	0.00%	0.10000000%	0	6.60%
WI	LIBOR + 0.45%	0.7000000%	0.45%	7.00000000%	0	0.00%

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

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

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

SECURITY GROUP 1

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

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

SECURITY GROUP 2

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

1. 20% to FA, until retired.
2. 80% in the following order of priority:

a. Sequentially, to QD, QE, QG and QH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

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

c. Concurrently, as follows:

i. 80.4412455015%, concurrently, to GA, GF, GS and SG, pro rata, until retired; and

ii. 19.5587544985% in the following order of priority:

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

(b) To GJ, until retired; and

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

d. Sequentially, to GB, GC and GD, in that order, until retired;

e. To GE, without regard to its Scheduled Principal Balance, until retired; and

f. Sequentially, to QD, QE, QG and QH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the "Group 3 Adjusted Principal Distribution Amount") and the TZ Accrual Amount will be allocated as follows:

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

1. To HF, HS, PM and PN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

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

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

c. Concurrently, to HF and HS, pro rata, until retired;

d. To PN, without regard to its Scheduled Principal Balance, until retired; and

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

2. To TZ, until retired.

- The Group 3 Adjusted Principal Distribution Amount concurrently as follows:

1. 20% to F, until retired;

2. 80% in the following order of priority:

a. To KO, MO, PH, PL and PO, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

i. Concurrently, as follows:

(a) 65.9998760703%, sequentially, to KO, MO and PH, in that order, until retired; and

(b) 34.0001239297% to PO, until retired;

ii. To PL, until retired;

b. To HF, HS, PM and PN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

i. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

ii. To PN, until reduced to its Scheduled Principal Balance for that Distribution Date;

iii. Concurrently, to HF and HS, pro rata, until retired;

iv. To PN, without regard to its Scheduled Principal Balance, until retired; and

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

c. To TZ, until retired; and

d. To HF, HS, PM and PN, in the same manner and priority described in step 2.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

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

SECURITY GROUP 4

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

- The ZP Accrual Amount, sequentially, to VP and ZP, in that order, until retired.
- The Group 4 Principal Distribution Amount and the ZW Accrual Amount, in the following order of priority:

1. Sequentially, to WO, VP and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. To ZW, until retired; and

3. Sequentially, to WO, VP and ZP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

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

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

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

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

Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

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

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

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

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

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								
DO	$ 70,276,000	DA	$ 70,276,000	SEQ	2.5%	FIX	38377EP65	May 2023
DS	25,098,572							
FI	25,098,572							
Combination 2								
DO	$ 70,276,000	DC	$ 70,276,000	SEQ	3.0%	FIX	38377EP73	May 2023
DS	30,118,286							
FI	30,118,286							
Combination 3								
DO	$ 70,276,000	DG	$ 70,276,000	SEQ	3.5%	FIX	38377EP81	May 2023
DS	35,138,000							
FI	35,138,000							
Combination 4								
DO	$ 70,276,000	DJ	$ 70,276,000	SEQ	4.0%	FIX	38377EP99	May 2023
DS	40,157,714							
FI	40,157,714							
Combination 5								
DO	$ 40,157,714	DF	$ 40,157,714	SEQ	(5)	FLT	38377EQ23	May 2023
FI	40,157,714							
Combination 6								
DS	$ 40,157,714	ID	$ 70,276,000	NTL(SEQ)	4.0%	FIX/IO	38377EQ31	May 2023
FI	40,157,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 7								
FA	$ 20,000,000	GP	$ 20,000,000	PT	7.0%	FIX	38377EQ49	May 2040
SC	20,000,000							
TB	20,000,000							
TC	20,000,000							
Combination 8								
FA	$ 20,000,000	FB	$ 20,000,000	PT	(5)	FLT	38377EQ56	May 2040
TB	20,000,000							
Combination 9								
SC	$ 20,000,000	SB	$ 20,000,000	NTL(PT)	(5)	INV/IO	38377EQ64	May 2040
TC	20,000,000							
Combination 10								
FA	$ 20,000,000	FC	$ 20,000,000	PT	(5)	FLT	38377EQ72	May 2040
TB	20,000,000							
TC	20,000,000							
Combination 11								
SC	$ 20,000,000	SA	$ 20,000,000	NTL(PT)	(5)	INV/IO	38377EQ80	May 2040
TB	20,000,000							
TC	20,000,000							
Security Group 3								
Combination 12								
HF	$ 44,807,142	H	$ 69,700,000	TAC/AD	4.5%	FIX	38377EQ98	May 2040
HS	24,892,858							
Combination 13								
SE	$100,000,000	S	$100,000,000	NTL(PT)	(5)	INV/IO	38377ER22	May 2040
SI	100,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
F	$100,000,000	FE	$100,000,000	PT	(5)	FLT	38377ER30	May 2040
SI	100,000,000							
Combination 15								
F	$100,000,000	MW	$100,000,000	PT	7.0%	FIX	38377ER48	May 2040
SE	100,000,000							
SI	100,000,000							
Combination 16								
HF	$ 44,807,142	PT	$ 79,230,000	TAC/AD	4.5%	FIX	38377ER55	May 2040
HS	24,892,858							
PN	9,530,000							
Combination 17								
HF	$ 44,807,142	VT	$ 86,481,000	TAC/AD	4.5%	FIX	38377ER63	May 2040
HS	24,892,858							
PM	7,251,000							
PN	9,530,000							
Combination 18								
PI	$ 39,976,715	PA	$ 93,279,000	PAC I	3.0%	FIX	38377ER71	April 2039
PO	93,279,000							
PS	39,976,715							
Combination 19								
PI	$ 46,639,500	PB	$ 93,279,000	PAC I	3.5%	FIX	38377ER89	April 2039
PO	93,279,000							
PS	46,639,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 20								
PI	$ 53,302,286	PC	$ 93,279,000	PAC I	4.0%	FIX	38377ER97	April 2039
PO	93,279,000							
PS	53,302,286							
Combination 21								
PI	$ 59,965,071	PD	$ 93,279,000	PAC I	4.5%	FIX	38377ES21	April 2039
PO	93,279,000							
PS	59,965,071							
Combination 22								
PI	$ 59,965,071	PE	$ 83,951,100	PAC I	5.0%	FIX	38377ES39	April 2039
PO	83,951,100							
PS	59,965,071							
Combination 23								
PI	$ 59,965,071	PG	$ 76,319,182	PAC I	5.5%	FIX	38377ES47	April 2039
PO	76,319,182							
PS	59,965,071							
Combination 24								
PI	$ 59,965,071	IP	$ 83,951,100	NTL(PAC I)	5.0%	FIX/IO	38377ES54	April 2039
PS	59,965,071							
Combination 25								
PI	$ 59,965,071	PF	$ 59,965,071	PAC I	(5)	FLT	38377ES62	April 2039
PO	59,965,071							
Combination 26								
KI	$ 58,206,857	FK	$ 58,206,857	PAC I	(5)	FLT	38377ES70	June 2033
KO	58,206,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 27								
KI	$ 58,206,857	KF	$ 58,206,857	PAC I	(5)	FLT	38377ES88	June 2033
KO	58,206,857							
TK	58,206,857							
Combination 28								
KS	$ 58,206,857	SK	$ 58,206,857	NTL(PAC I)	(5)	INV/IO	38377ES96	June 2033
TK	58,206,857							
Combination 29								
KI	$ 25,869,715	KA	$ 90,544,000	PAC I	2.0%	FIX	38377ET20	June 2033
KO	90,544,000							
KS	25,869,715							
TK	25,869,715							
Combination 30								
KI	$ 32,337,143	KB	$ 90,544,000	PAC I	2.5%	FIX	38377ET38	June 2033
KO	90,544,000							
KS	32,337,143							
TK	32,337,143							
Combination 31								
KI	$ 38,804,572	KC	$ 90,544,000	PAC I	3.0%	FIX	38377ET46	June 2033
KO	90,544,000							
KS	38,804,572							
TK	38,804,572							
Combination 32								
KI	$ 45,272,000	KD	$ 90,544,000	PAC I	3.5%	FIX	38377ET53	June 2033
KO	90,544,000							
KS	45,272,000							
TK	45,272,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 33								
KI	$ 51,739,429	KE	$ 90,544,000	PAC I	4.0%	FIX	38377ET61	June 2033
KO	90,544,000							
KS	51,739,429							
TK	51,739,429							
Combination 34								
KI	$ 58,206,857	KG	$ 90,544,000	PAC I	4.5%	FIX	38377ET79	June 2033
KO	90,544,000							
KS	58,206,857							
TK	58,206,857							
Combination 35								
KI	$ 58,206,857	KH	$ 81,489,600	PAC I	5.0%	FIX	38377ET87	June 2033
KO	81,489,600							
KS	58,206,857							
TK	58,206,857							
Combination 36								
KI	$ 58,206,857	IK	$ 81,489,600	NTL(PAC I)	5.0%	FIX/IO	38377ET95	June 2033
KS	58,206,857							
TK	58,206,857							
Combination 37								
MI	$ 45,664,714	MF	$ 45,664,714	PAC I	(5)	FLT	38377EU28	March 2038
MO	45,664,714							
TM	45,664,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 38								
MI	$ 30,443,143	MA	$ 71,034,000	PAC I	3.0%	FIX	38377EU36	March 2038
MO	71,034,000							
MS	30,443,143							
TM	30,443,143							
Combination 39								
MI	$ 35,517,000	MB	$ 71,034,000	PAC I	3.5%	FIX	38377EU44	March 2038
MO	71,034,000							
MS	35,517,000							
TM	35,517,000							
Combination 40								
MI	$ 40,590,858	MC	$ 71,034,000	PAC I	4.0%	FIX	38377EU51	March 2038
MO	71,034,000							
MS	40,590,858							
TM	40,590,858							
Combination 41								
MI	$ 45,664,714	MD	$ 71,034,000	PAC I	4.5%	FIX	38377EU69	March 2038
MO	71,034,000							
MS	45,664,714							
TM	45,664,714							
Combination 42								
MI	$ 45,664,714	ME	$ 63,930,600	PAC I	5.0%	FIX	38377E4F8	March 2038
MO	63,930,600							
MS	45,664,714							
TM	45,664,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 43								
MI	$ 45,664,714	IM	$ 63,930,600	NTL(PAC I)	5.0%	FIX/IO	38377EU77	March 2038
MS	45,664,714							
TM	45,664,714							
Combination 44								
KI	$ 58,206,857	NE	$145,420,200	PAC I	5.0%	FIX	38377EU85	March 2038
KO	81,489,600							
KS	58,206,857							
MI	45,664,714							
MO	63,930,600							
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 45								
KI	$ 58,206,857	ND	$161,578,000	PAC I	4.5%	FIX	38377EU93	March 2038
KO	90,544,000							
KS	58,206,857							
MI	45,664,714							
MO	71,034,000							
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 46								
KI	$ 51,739,429	NC	$161,578,000	PAC I	4.0%	FIX	38377EV27	March 2038
KO	90,544,000							
KS	51,739,429							
MI	40,590,858							
MO	71,034,000							
MS	40,590,858							
TK	51,739,429							
TM	40,590,858							
Combination 47								
KI	$ 45,272,000	NB	$161,578,000	PAC I	3.5%	FIX	38377EV35	March 2038
KO	90,544,000							
KS	45,272,000							
MI	35,517,000							
MO	71,034,000							
MS	35,517,000							
TK	45,272,000							
TM	35,517,000							
Combination 48								
KI	$ 38,804,572	NA	$161,578,000	PAC I	3.0%	FIX	38377EV43	March 2038
KO	90,544,000							
KS	38,804,572							
MI	30,443,143							
MO	71,034,000							
MS	30,443,143							
TK	38,804,572							
TM	30,443,143							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 49								
KI	$ 58,206,857	FN	$103,871,571	PAC I	(5)	FLT	38377EV50	March 2038
KO	58,206,857							
MI	45,664,714							
MO	45,664,714							
Combination 50								
KI	$ 58,206,857	NF	$103,871,571	PAC I	(5)	FLT	38377EV68	March 2038
KO	58,206,857							
MI	45,664,714							
MO	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 51								
KS	$ 58,206,857	SN	$103,871,571	NTL(PAC I)	(5)	INV/IO	38377EV76	March 2038
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 52								
KI	$ 58,206,857	IN	$145,420,200	NTL(PAC I)	5.0%	FIX/IO	38377EV84	March 2038
KS	58,206,857							
MI	45,664,714							
MS	45,664,714							
TK	58,206,857							
TM	45,664,714							
Combination 53								
KS	$ 58,206,857	NS	$103,871,571	NTL(PAC I)	(5)	INV/IO	38377EV92	March 2038
MS	45,664,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 54								
WI	$ 31,135,714	FW	$ 31,135,714	PAC/AD	(5)	FLT	38377EW26	May 2038
WO	31,135,714							
Combination 55								
SW	$ 18,681,429	WA	$ 43,590,000	PAC/AD	3.0%	FIX	38377EW34	May 2038
WI	18,681,429							
WO	43,590,000							
Combination 56								
SW	$ 21,795,000	WB	$ 43,590,000	PAC/AD	3.5%	FIX	38377EW42	May 2038
WI	21,795,000							
WO	43,590,000							
Combination 57								
SW	$ 24,908,572	WC	$ 43,590,000	PAC/AD	4.0%	FIX	38377EW59	May 2038
WI	24,908,572							
WO	43,590,000							
Combination 58								
SW	$ 28,022,143	WD	$ 43,590,000	PAC/AD	4.5%	FIX	38377EW67	May 2038
WI	28,022,143							
WO	43,590,000							
Combination 59								
SW	$ 31,135,714	WE	$ 43,590,000	PAC/AD	5.0%	FIX	38377EW75	May 2038
WI	31,135,714							
WO	43,590,000							
Combination 60								
VP	$ 4,026,000	WP	$ 8,615,000	PAC/AD	5.0%	FIX	38377EW83	May 2040
ZP	4,589,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 61								
SW	$ 31,135,714	IW	$ 43,590,000	NTL(PAC/AD)	5.0%	FIX/IO	38377EW91	May 2038
WI	31,135,714							

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

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

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

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

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

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

$225,895,861

Government National Mortgage Association

GINNIE MAE®

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own 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						
IO(1)	$ 6,000,000	5.0%	NTL (SC/SEQ)	FIX/IO	38377F5U1	March 2036
P(1)	15,000,000	4.0	SC/SEQ	FIX	38377F5V9	November 2038
Security Group 2						
GA(1)	18,274,445	2.5	SC/PAC/AD	FIX	38377F3D1	April 2039
GF(1)	14,619,555	(5)	SC/PAC/AD	FLT	38377F3E9	April 2039
GS(1)	14,619,555	(5)	NTL (SC/PAC/AD)	INV/IO	38377F3F6	April 2039
KA(1)	47,737,000	2.0	SC/PAC/AD	FIX	38377F3G4	April 2039
KF(1)	47,737,000	(5)	SC/PAC/AD	FLT	38377F3H2	April 2039
KS(1)	47,737,000	(5)	NTL (SC/PAC/AD)	INV/IO	38377F3J8	April 2039
L	8,701,000	4.5	SC/PAC/AD	FIX	38377F3K5	April 2039
PA(1)	40,570,556	2.5	SC/PAC/AD	FIX	38377F3L3	April 2039
PF(1)	32,456,444	(5)	SC/PAC/AD	FLT	38377F3M1	April 2039
PS(1)	32,456,444	(5)	NTL (SC/PAC/AD)	INV/IO	38377F3N9	April 2039
Z	799,861	4.5	SC/SUP	FIX/Z	38377F3P4	April 2039
Residual						
RR	0	0.0	NPR	NPR	38377F3Q2	April 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. The Class Notional Balance of Class IO will be reduced with the outstanding notional balance of the related Trust Asset Subgroup.
(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*
(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

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

See "Risk Factors" beginning on page S-6 which highlights some of these risks.

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

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

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

Deutsche Bank Securities **Aladdin Capital LLC**

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

TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2010

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

Trust Assets:

Trust Asset Group or Subgroup[2]	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1A	Underlying Certificate	(1)	(1)
1B	Underlying Certificate	(1)	(1)
2	Underlying Certificates	(1)	(1)

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

(2) The Group 1 Trust Assets consist of two subgroups, Subgroup 1A and Subgroup 1B (each, a "Subgroup").

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

Characteristics of the Mortgage Loans Underlying the Trust Assets:

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

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
GF	LIBOR + 0.4%	0.63%	0.4%	7.0%	0	0.0%
GS	6.6% − LIBOR	6.37%	0.0%	6.6%	0	6.6%
KF	LIBOR + 0.4%	0.63%	0.4%	7.0%	0	0.0%
KS	6.6% − LIBOR	6.37%	0.0%	6.6%	0	6.6%
PF	LIBOR + 0.4%	0.63%	0.4%	7.0%	0	0.0%
PS	6.6% − LIBOR	6.37%	0.0%	6.6%	0	6.6%

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

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

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount to P, until retired.

SECURITY GROUP 2

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

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

   a. Concurrently, to KA and KF, pro rata, until retired;

   b. Concurrently, to PA and PF, pro rata, until retired;

   c. Concurrently, to GA and GF, pro rata, until retired; and

   d. To L, until retired.

2. To Z, until retired.

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

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

Class	Structuring Range
Security Group 2	
PAC Classes	
GA, GF, KA, KF, L, PA and PF (in the aggregate)*	120% PSA through 250% PSA

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

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

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

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

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

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

Schedule I

Available Combinations(1)

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

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

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

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

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

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

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

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

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

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

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

Underlying Certificates

Trust Asset Group or Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted 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
1A	Ginnie Mae	2010-027	PI(3)(4)	February 26, 2010	38376WVS1	5.0%	FIX/IO	March 2036	NTL (SC/PAC/AD)	$ 61,554,600	0.97996266	$ 6,000,000	9.9467501698%	5.331%	352	7	II
1B	Ginnie Mae	2010-039	PE(3)(4)	March 30, 2010	38376XEX7	4.0	FIX	November 2038	SC/SEQ	798,027,000	1.00000000	15,000,000	1.8796356514%	5.343	351	8	II
2	Ginnie Mae	2009-104	NK(3)	November 30, 2009	38376JLC6	4.5	FIX	July 2036	PAC I	108,487,000	0.96931340	19,870,924	18.8962732862%	5.331	352	7	II
2	Ginnie Mae	2010-060	ND(3)	May 28, 2010	38377EU93	4.5	FIX	March 2038	PAC I	161,578,000	0.99713739	120,366,832	74.7084287465%	5.297	357	3	II
2	Ginnie Mae	2009-121	XE(5)	December 30, 2009	38376PAX8	4.5	FIX	February 2038	SC/PT	14,932,101	1.00000000	14,432,101	96.6515093891%	5.381	349	9	II
2	Ginnie Mae	2010-060	PH	May 28, 2010	38377EM35	4.5	FIX	April 2039	PAC I	19,492,000	1.00000000	19,492,000	100.0000000000%	5.297	357	3	II
2	Ginnie Mae	2010-060	MD(3)	May 28, 2010	38377EU69	4.5	FIX	March 2038	PAC I	71,034,000	1.00000000	17,965,615	25.2915716417%	5.297	357	3	II
2	Ginnie Mae	2009-116	KL(3)	December 30, 2009	38376PS35	4.5	FIX	August 2037	PAC I	319,530,000	0.97528523	18,768,389	6.0225956874%	5.331	352	7	II

(1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
(2) Underlying Certificate Factor is as of June 2010.
(3) MX Class
(4) Ginnie Mae 2010-027 Class PI is backed by a previously issued MX certificate, Class LA from Ginnie Mae MX Trust 2009-113. Ginnie Mae 2010-039 Class PE is backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Pages, Terms Sheets and Schedules I from Ginnie Mae REMIC Trusts 2009-113 and 2010-003 are included in Exhibit B.
(5) Ginnie Mae 2009-121 Class XE is backed by previously issued certificates, Classes XB and XC from Ginnie Mae REMIC Trust 2009-074, copies of the Cover Page and Terms Sheet from which are included in Exhibit B to this Supplement.

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

$910,291,308
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2010-093

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
HF	$ 70,052,400	(5)	SUP	FLT	38374YAA1	July 2040
PB(1)	10,000,000	4.50%	PAC	FIX	38374YAB9	December 2035
PC(1)	94,446,000	4.50	PAC	FIX	38374YAC7	August 2039
PD(1)	22,645,000	4.50	PAC	FIX	38374YAD5	May 2040
PE	100,003,685	2.25	PAC	FIX	38374YAE3	June 2035
PF(1)	90,003,315	(5)	PAC	FLT	38374YAF0	June 2035
PI(1)	90,003,315	(5)	NTL(PAC)	INV/IO	38374YAG8	June 2035
PL(1)	5,607,000	4.50	PAC	FIX	38374YAH6	July 2040
SH(1)	18,777,935	(5)	SUP	INV	38374YAJ2	July 2040
SP(1)	90,003,315	(5)	NTL(PAC)	INV/IO	38374YAK9	June 2035
TS(1)	8,464,665	(5)	SUP	INV	38374YAL7	July 2040
Security Group 2						
D(1)	95,298,428	(5)	NTL(PAC I)	FLT/IO	38374YAM5	November 2032
DI(1)	95,298,428	(5)	NTL(PAC I)	INV/IO	38374YAN3	November 2032
DO(1)	148,242,000	0.00	PAC I	PO	38374YAP8	November 2032
G(1)	29,718,642	(5)	NTL(PAC I)	FLT/IO	38374YAQ6	February 2039
GI(1)	29,718,642	(5)	NTL(PAC I)	INV/IO	38374YAR4	February 2039
GO(1)	46,229,000	0.00	PAC I	PO	38374YAS2	February 2039
LP	45,286,000	4.50	PAC I	FIX	38374YAT0	July 2040
N(1)	69,796,928	(5)	NTL(PAC I)	FLT/IO	38374YAU7	July 2037
NI(1)	69,796,928	(5)	NTL(PAC I)	INV/IO	38374YAV5	July 2037
NO(1)	108,573,000	0.00	PAC I	PO	38374YAW3	July 2037
PM(1)	10,405,000	4.50	PAC II/AD	FIX	38374YAX1	July 2040
SD(1)	95,298,428	(5)	NTL(PAC I)	INV/IO	38374YAY9	November 2032
SI(1)	95,298,428	(5)	NTL(PAC I)	INV/IO	38374YAZ6	November 2032
ST(1)	29,718,642	(5)	NTL(PAC I)	INV/IO	38374YBA0	February 2039
SU(1)	69,796,928	(5)	NTL(PAC I)	INV/IO	38374YBB8	July 2037
VM	30,311,000	4.50	TAC/AD	FIX	38374YBC6	July 2040
VN(1)	10,103,000	4.50	TAC/AD	FIX	38374YBD4	July 2040
VZ	1,000	4.50	TAC/AD	FIX/Z	38374YBE2	July 2040
ZT	4,200,000	4.50	SUP	FIX/Z	38374YBF9	July 2040
ZX	50,000,000	4.50	TAC/AD	FIX/Z	38374YBG7	July 2040
Security Group 3						
FV(1)	30,229,308	(5)	SC/SEQ	FLT	38374YBH5	April 2039
FW(1)	6,712,000	(5)	SC/SEQ	FLT	38374YBJ1	April 2039
SE	36,941,308	(5)	NTL(SC/PT)	INV/IO	38374YBK8	April 2039
WI(1)	6,712,000	(5)	NTL(SC/SEQ)	INV/IO	38374YBL6	April 2039
Residual						
RR	0	0.00	NPR	NPR	38374YBM4	July 2040

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

Deutsche Bank Securities **Aladdin Capital LLC**

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

TERMS SHEET

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

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2010

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

Trust Assets:

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

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$420,000,000	358	2	4.92%
Group 2 Trust Assets			
$453,350,000	358	2	4.92%

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

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

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
D	LIBOR + 0.25%	0.60000000%	0.250%	7.00000000%	0	0.000%
DF	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
DI	6.65% − LIBOR	0.05000000%	0.000%	0.05000000%	0	6.650%
DS	6.65% − LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
F	LIBOR + 0.25%	0.60000000%	0.250%	7.00000000%	0	0.000%
FD	LIBOR + 0.40%	0.75000000%	0.400%	7.00000000%	0	0.000%
FE	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FG	LIBOR + 0.40%	0.75000000%	0.400%	7.00000000%	0	0.000%
FK	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FN	LIBOR + 0.40%	0.75000000%	0.400%	7.00000000%	0	0.000%
FP	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FV	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
FW	LIBOR + 0.10%	0.45000000%	0.100%	7.00000000%	0	0.000%
G	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
GF	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
GI	6.65% − LIBOR	0.05000000%	0.000%	0.05000000%	0	6.650%
GS	6.65% − LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
HF	LIBOR + 1.025%	1.37500000%	1.025%	6.25000000%	0	0.000%
HS	13.43571428% − (LIBOR x 2.57142857)	12.53571428%	0.000%	13.43571428%	0	5.225%
N	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
NF	LIBOR + 0.35%	0.70000000%	0.350%	7.00000000%	0	0.000%
NI	6.65% − LIBOR	0.05000000%	0.000%	0.05000000%	0	6.650%
NS	6.65% − LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
PF	LIBOR + 0.30%	0.65000000%	0.300%	7.00000000%	0	0.000%
PI	6.70% − LIBOR	0.05000000%	0.000%	0.05000000%	0	6.700%
PS	6.70% − LIBOR	6.35000000%	0.000%	6.70000000%	0	6.700%
S	6.75% − LIBOR	6.40000000%	0.000%	6.75000000%	0	6.750%
SD	6.60% − LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SE	6.65% − LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
SG	6.60% − LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SH	16.78756475% − (LIBOR x 3.73056995)	15.48186527%	0.000%	16.78756475%	0	4.500%
SI	6.75% − LIBOR	0.10000000%	0.000%	0.10000000%	0	6.750%
SN	6.60% − LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SP	6.65% − LIBOR	6.30000000%	0.000%	6.65000000%	0	6.650%
ST	6.60% − LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%
SU	6.60% − LIBOR	6.25000000%	0.000%	6.60000000%	0	6.600%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
TS	43.24137927% − (LIBOR x 8.27586206)	6.00000000%	0.000%	6.00000000%	0	5.225%
WI	6.90% − LIBOR	0.25000000%	0.000%	0.25000000%	0	6.900%

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

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

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

SECURITY GROUP 1

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

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

   a. Concurrently, to PE and PF, pro rata, until retired; and

   b. Sequentially, to PB, PC, PD and PL, in that order, until retired.

2. Concurrently, to HF, SH and TS, pro rata, until retired.

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

SECURITY GROUP 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the "Group 2 Adjusted Principal Distribution Amount") and the VZ, ZT and ZX Accrual Amounts will be allocated as follows:

- The VZ Accrual Amount, sequentially, to VN and VZ, in that order, until retired.
- The ZX Accrual Amount in the following order of priority:

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

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

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

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

  2. To ZX, until retired.

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

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

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

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

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

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

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

c. To ZX, until retired;

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

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

2. To ZT, until retired.

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

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

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

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

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

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

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

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

c. To ZX, until retired;

d. To VM, VN and VZ, in the same manner and priority described in step 2.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

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

3. To ZT, until retired.

4. To PM, VM, VN, VZ and ZX, in the same manner and priority described in step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

5. Sequentially, to DO, NO, GO and LP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount, sequentially, to FW and FV, in that order, until retired.

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

Class	Structuring Ranges or Rates
Security Group 1	
PAC Classes	
PB, PC, PD, PE, PF and PL (in the aggregate)	120% PSA through 250% PSA
Security Group 2	
PAC I Classes	
DO, GO, LP and NO (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
PM	130% PSA through 250% PSA
PAC II and TAC Classes	
PM, VM, VN, VZ and ZX (in the aggregate)	267% PSA
TAC Classes	
VM	180% PSA
VM, VN and VZ (in the aggregate)	180% PSA

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

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

Class	Original Class Notional Balance	Represents Approximately
D	$95,298,428	64.2857142857% of DO (PAC I Class)
DI	95,298,428	64.2857142857% of DO (PAC I Class)
DS	95,298,428	64.2857142857% of DO (PAC I Class)
G	29,718,642	64.2857142857% of GO (PAC I Class)
GI	29,718,642	64.2857142857% of GO (PAC I Class)
GS	194,813,998	64.2857142857% of DO, GO and NO (in the aggregate) (PAC I Classes)
N	69,796,928	64.2857142857% of NO (PAC I Class)
NI	69,796,928	64.2857142857% of NO (PAC I Class)
NS	165,095,356	64.2857142857% of DO and NO (in the aggregate) (PAC I Classes)
PI	90,003,315	100% of PF (PAC Class)
PS	90,003,315	100% of PF (PAC Class)
S	95,298,428	64.2857142857% of DO (PAC I Class)
SD	95,298,428	64.2857142857% of DO (PAC I Class)
SE	36,941,308	100% of FV and FW (in the aggregate) (SC/SEQ Classes)
SG	194,813,998	64.2857142857% of DO, GO and NO (in the aggregate) (PAC I Classes)
SI	95,298,428	64.2857142857% of DO (PAC I Class)
SN	165,095,356	64.2857142857% of DO and NO (in the aggregate) (PAC I Classes)
SP	90,003,315	100% of PF (PAC Class)
ST	29,718,642	64.2857142857% of GO (PAC I Class)
SU	69,796,928	64.2857142857% of NO (PAC I Class)
WI	6,712,000	100% of FW (SC/SEQ Class)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original 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								
SH	$ 18,777,935	HS	$ 27,242,600	SUP	(5)	INV	38374YBN2	July 2040
TS	8,464,665							
Combination 2								
PD	$ 22,645,000	PH	$ 28,252,000	PAC	4.5%	FIX	38374YBP7	July 2040
PL	5,607,000							
Combination 3								
PB	$ 10,000,000	PG	$127,091,000	PAC	4.5%	FIX	38374YBQ5	May 2040
PC	94,446,000							
PD	22,645,000							
Combination 4								
PI	$ 90,003,315	PS	$ 90,003,315	NTL(PAC)	(5)	INV/IO	38374YBR3	June 2035
SP	90,003,315							
Combination 5								
PI	$ 90,003,315	FP	$ 90,003,315	PAC	(5)	FLT	38374YBS1	June 2035
PF	90,003,315							
Security Group 2								
Combination 6								
D	$ 52,943,572	DB	$148,242,000	PAC I	2.5%	FIX	38374YBT9	November 2032
DI	52,943,572							
DO	148,242,000							
SD	52,943,572							
SI	52,943,572							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
D	$ 63,532,286	DC	$148,242,000	PAC I	3.0%	FIX	38374YBU6	November 2032
DI	63,532,286							
DO	148,242,000							
SD	63,532,286							
SI	63,532,286							
Combination 8								
D	$ 74,121,000	DE	$148,242,000	PAC I	3.5%	FIX	38374YBV4	November 2032
DI	74,121,000							
DO	148,242,000							
SD	74,121,000							
SI	74,121,000							
Combination 9								
D	$ 84,709,715	DG	$148,242,000	PAC I	4.0%	FIX	38374YBW2	November 2032
DI	84,709,715							
DO	148,242,000							
SD	84,709,715							
SI	84,709,715							
Combination 10								
D	$ 95,298,428	DH	$148,242,000	PAC I	4.5%	FIX	38374YBX0	November 2032
DI	95,298,428							
DO	148,242,000							
SD	95,298,428							
SI	95,298,428							
Combination 11								
D	$ 95,298,428	F	$ 95,298,428	PAC I	(5)	FLT	38374YBY8	November 2032
DO	95,298,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12								
D	$ 95,298,428	DF	$ 95,298,428	PAC I	(5)	FLT	38374YBZ5	November 2032
DO	95,298,428							
SI	95,298,428							
Combination 13								
D	$ 95,298,428	FD	$ 95,298,428	PAC I	(5)	FLT	38374YCA9	November 2032
DI	95,298,428							
DO	95,298,428							
SI	95,298,428							
Combination 14								
DI	$ 95,298,428	DS	$ 95,298,428	NTL(PAC I)	(5)	INV/IO	38374YCB7	November 2032
SD	95,298,428							
Combination 15								
DI	$ 95,298,428	S	$ 95,298,428	NTL(PAC I)	(5)	INV/IO	38374YCC5	November 2032
SD	95,298,428							
SI	95,298,428							
Combination 16								
D	$ 52,943,572	NA	$256,815,000	PAC I	2.5%	FIX	38374YCD3	July 2037
DI	52,943,572							
DO	148,242,000							
N	38,776,072							
NI	38,776,072							
NO	108,573,000							
SD	52,943,572							
SI	52,943,572							
SU	38,776,072							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 17								
D	$ 63,532,286	NB	$256,815,000	PAC I	3.0%	FIX	38374YCE1	July 2037
DI	63,532,286							
DO	148,242,000							
N	46,531,286							
NI	46,531,286							
NO	108,573,000							
SD	63,532,286							
SI	63,532,286							
SU	46,531,286							
Combination 18								
D	$ 74,121,000	NC	$256,815,000	PAC I	3.5%	FIX	38374YCF8	July 2037
DI	74,121,000							
DO	148,242,000							
N	54,286,500							
NI	54,286,500							
NO	108,573,000							
SD	74,121,000							
SI	74,121,000							
SU	54,286,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
D	$ 84,709,715	ND	$256,815,000	PAC I	4.0%	FIX	38374YCG6	July 2037
DI	84,709,715							
DO	148,242,000							
N	62,041,715							
NI	62,041,715							
NO	108,573,000							
SD	84,709,715							
SI	84,709,715							
SU	62,041,715							
Combination 20								
D	$ 95,298,428	NE	$256,815,000	PAC I	4.5%	FIX	38374YCH4	July 2037
DI	95,298,428							
DO	148,242,000							
N	69,796,928							
NI	69,796,928							
NO	108,573,000							
SD	95,298,428							
SI	95,298,428							
SU	69,796,928							
Combination 21								
D	$ 95,298,428	NF	$165,095,356	PAC I	(5)	FLT	38374YCJ0	July 2037
DO	95,298,428							
N	69,796,928							
NO	69,796,928							
SI	95,298,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22								
D	$ 95,298,428	FN	$165,095,356	PAC I	(5)	FLT	38374YCK7	July 2037
DI	95,298,428							
DO	95,298,428							
N	69,796,928							
NI	69,796,928							
NO	69,796,928							
SI	95,298,428							
Combination 23								
DI	$ 95,298,428	NS	$165,095,356	NTL(PAC I)	(5)	INV/IO	38374YCL5	July 2037
NI	69,796,928							
SD	95,298,428							
SU	69,796,928							
Combination 24								
D	$ 42,354,858	DA	$148,242,000	PAC I	2.0%	FIX	38374YCM3	November 2032
DI	42,354,858							
DO	148,242,000							
SD	42,354,858							
SI	42,354,858							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 25								
D	$ 63,532,286	GA	$303,044,000	PAC I	3.0%	FIX	38374YCN1	February 2039
DI	63,532,286							
DO	148,242,000							
G	19,812,429							
GI	19,812,429							
GO	46,229,000							
N	46,531,286							
NI	46,531,286							
NO	108,573,000							
SD	63,532,286							
SI	63,532,286							
ST	19,812,429							
SU	46,531,286							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 26								
D	$ 74,121,000	GB	$303,044,000	PAC I	3.5%	FIX	38374YCP6	February 2039
DI	74,121,000							
DO	148,242,000							
G	23,114,500							
GI	23,114,500							
GO	46,229,000							
N	54,286,500							
NI	54,286,500							
NO	108,573,000							
SD	74,121,000							
SI	74,121,000							
ST	23,114,500							
SU	54,286,500							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 27								
D	$ 84,709,715	GC	$303,044,000	PAC I	4.0%	FIX	38374YCQ4	February 2039
DI	84,709,715							
DO	148,242,000							
G	26,416,572							
GI	26,416,572							
GO	46,229,000							
N	62,041,715							
NI	62,041,715							
NO	108,573,000							
SD	84,709,715							
SI	84,709,715							
ST	26,416,572							
SU	62,041,715							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 28								
D	$ 95,298,428	GD	$303,044,000	PAC I	4.5%	FIX	38374YCR2	February 2039
DI	95,298,428							
DO	148,242,000							
G	29,718,642							
GI	29,718,642							
GO	46,229,000							
N	69,796,928							
NI	69,796,928							
NO	108,573,000							
SD	95,298,428							
SI	95,298,428							
ST	29,718,642							
SU	69,796,928							
Combination 29								
D	$ 95,298,428	GF	$194,813,998	PAC I	(5)	FLT	38374YCS0	February 2039
DO	95,298,428							
G	29,718,642							
GO	29,718,642							
N	69,796,928							
NO	69,796,928							
SI	95,298,428							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 30								
DI	$ 95,298,428	GS	$194,813,998	NTL(PAC I)	(5)	INV/IO	38374YCT8	February 2039
GI	29,718,642							
NI	69,796,928							
SD	95,298,428							
ST	29,718,642							
SU	69,796,928							
Combination 31								
D	$ 95,298,428	FG	$194,813,998	PAC I	(5)	FLT	38374YCU5	February 2039
DI	95,298,428							
DO	95,298,428							
G	29,718,642							
GI	29,718,642							
GO	29,718,642							
N	69,796,928							
NI	69,796,928							
NO	69,796,928							
SI	95,298,428							
Combination 32								
PM	$ 10,405,000	PV	$ 20,508,000	PAC II/TAC/AD	4.5%	FIX	38374YCV3	July 2040
VN	10,103,000							
Combination 33								
SD	$ 95,298,428	SN	$165,095,356	NTL(PAC I)	(5)	INV/IO	38374YCW1	July 2037
SU	69,796,928							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 34								
SD	$ 95,298,428	SG	$194,813,998	NTL(PAC I)	(5)	INV/IO	38374YCX9	February 2039
ST	29,718,642							
SU	69,796,928							
Combination 35								
N	$ 69,796,928	NP	$108,573,000	PAC I	4.5%	FIX	38374YCY7	July 2037
NI	69,796,928							
NO	108,573,000							
SU	69,796,928							
Combination 36								
G	$ 29,718,642	GP	$ 46,229,000	PAC I	4.5%	FIX	38374YCZ4	February 2039
GI	29,718,642							
GO	46,229,000							
ST	29,718,642							
Security Group 3								
Combination 37								
FV	$ 30,229,308	FE	$ 36,941,308	SC/PT	(5)	FLT	38374YDA8	April 2039
FW	6,712,000							
WI	6,712,000							
Combination 38								
FV	$ 30,229,308	FK	$ 30,363,548	SC/SEQ	(5)	FLT	38374YDB6	April 2039
FW	134,240							
WI	134,240							

(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.

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)

$2,307,340,029
Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2010-105

The Securities

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

The Ginnie Mae Guaranty

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

The Trust and its Assets

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.

See "Risk Factors" beginning on page S-14 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 30, 2010.

You should read the Base Offering Circular as well as this Supplement.

The securities are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
DA(1)	$ 7,058,000	4.50%	PAC I	FIX	38377DYP5	March 2026
DB(1)	40,000,000	3.25	PAC I	FIX	38377DYQ3	August 2040
DF(1)	20,500,000	(5)	PAC I	FLT	38377DYR1	August 2040
DG(1)	5,000,000	4.25	PAC I	FIX	38377DYS9	August 2040
DS(1)	20,500,000	(5)	NTL (PAC I)	INV/IO	38377DYT7	August 2040
EI(1)	158,891,785	(5)	NTL (PAC I)	FLT/IO	38377DYU4	December 2035
EO(1)	247,165,000	0.00	PAC I	PO	38377DYV2	December 2035
ES(1)	158,891,785	(5)	NTL (PAC I)	INV/IO	38377DYW0	December 2035
EY(1)	42,234,000	4.50	PAC I	FIX	38377DYX8	August 2040
FE(1)	71,868,857	(5)	NTL (PAC I)	FLT/IO	38377DYY6	June 2039
OE(1)	111,796,000	0.00	PAC I	PO	38377DYZ3	June 2039
PM(1)	12,703,000	4.50	PAC II/AD	FIX	38377DZA7	August 2040
SE(1)	71,868,857	(5)	NTL (PAC I)	INV/IO	38377DZB5	June 2039
VM	44,825,000	4.50	TAC/AD	FIX	38377DZC3	August 2040
VN(1)	10,175,000	4.50	TAC/AD	FIX	38377DZD1	August 2040
ZT	4,994,000	4.50	SUP	FIX/Z	38377DZE9	August 2040
ZX	70,000,000	4.50	TAC/AD	FIX/Z	38377DZF6	August 2040
Security Group 2						
AF	24,548,750	(5)	SUP	FLT	38377DZG4	August 2040
AP	8,996,000	4.50	PAC I	FIX	38377DZH2	August 2040
BF	18,000,000	(5)	SUP	FLT	38377DZJ8	August 2040
GA	31,076,000	4.00	SUP	FIX	38377DZK5	January 2040
GB	8,692,000	4.00	SUP	FIX	38377DZL3	June 2040
GC	4,809,250	4.00	SUP	FIX	38377DZM1	August 2040
GD	6,945,000	4.00	PAC II	FIX	38377DZN9	July 2040
GE	2,124,000	4.00	PAC II	FIX	38377DZP4	August 2040
GF	10,000,000	(5)	SUP	FLT	38377DZQ2	January 2040
GH	3,750,000	4.00	SUP	FIX	38377DZR0	June 2039
GJ	1,250,000	4.00	SUP	FIX	38377DZS8	January 2040
GS	5,000,000	(5)	SUP	INV	38377DZT6	January 2040
IO(1)	24,548,750	(5)	NTL (SUP)	INV/IO	38377DZU3	August 2040
KI(1)	113,909,142	(5)	NTL (PAC I)	FLT/IO	38377DZV1	February 2033
KO(1)	177,192,000	0.00	PAC I	PO	38377DZW9	February 2033
KS(1)	113,909,142	(5)	NTL (PAC I)	INV/IO	38377DZX7	February 2033
MI(1)	56,984,142	(5)	NTL (PAC I)	FLT/IO	38377DZY5	June 2040
MO(1)	88,642,000	0.00	PAC I	PO	38377DZZ2	June 2040
NI(1)	84,761,357	(5)	NTL (PAC I)	FLT/IO	38377DA22	November 2037
NO(1)	131,851,000	0.00	PAC I	PO	38377DA30	November 2037
SA	6,000,000	(5)	SUP	INV	38377DA48	August 2040
SI(1)	6,000,000	(5)	NTL (SUP)	INV/IO	38377DA55	August 2040
SM(1)	56,984,142	(5)	NTL (PAC I)	INV/IO	38377DA63	June 2040
SN(1)	84,761,357	(5)	NTL (PAC I)	INV/IO	38377DA71	November 2037
TI	6,000,000	(5)	NTL (SUP)	INV/IO	38377DA89	August 2040
Security Group 3						
AI(1)	59,082,142	(5)	NTL (SC/PAC I/AD)	FLT/IO	38377DA97	March 2036
AO(1)	82,715,000	0.00	SC/PAC I/AD	PO	38377DB21	March 2036
AZ(1)	1,812,000	5.00	SC/PAC II/AD	FIX/Z	38377DB39	March 2036
LS(1)	59,082,142	(5)	NTL (SC/PAC I/AD)	INV/IO	38377DB47	March 2036
ZD(1)	13,669,733	5.00	SC/SUP	FIX/Z	38377DB54	March 2036
Security Group 4						
LC	14,688,240	4.50	SC/SEQ	FIX	38377DB62	September 2039
LD	3,299,834	4.50	SC/SEQ	FIX	38377DB70	September 2039
LE	2,000,000	4.00	SC/SEQ	FIX	38377DB88	September 2039
LG	2,000,000	5.00	SC/SEQ	FIX	38377DB96	September 2039
Security Group 5						
FD(1)	5,760,750	(5)	SC/SUP/AD	FLT	38377DC20	May 2040
HA(1)	41,319,000	4.50	SC/TAC/AD	FIX	38377DC38	May 2040
HZ(1)	14,899,000	4.50	SC/SUP/AD	FIX/Z	38377DC46	May 2040
SD(1)	1,920,250	(5)	SC/SUP/AD	INV	38377DC53	May 2040
ZH(1)	4,966,530	4.50	SC/SUP	FIX/Z	38377DC61	May 2040

(Cover continued on next page)

Deutsche Bank Securities **Aladdin Capital LLC**

The date of this Offering Circular Supplement is August 24, 2010.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 6						
BI(1)	$ 46,774,285	(5)	NTL (PAC I/AD)	FLT/IO	38377DC79	January 2040
BO(1)	72,760,000	0.00%	PAC I/AD	PO	38377DC87	January 2040
JZ(1)	32,617,000	4.50	SUP	FIX/Z	38377DC95	August 2040
LP	13,093,000	4.50	PAC I/AD	FIX	38377DD29	August 2040
PZ(1)	10,964,000	4.50	PAC II/AD	FIX/Z	38377DD37	August 2040
SB(1)	46,774,285	(5)	NTL (PAC I/AD)	INV/IO	38377DD45	January 2040
WI(1)	122,506,714	(5)	NTL (PAC I/AD)	FLT/IO	38377DD52	December 2035
WO(1)	190,566,000	0.00	PAC I/AD	PO	38377DD60	December 2035
WS(1)	122,506,714	(5)	NTL (PAC I/AD)	INV/IO	38377DD78	December 2035
Security Group 7						
A	20,000,000	5.00	SEQ	FIX	38377DD86	July 2038
B	3,518,000	5.00	SEQ	FIX	38377DD94	August 2040
Security Group 8						
IL(1)	5,614,285	(5)	NTL (SC/PAC/AD)	FLT/IO	38377DE28	August 2039
JI(1)	145,672,857	(5)	NTL (SC/PAC/AD)	FLT/IO	38377DE36	August 2039
JO(1)	203,942,000	0.00	SC/PAC/AD	PO	38377DE44	August 2039
JS(1)	145,672,857	(5)	NTL (SC/PAC/AD)	INV/IO	38377DE51	August 2039
K(1)	5,614,285	(5)	NTL (SC/PAC/AD)	INV/IO	38377DE69	August 2039
OJ(1)	7,860,000	0.00	SC/PAC/AD	PO	38377DE77	August 2039
ZJ	5,555,786	5.00	SC/SUP	FIX/Z	38377DE85	August 2039
Security Group 9						
HS(1)	15,542,600	(5)	SC/PT	INV	38377DE93	July 2040
S(1)	8,881,485	(5)	NTL (SC/PT)	INV/IO	38377DF27	July 2040
TS(1)	39,966,685	(5)	NTL (SC/PT)	INV/IO	38377DF35	July 2040
Security Group 10						
CK	572,326	7.00	SC/SUP	FIX	38377DF43	April 2039
CS	80,126,000	(5)	NTL (SC/PAC)	INV/IO	38377DF50	April 2039
PF(1)	70,635,000	(5)	SC/PAC/AD	FLT	38377DF68	April 2039
QF(1)	9,490,000	(5)	SC/PAC	FLT	38377DF76	April 2039
ZF(1)	1,000	(5)	SC/PAC	FLT/Z	38377DF84	April 2039
Security Group 11						
UI(1)	44,832,857	(5)	NTL (SC/PAC I/AD)	FLT/IO	38377DF92	August 2037
UO(1)	62,766,000	0.00	SC/PAC I/AD	PO	38377DG26	August 2037
US(1)	44,832,857	(5)	NTL (SC/PAC I/AD)	INV/IO	38377DG34	August 2037
ZL(1)	9,637,556	5.00	SC/SUP	FIX/Z	38377DG42	August 2037
ZU(1)	1,249,000	5.00	SC/PAC II/AD	FIX/Z	38377DG59	August 2037
Security Group 12						
AC	50,000,000	2.50	SEQ	FIX	38377DG67	October 2036
AS(1)	5,049,000	(5)	NTL (SEQ)	INV/IO	38377DG75	January 2038
CI(1)	5,049,000	(5)	NTL (SEQ)	FLT/IO	38377DG83	January 2038
CO(1)	7,854,000	0.00	SEQ	PO	38377DG91	January 2038
CV(1)	4,434,000	4.50	SEQ/AD	FIX	38377DH25	August 2029
FC	40,000,000	(5)	SEQ	FLT	38377DH33	October 2036
SC	40,000,000	(5)	NTL (SEQ)	INV/IO	38377DH41	October 2036
VC(1)	6,061,000	4.50	SEQ/AD	FIX	38377DH58	June 2023
ZC(1)	7,831,000	4.50	SEQ	FIX/Z	38377DH66	August 2040
Security Group 13						
IC(1)	81,009,272	(5)	NTL (SC/PT)	FLT/IO	38377DH74	December 2036
OC(1)	126,014,424	0.00	SC/PT	PO	38377DH82	December 2036
YS(1)	81,009,272	(5)	NTL (SC/PT)	INV/IO	38377DH90	December 2036
Residual						
RR	0	0.00	NPR	NPR	38377DJ23	August 2040

(1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement*.
(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly "Risk Factors," and each of the other documents listed under "Available Information."

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 30, 2010

Distribution Dates: For the Group 6, 11, 12 and 13 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in September 2010. For the Group 1, 2, 3, 4, 5, 7, 8, 9 and 10 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	4.5%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificate	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae I	4.5%	30
7	Ginnie Mae II	5.0%	30
8	Underlying Certificates	(1)	(1)
9	Underlying Certificate	(1)	(1)
10	Underlying Certificates	(1)	(1)
11	Underlying Certificates	(1)	(1)
12	Ginnie Mae I	4.5%	30
13	Underlying Certificate	(1)	(1)

(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 the MX Classes in Groups 12 and 13, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 6, 7 and 12 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$616,450,000	358	2	4.890%
Group 2 Trust Assets			
$528,876,000	358	1	4.898%
Group 6 Trust Assets			
$320,000,000	344	12	5.000%
Group 7 Trust Assets			
$23,518,000	358	2	5.500%
Group 12 Trust Assets			
$116,180,000	346	9	5.000%

[1] As of August 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, 2 and 7 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2 and 7 Trust Assets, Mortgage Rates, of many of the Mortgage Loans underlying the related Group 1, 2, 6, 7 and 12 Trust Assets will differ from the weighted averages shown above, perhaps significantly. *See "The Trust Assets — The Mortgage Loans" in this Supplement.* See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related underlying Trusts.

Issuance of Securities: The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the "Fedwire Book-Entry System"). The Residual Securities will be issued in fully registered, certificated form. *See "Description of the Securities — Form of Securities" in this Supplement.*

Modification and Exchange: If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. *See "Description of the Securities — Modification and Exchange" in this Supplement.*

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only, Interest Only, Inverse Floating Rate or Interest Only Inverse Floating Rate Class. *See "Description of the Securities — Form of Securities" in this Supplement.*

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as "LIBOR") as follows:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
AF . .	LIBOR + 1.10%	1.39000000%	1.10%	6.00000000%	0	0.000%
AI . . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
AS . .	6.70% − LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
BF . .	LIBOR + 1.05%	1.34000000%	1.05%	6.00000000%	0	0.000%
BI . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
CF . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
CI . . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
CS . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
DF . .	LIBOR + 0.40%	0.69000000%	0.40%	7.00000000%	0	0.000%
DS . .	6.60% − LIBOR	6.31000000%	0.00%	6.60000000%	0	6.600%
EI . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
ES . . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
FC . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
FD . .	LIBOR + 1.05%	1.34000000%	1.05%	6.00000000%	0	0.000%
FE . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
GF . .	LIBOR + 1.15%	1.44000000%	1.15%	6.00000000%	0	0.000%
GS . .	9.70% − (LIBOR x 2.00)	9.12000000%	0.00%	9.70000000%	0	4.850%
HS . .	9.70% − (LIBOR x 2.00)	9.00000000%	0.00%	9.70000000%	0	4.850%
IC . . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
IL . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
IO . .	4.90% − LIBOR	4.61000000%	0.00%	4.90000000%	0	4.900%
JI . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
JS . . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
K . . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
KI . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
KS . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
LS . . .	6.70% − LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
MI . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
NI . . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
PF . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
QF . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
QS . .	4.90% − LIBOR	4.61000000%	0.00%	4.90000000%	0	4.900%
S . . .	4.85% − LIBOR	4.50000000%	0.00%	4.85000000%	0	4.850%
SA . .	9.90% − (LIBOR x 2.00)	9.32000000%	0.00%	9.90000000%	0	4.950%
SB . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
SC . .	6.70% − LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
SD . .	14.85% − (LIBOR x 3.00)	13.98000000%	0.00%	14.85000000%	0	4.950%
SE . . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
SH . .	13.43571428% − (LIBOR x 2.57142857)	12.53571428%	0.00%	13.43571428%	0	5.225%
SI . . .	4.90% − LIBOR	4.61000000%	0.00%	4.90000000%	0	4.900%
SL . . .	9.70% − (LIBOR x 2.00)	9.00000000%	0.00%	9.70000000%	0	4.850%
SM . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
SN . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
ST . .	12.47142856% − (LIBOR x 2.57142857)	11.57142856%	0.00%	12.47142856%	0	4.850%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
TI . . .	4.95% − LIBOR	0.05000000%	0.00%	0.05000000%	0	4.950%
TS . .	5.225% − LIBOR	0.37500000%	0.00%	0.37500000%	0	5.225%
UI. . .	LIBOR + 0.30%	0.59000000%	0.30%	7.00000000%	0	0.000%
US . .	6.70% − LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
WI . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%
WS . .	6.65% − LIBOR	6.36000000%	0.00%	6.65000000%	0	6.650%
YS . .	6.70% − LIBOR	6.41000000%	0.00%	6.70000000%	0	6.700%
ZF . .	LIBOR + 0.35%	0.64000000%	0.35%	7.00000000%	0	0.000%

(1) LIBOR will be established on the basis of the BBA LIBOR method, as described under "Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes" in this Supplement.

(2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

Allocation of Principal: On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the "Group 1 Adjusted Principal Distribution Amount") and the ZT and ZX Accrual Amounts will be allocated as follows:

- The ZX Accrual Amount in the following order of priority:

1. To VM and VN until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To VM, until reduced to its Scheduled Principal Balance for that Distribution Date;

b. To VN, until retired; and

c. To VM, without regard to its Scheduled Principal Balance, until retired.

2. To ZX, until retired.

- The ZT Accrual Amount in the following order of priority:

1. To PM, VM, VN and ZX until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

b. To VM and VN until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

(i) To VM, until reduced to its Scheduled Principal Balance for that Distribution Date,

(ii) To VN, until retired, and

(iii) To VM, without regard to its Scheduled Principal Balance, until retired;

c. To ZX, until retired;

d. To VM and VN, in the same manner and priority described in step 1.b. above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

e. To PM, without regard to its Scheduled Principal Balance, until retired.

2. To ZT, until retired.

- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:

1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:

a. 84.684424162% sequentially, to EO, OE and EY, in that order, until retired; and

b. 15.315575838% in the following order of priority:

(i) To DA, until retired, and

(ii) Concurrently, to DB, DF and DG, pro rata, until retired.

2. To PM, VM, VN and ZX, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

b. To VM and VN, until reduced to their Aggregate Schedule Principal Balance for that Distribution Date, in the following order of priority:

(i) To VM, until reduced to its Scheduled Principal Balance for that Distribution Date,

(ii) To VN, until retired, and

(iii) To VM, without regard to its Scheduled Principal Balance, until retired;

c. To ZX, until retired;

d. To VM and VN, in the same manner and priority described in step 2.b above, but without regard to their Aggregate Scheduled Principal Balance, until retired; and

e. To PM, without regard to its Scheduled Principal Balance, until retired.

3. To ZT, until retired.

4. To PM, VM, VN and ZX, in the same manner and priority described in step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

5. To the Group 1 PAC I Classes, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to KO, NO, MO and AP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.

2. Concurrently, as follows:

a. 60.2694463767% in the following order of priority:

i. Sequentially, to GD and GE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date,

ii. Concurrently, as follows:

a. 90.2106664578% concurrently, to GA, GF and GS, pro rata, until retired, and

b. 9.7893335422% sequentially, to GH and GJ, in that order, until retired,

iii. Sequentially, to GB and GC, in that order, until retired, and

iv. Sequentially, to GD and GE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired; and

b. 39.7305536233% concurrently, to AF, BF and SA, pro rata, until retired.

3. Sequentially, to KO, NO, MO and AP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the AZ and ZD Accrual Amounts will be allocated as follows:

- The AZ Accrual Amount in the following order of priority:

  1. To AO, until reduced to its Scheduled Principal Balance for that Distribution Date.

  2. To AZ, until retired.

- The Group 3 Principal Distribution Amount and ZD Accrual Amount in the following order of priority:

  1. To AO and AZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

     a. To AO, until reduced to its Scheduled Principal Balance for that Distribution Date;

     b. To AZ, until retired; and

     c. To AO, without regard to its Scheduled Principal Balance, until retired.

  2. To ZD, until retired.

  3. To AO and AZ, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to LC, LE and LG, pro rata, until retired.

2. To LD, until retired.

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the HZ and ZH Accrual Amounts will be allocated as follows:

- The HZ Accrual Amount in the following order of priority:

  1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date.

  2. Concurrently, to FD and SD, pro rata, until retired.

3. To HZ, until retired.

- The ZH Accrual Amount in the following order of priority:

1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date.

2. Concurrently, to FD and SD, pro rata, until retired.

3. To HZ, until retired.

4. To ZH, until retired.

- The Group 5 Principal Distribution Amount in the following order of priority:

1. To HA, until reduced to its Scheduled Principal Balance for that Distribution Date.

2. To ZH, until retired.

3. To HZ, until retired.

4. Concurrently, to FD and SD, pro rata, until retired.

5. To HA, without regard to its Scheduled Principal Balance, until retired.

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the JZ and PZ Accrual Amounts will be allocated as follows:

- The PZ Accrual Amount in the following order of priority:

1. Sequentially, to WO, BO and LP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.

2. To PZ, until retired.

- The Group 6 Principal Distribution Amount and JZ Accrual Amount in the following order of priority:

1. To BO, LP, PZ and WO, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

a. Sequentially, to WO, BO and LP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

b. To PZ, until retired; and

c. Sequentially, to WO, BO and LP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

2. To JZ, until retired.

3. To BO, LP, PZ and WO, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated sequentially, to A and B, in that order, until retired.

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the ZJ Accrual Amount will be allocated in the following order of priority:

1. Sequentially, to JO and OJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.

2. To ZJ, until retired.

3. Sequentially, to JO and OJ, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated to HS, until retired.

SECURITY GROUP 10

The Group 10 Principal Distribution Amount and the ZF Accrual Amount will be allocated as follows:

- The ZF Accrual Amount, sequentially, to PF and ZF, in that order, until retired.
- The Group 10 Principal Distribution Amount in the following order of priority:

  1. Sequentially, to QF, PF and ZF, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.

  2. To CK, until retired.

  3. Sequentially, to QF, PF and ZF, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 11

The Group 11 Principal Distribution Amount and the ZL and ZU Accrual Amounts will be allocated as follows:

- The ZU Accrual Amount in the following order of priority:

  1. To UO, until reduced to its Scheduled Principal Balance for that Distribution Date.

  2. To ZU, until retired.

- The Group 11 Principal Distribution Amount and ZL Accrual Amount in the following order of priority:

  1. To UO and ZU, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

     a. To UO, until reduced to its Scheduled Principal Balance for that Distribution Date;

     b. To ZU, until retired; and

     c. To UO, without regard to its Scheduled Principal Balance, until retired.

  2. To ZL, until retired.

  3. To UO and ZU, in the same manner and priority described in step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 12

The Group 12 Principal Distribution Amount and the ZC Accrual Amount will be allocated as follows:

- The ZC Accrual Amount, sequentially, to VC, CV and ZC, in that order, until retired.
- The Group 12 Principal Distribution Amount in the following order of priority:
  1. Concurrently, to AC and FC, pro rata, until retired.
  2. Sequentially, to CO, VC, CV and ZC, in that order, until retired.

SECURITY GROUP 13

The Group 13 Principal Distribution Amount will be allocated to OC, until retired.

Scheduled Principal Balances: The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges or Rates:

Class	Structuring Ranges or Rates
Security Group 1	
PAC I Classes	
DA, DB, DF, DG, EO, EY and OE (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
PM	129% PSA through 251% PSA
TAC Classes	
PM, VM, VN and ZX (in the aggregate)	297% PSA
VM and VN (in the aggregate)	187% PSA
VM	170% PSA
Security Group 2	
PAC I Classes	
AP, KO, MO and NO (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
GD and GE (in the aggregate)	130% PSA through 205% PSA
Security Group 3	
PAC I and PAC II Classes	
AO and AZ (in the aggregate)	225% PSA through 300% PSA
PAC I Class	
AO	200% PSA through 300% PSA
Security Group 5	
TAC Class	
HA	190% PSA
Security Group 6	
PAC I and PAC II Classes	
BO, LP, PZ and WO (in the aggregate)	185% PSA through 250% PSA
PAC I Classes	
BO, LP and WO (in the aggregate)	150% PSA through 250% PSA

Class	Structuring Ranges or Rates
Security Group 8	
PAC Classes	
JO and OJ (in the aggregate)*	105% PSA through 250% PSA
Security Group 10	
PAC Classes	
PF, QF and ZF (in the aggregate)**	120% PSA through 250% PSA
Security Group 11	
PAC I and PAC II Classes	
UO and ZU (in the aggregate)	225% PSA through 300% PSA
PAC I Class	
UO	200% PSA through 300% PSA

* No initial Effective Range.

** The initial Effective Range is 129% PSA through 246% PSA.

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

Class	Original Class Notional Balance	Represents Approximately
AI	$59,082,142	71.4285714286% of AO (SC/PAC I/AD Class)
AS	5,049,000	64.2857142857% of CO (SEQ Class)
BI	46,774,285	64.2857142857% of BO (PAC I/AD Class)
CI	5,049,000	64.2857142857% of CO (SEQ Class)
CS	$ 70,635,000	100% of PF (SC/PAC/AD Class)
	9,491,000	100% of QF and ZF (in the aggregate) (SC/PAC Classes)
	$ 80,126,000	
DS	$ 20,500,000	100% of DF (PAC I Class)
EI	158,891,785	64.2857142857% of EO (PAC I Class)
ES	158,891,785	64.2857142857% of EO (PAC I Class)
FE	71,868,857	64.2857142857% of OE (PAC I Class)
I	$ 7,854,000	100% of CO (SEQ Class)
	126,014,424	100% of OC (SC/PT Class)
	$133,868,424	
IA	$ 82,715,000	100% of AO (SC/PAC I/AD Class)
IB	263,326,000	100% of BO and WO (in the aggregate) (PAC I/AD Classes)
IC	81,009,272	64.2857142857% of OC (SC/PT Class)

Class	Original Class Notional Balance	Represents Approximately
IE	$247,165,000	100% of EO (PAC I Class)
IJ	203,942,000	100% of JO (SC/PAC/AD Class)
IK	177,192,000	100% of KO (PAC I Class)
IL	5,614,285	71.4285714286% of OJ (SC/PAC/AD Class)
IM	397,685,000	100% of KO, MO and NO (in the aggregate) (PAC I Classes)
IN	309,043,000	100% of KO and NO (in the aggregate) (PAC I Classes)
IO	24,548,750	100% of AF (SUP Class)
IP	358,961,000	100% of EO and OE (in the aggregate) (PAC I Classes)
IT	72,760,000	100% of BO (PAC I/AD Class)
IU	131,851,000	100% of NO (PAC I Class)
IV	62,766,000	100% of UO (SC/PAC I/AD Class)
IW	190,566,000	100% of WO (PAC I/AD Class)
JI	145,672,857	71.4285714286% of JO (SC/PAC/AD Class)
JS	145,672,857	71.4285714286% of JO (SC/PAC/AD Class)
K	5,614,285	71.4285714286% of OJ (SC/PAC/AD Class)
KI	113,909,142	64.2857142857% of KO (PAC I Class)
KS	113,909,142	64.2857142857% of KO (PAC I Class)
LS	59,082,142	71.4285714286% of AO (SC/PAC I/AD Class)
MI	56,984,142	64.2857142857% of MO (PAC I Class)
NI	84,761,357	64.2857142857% of NO (PAC I Class)
QS	30,548,750	100% of AF and SA (in the aggregate) (SUP Classes)
S	8,881,485	57.1428571429% of HS (SC/PT Class)
SB	46,774,285	64.2857142857% of BO (PAC I/AD Class)
SC	40,000,000	100% of FC (SEQ Class)
SE	71,868,857	64.2857142857% of OE (PAC I Class)
SI	6,000,000	100% of SA (SUP Class)
SM	56,984,142	64.2857142857% of MO (PAC I Class)
SN	84,761,357	64.2857142857% of NO (PAC I Class)
TI	6,000,000	100% of SA (SUP Class)
TS	39,966,685	257.1428525472% of HS (SC/PT Class)
UI	44,832,857	71.4285714286% of UO (SC/PAC I/AD Class)
US	44,832,857	71.4285714286% of UO (SC/PAC I/AD Class)
WI	122,506,714	64.2857142857% of WO (PAC I/AD Class)
WS	122,506,714	64.2857142857% of WO (PAC I/AD Class)
YI	211,802,000	100% of JO and OJ (in the aggregate) (SC/PAC/AD Classes)
YS	81,009,272	64.2857142857% of OC (SC/PT Class)

Tax Status: Double REMIC Series. *See "Certain Federal Income Tax Consequences" in this Supplement and in the Base Offering Circular.*

Regular and Residual Classes: Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.

Available Combinations(1)

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								
PM	$ 12,703,000	PV	$ 22,878,000	PAC II/TAC/AD	4.50%	FIX	38377DJ31	August 2040
VN	10,175,000							
Combination 2 (6)								
EI	$158,891,785	EA	$247,165,000	PAC I	1.50%	FIX	38377DJ49	December 2035
EO	247,165,000	EB	247,165,000	PAC I	1.75	FIX	38377DJ56	December 2035
ES	158,891,785	EC	247,165,000	PAC I	2.00	FIX	38377DJ64	December 2035
		ED	247,165,000	PAC I	2.25	FIX	38377DJ72	December 2035
		EG	247,165,000	PAC I	2.50	FIX	38377DJ80	December 2035
		EH	247,165,000	PAC I	2.75	FIX	38377DJ98	December 2035
		EJ	247,165,000	PAC I	3.00	FIX	38377DK21	December 2035
		EK	247,165,000	PAC I	3.25	FIX	38377DK39	December 2035
		EL	247,165,000	PAC I	3.50	FIX	38377DK47	December 2035
		EM	247,165,000	PAC I	3.75	FIX	38377DK54	December 2035
		EN	247,165,000	PAC I	4.00	FIX	38377DK62	December 2035
		EP	247,165,000	PAC I	4.25	FIX	38377DK70	December 2035
		EU	247,165,000	PAC I	4.50	FIX	38377DK88	December 2035
		EW	158,891,785	PAC I	7.00	FIX	38377DK96	December 2035
		IE	247,165,000	NTL (PAC I)	4.50	FIX/IO	38377DL20	December 2035
		OP	247,165,000	PAC I	0.00	PO	38377DL38	December 2035

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3 (6)								
EI	$158,891,785	IP	$358,961,000	NTL (PAC I)	4.50%	FIX/IO	38377DL46	June 2039
EO	247,165,000	PA	358,961,000	PAC I	4.50	FIX	38377DL53	June 2039
ES	158,891,785	PC	358,961,000	PAC I	2.00	FIX	38377DL61	June 2039
FE	71,868,857	PD	358,961,000	PAC I	2.25	FIX	38377DL79	June 2039
OE	111,796,000	PE	358,961,000	PAC I	2.50	FIX	38377DL87	June 2039
SE	71,868,857	PG	358,961,000	PAC I	2.75	FIX	38377DL95	June 2039
		PH	358,961,000	PAC I	3.00	FIX	38377DM29	June 2039
		PJ	358,961,000	PAC I	3.25	FIX	38377DM37	June 2039
		PL	358,961,000	PAC I	3.50	FIX	38377DM45	June 2039
		PN	358,961,000	PAC I	3.75	FIX	38377DM52	June 2039
		PO	358,961,000	PAC I	0.00	PO	38377DM60	June 2039
		PQ	358,961,000	PAC I	4.00	FIX	38377DM78	June 2039
		PW	230,760,642	PAC I	7.00	FIX	38377DM86	June 2039
		PX	358,961,000	PAC I	4.25	FIX	38377DM94	June 2039
Combination 4								
FE	$ 63,883,429	DN	$111,796,000	PAC I	4.00%	FIX	38377DN28	June 2039
OE	111,796,000							
SE	63,883,429							
Combination 5								
FE	$ 71,868,857	DP	$111,796,000	PAC I	4.50%	FIX	38377DN36	June 2039
OE	111,796,000							
SE	71,868,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
DA	$ 7,058,000	P	$473,753,000	PAC I	4.50%	FIX	38377DN44	August 2040
DB	40,000,000							
DG	5,000,000							
DF	20,500,000							
DS	20,500,000							
EI	158,891,785							
EO	247,165,000							
ES	158,891,785							
EY	42,234,000							
FE	71,868,857							
OE	111,796,000							
SE	71,868,857							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 7 (6)								
KI	$113,909,142	IN	$309,043,000	NTL (PAC I)	4.50%	FIX/IO	38377DN51	November 2037
KO	177,192,000	NA	309,043,000	PAC I	2.00	FIX	38377DN69	November 2037
KS	113,909,142	NB	309,043,000	PAC I	2.25	FIX	38377DN77	November 2037
NI	84,761,357	NC	309,043,000	PAC I	2.50	FIX	38377DN85	November 2037
NO	131,851,000	ND	309,043,000	PAC I	2.75	FIX	38377DN93	November 2037
SN	84,761,357	NE	309,043,000	PAC I	3.00	FIX	38377DP26	November 2037
		NG	309,043,000	PAC I	3.25	FIX	38377DP34	November 2037
		NH	309,043,000	PAC I	3.50	FIX	38377DP42	November 2037
		NJ	309,043,000	PAC I	3.75	FIX	38377DP59	November 2037
		NK	309,043,000	PAC I	4.00	FIX	38377DP67	November 2037
		NL	309,043,000	PAC I	4.25	FIX	38377DP75	November 2037
		NM	309,043,000	PAC I	4.50	FIX	38377DP83	November 2037
		NX	198,670,500	PAC I	7.00	FIX	38377DP91	November 2037
		ON	309,043,000	PAC I	0.00	PO	38377DQ25	November 2037

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	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)								
KI	$113,909,142	IK	$177,192,000	NTL (PAC I)	4.50%	FIX/IO	38377DQ33	February 2033
KO	177,192,000	KA	177,192,000	PAC I	1.50	FIX	38377DQ41	February 2033
KS	113,909,142	KB	177,192,000	PAC I	1.75	FIX	38377DQ58	February 2033
		KC	177,192,000	PAC I	2.00	FIX	38377DQ66	February 2033
		KD	177,192,000	PAC I	2.25	FIX	38377DQ74	February 2033
		KE	177,192,000	PAC I	2.50	FIX	38377DQ82	February 2033
		KG	177,192,000	PAC I	2.75	FIX	38377DQ90	February 2033
		KH	177,192,000	PAC I	3.00	FIX	38377DR24	February 2033
		KJ	177,192,000	PAC I	3.25	FIX	38377DR32	February 2033
		KL	177,192,000	PAC I	3.50	FIX	38377DR40	February 2033
		KM	177,192,000	PAC I	3.75	FIX	38377DR57	February 2033
		KN	177,192,000	PAC I	4.00	FIX	38377DR65	February 2033
		KP	177,192,000	PAC I	4.25	FIX	38377DR73	February 2033
		KT	177,192,000	PAC I	4.50	FIX	38377DR81	February 2033
		KW	113,909,142	PAC I	7.00	FIX	38377DR99	February 2033
		OK	177,192,000	PAC I	0.00	PO	38377DS23	February 2033

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9 (6)								
KI	$113,909,142	IM	$397,685,000	NTL (PAC I)	4.50%	FIX/IO	38377DS31	June 2040
KO	177,192,000	MA	397,685,000	PAC I	3.50	FIX	38377DS49	June 2040
KS	113,909,142	MB	397,685,000	PAC I	3.75	FIX	38377DS56	June 2040
MI	56,984,142	MC	397,685,000	PAC I	4.00	FIX	38377DS64	June 2040
MO	88,642,000	MD	397,685,000	PAC I	4.25	FIX	38377DS72	June 2040
NI	84,761,357	ME	397,685,000	PAC I	4.50	FIX	38377DS80	June 2040
NO	131,851,000	MG	397,685,000	PAC I	2.50	FIX	38377DS98	June 2040
SM	56,984,142	MH	397,685,000	PAC I	2.75	FIX	38377DT22	June 2040
SN	84,761,357	MJ	397,685,000	PAC I	3.00	FIX	38377DT30	June 2040
		MK	397,685,000	PAC I	3.25	FIX	38377DT48	June 2040
		MW	255,654,642	PAC I	7.00	FIX	38377DT55	June 2040
		OM	397,685,000	PAC I	0.00	PO	38377DT63	June 2040
Combination 10 (6)								
NI	$ 84,761,357	IU	$131,851,000	NTL (PAC I)	4.50%	FIX/IO	38377DT71	November 2037
NO	131,851,000	NP	131,851,000	PAC I	3.50	FIX	38377DT89	November 2037
SN	84,761,357	NQ	131,851,000	PAC I	3.75	FIX	38377DT97	November 2037
		NT	131,851,000	PAC I	4.00	FIX	38377DW77	November 2037
		NU	131,851,000	PAC I	4.25	FIX	38377DU20	November 2037
		NW	131,851,000	PAC I	4.50	FIX	38377DU38	November 2037
		QO	131,851,000	PAC I	0.00	PO	38377DU46	November 2037
		QW	84,761,357	PAC I	7.00	FIX	38377DU53	November 2037
Combination 11								
MI	$ 56,984,142	MP	$ 88,642,000	PAC I	4.50%	FIX	38377DU61	June 2040
MO	88,642,000							
SM	56,984,142							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12								
IO	$ 24,548,750	QS	$ 30,548,750	NTL (PAC I)	(5)	INV/IO	38377DU79	August 2040
SI	6,000,000							
Security Group 3								
Combination 13								
AZ	$ 1,812,000	DZ	$ 15,481,733	SC/SUP	5.00%	FIX/Z	38377DU87	March 2036
ZD	13,669,733							
Combination 14 (6)								
AI	$ 59,082,142	AD	$ 82,715,000	SC/PAC I/AD	2.00%	FIX	38377DU95	March 2036
AO	82,715,000	AE	82,715,000	SC/PAC I/AD	2.25	FIX	38377DV29	March 2036
LS	59,082,142	AG	82,715,000	SC/PAC I/AD	2.50	FIX	38377DV37	March 2036
		AH	82,715,000	SC/PAC I/AD	2.75	FIX	38377DV45	March 2036
		AJ	82,715,000	SC/PAC I/AD	3.00	FIX	38377DV52	March 2036
		AK	82,715,000	SC/PAC I/AD	3.25	FIX	38377DV60	March 2036
		AL	82,715,000	SC/PAC I/AD	3.50	FIX	38377DV78	March 2036
		AM	82,715,000	SC/PAC I/AD	3.75	FIX	38377DV86	March 2036
		AN	82,715,000	SC/PAC I/AD	4.00	FIX	38377DV94	March 2036
		AQ	82,715,000	SC/PAC I/AD	4.50	FIX	38377DW28	March 2036
		AT	82,715,000	SC/PAC I/AD	4.75	FIX	38377DW36	March 2036
		AU	82,715,000	SC/PAC I/AD	5.00	FIX	38377DW44	March 2036
		AW	59,082,142	SC/PAC I/AD	7.00	FIX	38377DW51	March 2036
		AX	82,715,000	SC/PAC I/AD	4.25	FIX	38377DW69	March 2036
		IA	82,715,000	NTL (SC/PAC I/AD)	5.00	FIX/IO	38377DW85	March 2036
		OA	82,715,000	SC/PAC I/AD	0.00	PO	38377DW93	March 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 5								
Combination 15								
FD	$ 5,760,750	HB	$ 68,865,530	SC/PT	4.50%	FIX	38377DX27	May 2040
HA	41,319,000							
HZ	14,899,000							
SD	1,920,250							
ZH	4,966,530							
Combination 16								
FD	$ 5,760,750	TW	$ 7,681,000	SC/SUP/AD	4.50%	FIX	38377D5V4	May 2040
SD	1,920,250							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 6								
Combination 17 (6)								
WI	$122,506,714	IW	$190,566,000	NTL (PAC I/AD)	4.50%	FIX/IO	38377DX35	December 2035
WO	190,566,000	OW	190,566,000	PAC I/AD	0.00	PO	38377DX43	December 2035
WS	122,506,714	WA	190,566,000	PAC I/AD	1.50	FIX	38377DX50	December 2035
		WB	190,566,000	PAC I/AD	1.75	FIX	38377DX68	December 2035
		WC	190,566,000	PAC I/AD	2.00	FIX	38377DX76	December 2035
		WD	190,566,000	PAC I/AD	2.25	FIX	38377DX84	December 2035
		WG	190,566,000	PAC I/AD	2.50	FIX	38377DX92	December 2035
		WH	190,566,000	PAC I/AD	2.75	FIX	38377DY26	December 2035
		WJ	190,566,000	PAC I/AD	3.00	FIX	38377DY34	December 2035
		WK	190,566,000	PAC I/AD	3.25	FIX	38377DY42	December 2035
		WL	190,566,000	PAC I/AD	3.50	FIX	38377DY59	December 2035
		WM	190,566,000	PAC I/AD	3.75	FIX	38377DY67	December 2035
		WP	190,566,000	PAC I/AD	4.00	FIX	38377DY75	December 2035
		WQ	190,566,000	PAC I/AD	4.25	FIX	38377DY83	December 2035
		WT	190,566,000	PAC I/AD	4.50	FIX	38377DY91	December 2035
		WX	122,506,714	PAC I/AD	7.00	FIX	38377DZ25	December 2035

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 18 (6)								
BI	$ 46,774,285	BC	$263,326,000	PAC I/AD	2.00%	FIX	38377DZ33	January 2040
BO	72,760,000	BD	263,326,000	PAC I/AD	2.25	FIX	38377DZ41	January 2040
SB	46,774,285	BE	263,326,000	PAC I/AD	2.50	FIX	38377DZ58	January 2040
WI	122,506,714	BG	263,326,000	PAC I/AD	2.75	FIX	38377DZ66	January 2040
WO	190,566,000	BH	263,326,000	PAC I/AD	3.00	FIX	38377DZ74	January 2040
WS	122,506,714	BK	263,326,000	PAC I/AD	3.25	FIX	38377DZ82	January 2040
		BL	263,326,000	PAC I/AD	3.50	FIX	38377DZ90	January 2040
		BM	263,326,000	PAC I/AD	3.75	FIX	38377D2A3	January 2040
		BN	263,326,000	PAC I/AD	4.00	FIX	38377D2B1	January 2040
		BP	263,326,000	PAC I/AD	4.25	FIX	38377D2C9	January 2040
		BQ	263,326,000	PAC I/AD	4.50	FIX	38377D2D7	January 2040
		BW	169,281,000	PAC I/AD	7.00	FIX	38377D2E5	January 2040
		IB	263,326,000	NTL (PAC I/AD)	4.50	FIX/IO	38377D2F2	January 2040
		OB	263,326,000	PAC I/AD	0.00	PO	38377D2G0	January 2040
Combination 19 (6)								
BI	$ 46,774,285	IT	$ 72,760,000	NTL (PAC I/AD)	4.50%	FIX/IO	38377D2H8	January 2040
BO	72,760,000	TA	72,760,000	PAC I/AD	3.00	FIX	38377D2J4	January 2040
SB	46,774,285	TB	72,760,000	PAC I/AD	3.25	FIX	38377D2K1	January 2040
		TC	72,760,000	PAC I/AD	3.50	FIX	38377D2L9	January 2040
		TD	72,760,000	PAC I/AD	3.75	FIX	38377D2M7	January 2040
		TE	72,760,000	PAC I/AD	4.00	FIX	38377D2N5	January 2040
		TG	72,760,000	PAC I/AD	4.25	FIX	38377D2P0	January 2040
		TH	72,760,000	PAC I/AD	4.50	FIX	38377D2Q8	January 2040
		TO	72,760,000	PAC I/AD	0.00	PO	38377D2R6	January 2040
		TX	46,774,285	PAC I/AD	7.00	FIX	38377D2S4	January 2040

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 20								
JZ	$ 32,617,000	ZA	$ 43,581,000	SUP	4.50%	FIX/Z	38377D2T2	August 2040
PZ	10,964,000							
Security Group 8								
Combination 21 (6)								
JI	$145,672,857	IJ	$203,942,000	NTL (SC/PAC/AD)	5.00%	FIX/IO	38377D2U9	August 2039
JO	203,942,000	JA	203,942,000	SC/PAC/AD	2.50	FIX	38377D2V7	August 2039
JS	145,672,857	JB	203,942,000	SC/PAC/AD	2.75	FIX	38377D2W5	August 2039
		JC	203,942,000	SC/PAC/AD	3.00	FIX	38377D2X3	August 2039
		JD	203,942,000	SC/PAC/AD	3.25	FIX	38377D2Y1	August 2039
		JE	203,942,000	SC/PAC/AD	3.50	FIX	38377D2Z8	August 2039
		JG	203,942,000	SC/PAC/AD	3.75	FIX	38377D3A2	August 2039
		JH	203,942,000	SC/PAC/AD	4.00	FIX	38377D3B0	August 2039
		JK	203,942,000	SC/PAC/AD	4.25	FIX	38377D3C8	August 2039
		JL	203,942,000	SC/PAC/AD	4.50	FIX	38377D3D6	August 2039
		JM	203,942,000	SC/PAC/AD	4.75	FIX	38377D3E4	August 2039
		JN	203,942,000	SC/PAC/AD	5.00	FIX	38377D3F1	August 2039
		JW	145,672,857	SC/PAC/AD	7.00	FIX	38377D3G9	August 2039
		OH	203,942,000	SC/PAC/AD	0.00	PO	38377D3H7	August 2039

REMIC Securities		MX Securities						
Class	Original Class 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 (6)								
IL	$ 5,614,285	YA	$211,802,000	SC/PAC/AD	2.50%	FIX	38377D3J3	August 2039
JI	145,672,857	YB	211,802,000	SC/PAC/AD	2.75	FIX	38377D3K0	August 2039
JO	203,942,000	YC	211,802,000	SC/PAC/AD	3.00	FIX	38377D3L8	August 2039
JS	145,672,857	YD	211,802,000	SC/PAC/AD	3.25	FIX	38377D3M6	August 2039
K	5,614,285	YE	211,802,000	SC/PAC/AD	3.50	FIX	38377D3N4	August 2039
OJ	7,860,000	YG	211,802,000	SC/PAC/AD	3.75	FIX	38377D3P9	August 2039
		YH	211,802,000	SC/PAC/AD	4.00	FIX	38377D3Q7	August 2039
		YI	211,802,000	NTL (SC/PAC/AD)	5.00	FIX/IO	38377D3R5	August 2039
		YJ	211,802,000	SC/PAC/AD	4.25	FIX	38377D3S3	August 2039
		YK	211,802,000	SC/PAC/AD	4.50	FIX	38377D3T1	August 2039
		YL	211,802,000	SC/PAC/AD	4.75	FIX	38377D3U8	August 2039
		YM	211,802,000	SC/PAC/AD	5.00	FIX	38377D3V6	August 2039
		YO	211,802,000	SC/PAC/AD	0.00	PO	38377D3W4	August 2039
		YW	151,287,142	SC/PAC/AD	7.00	FIX	38377D3X2	August 2039
Combination 23								
IL	$ 5,614,285	JY	$ 7,860,000	SC/PAC/AD	5.00%	FIX	38377D3Y0	August 2039
K	5,614,285							
OJ	7,860,000							
Security Group 9								
Combination 24								
HS	$ 15,542,600	ST	$ 15,542,600	SC/PT	(5)	INV	38377D3Z7	July 2040
S	8,881,485							
Combination 25								
HS	$ 15,542,600	SH	$ 15,542,600	SC/PT	(5)	INV	38377D4A1	July 2040
S	8,881,485							
TS	39,966,685							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 26								
HS	$ 15,542,600	SL	$ 15,542,600	SC/PT	(5)	INV	38377D4B9	July 2040
Security Group 10								
Combination 27								
PF	$ 70,635,000	CF	$ 80,126,000	SC/PAC	(5)	FLT	38377D4C7	April 2039
QF	9,490,000							
ZF	1,000							
Security Group 11								
Combination 28								
ZL	$ 9,637,556	UZ	$ 10,886,556	SC/SUP	5.00%	FIX/Z	38377D4D5	August 2037
ZU	1,249,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 29 (6)								
UI	$ 44,832,857	IV	$ 62,766,000	NTL (SC/PAC I/AD)	5.00%	FIX/IO	38377D4E3	August 2037
UO	62,766,000	OU	62,766,000	SC/PAC I/AD	0.00	PO	38377D4F0	August 2037
US	44,832,857	UA	62,766,000	SC/PAC I/AD	1.50	FIX	38377D4G8	August 2037
		UB	62,766,000	SC/PAC I/AD	1.75	FIX	38377D4H6	August 2037
		UC	62,766,000	SC/PAC I/AD	2.00	FIX	38377D4J2	August 2037
		UD	62,766,000	SC/PAC I/AD	2.25	FIX	38377D4K9	August 2037
		UE	62,766,000	SC/PAC I/AD	2.50	FIX	38377D4L7	August 2037
		UG	62,766,000	SC/PAC I/AD	2.75	FIX	38377D4M5	August 2037
		UH	62,766,000	SC/PAC I/AD	3.00	FIX	38377D4N3	August 2037
		UJ	62,766,000	SC/PAC I/AD	3.25	FIX	38377D4P8	August 2037
		UK	62,766,000	SC/PAC I/AD	3.50	FIX	38377D4Q6	August 2037
		UL	62,766,000	SC/PAC I/AD	3.75	FIX	38377D4R4	August 2037
		UM	62,766,000	SC/PAC I/AD	4.00	FIX	38377D4S2	August 2037
		UN	62,766,000	SC/PAC I/AD	4.25	FIX	38377D4T0	August 2037
		UP	62,766,000	SC/PAC I/AD	4.50	FIX	38377D4U7	August 2037
		UW	62,766,000	SC/PAC I/AD	4.75	FIX	38377D4V5	August 2037
		UX	44,832,857	SC/PAC I/AD	7.00	FIX	38377D4W3	August 2037
		UY	62,766,000	SC/PAC I/AD	5.00	FIX	38377D4X1	August 2037
Security Group 12								
Combination 30								
CV	$ 4,434,000	CY	$ 18,326,000	SEQ	4.50%	FIX	38377D4Y9	August 2040
VC	6,061,000							
ZC	7,831,000							

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)
Security Groups 12 and 13								
Combination 31 (6)(7)								
AS	$ 5,049,000	CA	$133,868,424	SC/PT/SEQ	2.00%	FIX	38377D4Z6	January 2038
CI	5,049,000	CB	133,868,424	SC/PT/SEQ	2.25	FIX	38377D5A0	January 2038
CO	7,854,000	CD	133,868,424	SC/PT/SEQ	2.50	FIX	38377D5B8	January 2038
IC	81,009,272	CE	133,868,424	SC/PT/SEQ	2.75	FIX	38377D5C6	January 2038
OC	126,014,424	CG	133,868,424	SC/PT/SEQ	3.00	FIX	38377D5D4	January 2038
YS	81,009,272	CH	133,868,424	SC/PT/SEQ	3.25	FIX	38377D5E2	January 2038
		CJ	133,868,424	SC/PT/SEQ	3.50	FIX	38377D5F9	January 2038
		CL	133,868,424	SC/PT/SEQ	4.00	FIX	38377D5G7	January 2038
		CM	133,868,424	SC/PT/SEQ	4.25	FIX	38377D5H5	January 2038
		CN	133,868,424	SC/PT/SEQ	4.50	FIX	38377D5J1	January 2038
		CQ	133,868,424	SC/PT/SEQ	3.75	FIX	38377D5K8	January 2038
		CW	86,058,272	SC/PT/SEQ	7.00	FIX	38377D5L6	January 2038
		I	133,868,424	NTL (SC/PT/SEQ)	4.50	FIX/IO	38377D5M4	January 2038
		OT	133,868,424	SC/PT/SEQ	0.00	PO	38377D5N2	January 2038

(1) All exchanges must comply with minimum denominations restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combinations 2, 3, 7, 8, 9, 10, 14, 17, 18, 19, 21, 22, 29 and 31, various subcombinations are permitted. See *"Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

(7) Combination 31 is derived from REMIC classes of separate Security Groups.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(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
3	Ginnie Mae	2009-076	NE	September 30, 2009	38376CZF9	5.0%	FIX	March 2036	SEQ	$ 48,700,000	0.87569830	$ 39,143,714	91.7864476386%	5.404%	345	13	II
3	Ginnie Mae	2009-076	NA	September 30, 2009	38376CZD4	5.0	FIX	March 2036	SEQ	40,000,000	0.87569830	29,861,312	85.2500000000%	5.404	345	13	II
3	Ginnie Mae	2009-078	AJ(3)	September 30, 2009	38376FVZ2	5.0	FIX	January 2036	SEQ	77,401,186	0.90094566	29,191,707	41.8613559746%	5.387	346	11	II
4	Ginnie Mae	2010-094	LA	July 30, 2010	38374YXN8	4.5	FIX	September 2039	SUP	30,085,892	0.99950828	21,988,074	73.1202917301%	4.917	356	3	II
5	Ginnie Mae	2010-060	H(3)	May 28, 2010	38377EQ98	4.5	FIX	May 2040	TAC/AD	69,700,000	0.98802770	68,865,530	100.0000000000%	5.297	355	5	II
8	Ginnie Mae	2010-051	MK(3)	April 30, 2010	38376XW41	5.0	FIX	January 2038	PAC I	96,092,000	0.98128845	74,668,200	79.1866128294%	5.295	354	6	II
8	Ginnie Mae	2009-047	MA	June 30, 2009	38374T6S8	5.0	FIX	May 2038	PAC I	27,564,727	0.92895352	10,835,989	42.3175858045%	5.386	342	16	II
8	Ginnie Mae	2010-051	MP	April 30, 2010	38376XR62	5.0	FIX	April 2039	PAC I	15,129,000	1.00000000	15,129,000	100.0000000000%	5.295	354	6	II
8	Ginnie Mae	2010-003	BN(3)	January 29, 2010	38376TLR1	5.0	FIX	August 2039	PAC I	35,668,000	1.00000000	12,843,562	36.0086407985%	5.341	349	10	II
8	Ginnie Mae	2010-051	NK(3)	April 30, 2010	38376XX73	5.0	FIX	April 2039	PAC I	225,813,000	0.98383372	103,881,035	46.7590439877%	5.295	354	6	II
9	Ginnie Mae	2010-093	HS(3)	July 30, 2010	38374YBN2	(4)	INV	July 2040	SUP	27,242,600	1.00000000	15,542,600	57.0525573917%	4.898	358	1	II
10	Ginnie Mae	2010-082	KF(5)	June 30, 2010	38377F3H2	(4)	FLT	April 2039	SC/PAC/AD	47,737,000	0.98732700	22,751,536	48.2719211513%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	KS(5)	June 30, 2010	38377F3J8	(4)	INV/IO	April 2039	NTL (SC/PAC/AD)	47,737,000	0.98732700	22,751,536	48.2719211513%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	PF(5)	June 30, 2010	38377F3M1	(4)	FLT	April 2039	SC/PAC/AD	32,456,444	1.00000000	17,647,268	54.3721548793%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	PS(5)	June 30, 2010	38377F3N9	(4)	INV/IO	April 2039	NTL (SC/PAC/AD)	32,456,444	1.00000000	17,647,268	54.3721548793%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	GF(5)	June 30, 2010	38377F3E9	(4)	FLT	April 2039	SC/PAC/AD	14,619,555	1.00000000	2,175,966	14.8839414059%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-082	GS(5)	June 30, 2010	38377F3F6	(4)	INV/IO	April 2039	NTL (SC/PAC/AD)	14,619,555	1.00000000	2,175,966	14.8839414059%	(5)	(5)	(5)	II
10	Ginnie Mae	2010-051	FN(3)	April 30, 2010	38376XX99	(4)	FLT	April 2039	PAC I	161,295,000	0.98383372	38,123,556	24.0243032952%	5.295	354	6	II
10	Ginnie Mae	2010-051	SN	April 30, 2010	38376XS20	(4)	INV/IO	April 2039	NTL(PAC I)	161,295,000	0.98383372	38,123,556	24.0243032952%	5.295	354	6	II
11	Ginnie Mae	2009-062	DL	August 28, 2009	38373ABY1	5.0	FIX	August 2035	SEQ	154,129,000	0.86514422	27,338,557	20.5023065095%	5.500	344	13	I
11	Ginnie Mae	2009-116	AT(3)(6)	December 30, 2009	38376PF47	5.0	FIX	August 2037	SEQ/AD	107,520,000	0.92406223	46,313,999	46.6145833333%	(6)	(6)	(6)	I
13	Ginnie Mae	2010-051	E(3)	April 30, 2010	38376X2F9	4.5	FIX	December 2036	SEQ	143,828,000	0.97175280	126,014,424	90.1614769030%	5.000	345	12	I

(1) As defined under "Class Type" in Appendix I to the Base Offering Circular.

(2) Underlying Certificate Factors are as of August 2010.

(3) MX Class.

(4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rate, as further described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.

(5) Ginnie Mae 2010-082 Classes KF, KS, PF, PS, GF and GS are backed by previously issued (i) MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060 and Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae Trust 2010-060 and Class XE from Ginnie Mae Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae Trust 2009-074. Copies of the Cover Pages, Terms Sheets, Schedules I, if applicable, and Exhibit A, if applicable, are included in Exhibit B. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)
2009-104	NK	5.331%	350	9
2010-060	ND	5.297	355	5
2009-121	XE	5.380	347	11
2010-060	PH	5.297	355	5
2010-060	MD	5.297	355	5
2009-116	KL	5.331	350	9

(6) Ginnie Mae 2009-116 Class AT is an MX Class derived from REMIC Classes of separate Security Groups. Copies of the Cover Page, Terms Sheet, and Schedule I are included in Exhibit B. The Security Groups are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Security Group	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)
2009-116	1	5.500%	347	12
2009-116	2	5.500	351	9

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)

$200,000,000

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities Ginnie Mae REMIC Trust 2010-119

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)
LV	$ 18,642,157	4.5%	PAC II/AD	FIX	38377KLF5	September 2040
LZ	30,000,000	4.5	SUP	FIX/Z	38377KLG3	September 2040
PA(1)	115,217,976	4.5	PAC I	FIX	38377KLH1	January 2038
PT(1)	13,811,774	4.5	PAC I	FIX	38377KLJ7	February 2039
UV(1)	6,780,420	4.5	AD/PAC I	FIX	38377KLK4	October 2021
VU(1)	4,988,610	4.5	PAC I/AD	FIX	38377KLL2	June 2027
ZW(1)	10,559,063	4.5	PAC I	FIX/Z	38377KLM0	September 2040
Residual						
R	0	0.0	NPR	NPR	38377KLN8	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.
(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-5 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.

Wells Fargo Securities **Sandgrain Securities, Inc.**

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: Wells Fargo Securities, LLC

Co-Sponsor: Sandgrain Securities, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2010

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2010.

Trust Assets:

Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
Ginnie Mae II	4.5%	30

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
$200,000,000	359	1	4.95%

[1] As of September 1, 2010.
[2] Does not include the Trust Assets that will be added to pay the Trustee Fee.
[3] The Mortgage Loans underlying the Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. *See "The Trust Assets — The Mortgage Loans" in this Supplement.*

Issuance of Securities: The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the "Fedwire Book-Entry System"). The Residual Securities will be issued in fully registered, certificated form. *See "Description of the Securities — Form of Securities" in this Supplement.*

Modification and Exchange: If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. *See "Description of the Securities — Modification and Exchange" in this Supplement.*

Increased Minimum Denomination Classes: Each Class that constitutes 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, a percentage of the Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the "Adjusted Principal Distribution Amount") and the LZ and ZW Accrual Amounts will be allocated as follows:

- The LZ Accrual Amount in the following order of priority:

  1. To LV, until reduced to its Scheduled Principal Balance for that Distribution Date

  2. To LZ, until retired

- The ZW Accrual Amount, sequentially, to UV, VU and ZW, in that order, until retired

- The Adjusted Principal Distribution Amount in the following order of priority:

  1. Sequentially, to PA, PT, UV, VU and ZW, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

  2. To LV, until reduced to its Scheduled Principal Balance for that Distribution Date

  3. To LZ, until retired

  4. To LV, without regard to its Scheduled Principal Balance, until retired

  5. Sequentially, to PA, PT, UV, VU and ZW, 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:

	Structuring Ranges
PAC I Classes	
PA, PT, UV, VU and ZW (in the aggregate)	115% PSA through 250% PSA
PAC II Class	
LV	160% PSA through 251% PSA

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance indicated:

Class	Original Class Notional Balance	Represents Approximately
PI	$76,811,984	66.6666666667% of PA (PAC I Class)
TI	4,603,924	33.3333333333% of PT (PAC I Class)

Tax Status: Single REMIC Series. *See "Certain Federal Income Tax Consequences" in this Supplement and in the Base Offering Circular.*

Regular and Residual Classes: Class R is a Residual Class and represents the Residual Interest of the Trust REMIC. All other Classes of REMIC Securities are Regular Classes.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 1(5)								
PA	$115,217,976	PB	$115,217,976	PAC I	4.00%	FIX	38377KLP3	January 2038
		PC	115,217,976	PAC I	3.75	FIX	38377KLQ1	January 2038
		PD	115,217,976	PAC I	3.50	FIX	38377KLR9	January 2038
		PE	115,217,976	PAC I	3.25	FIX	38377KLS7	January 2038
		PG	115,217,976	PAC I	3.00	FIX	38377KLT5	January 2038
		PH	115,217,976	PAC I	2.75	FIX	38377KLU2	January 2038
		PI	76,811,984	NTL (PAC I)	4.50	FIX/IO	38377KLV0	January 2038
		PJ	115,217,976	PAC I	2.50	FIX	38377KLW8	January 2038
		PK	115,217,976	PAC I	2.25	FIX	38377KLX6	January 2038
		PL	115,217,976	PAC I	2.00	FIX	38377KLY4	January 2038
		PM	115,217,976	PAC I	1.75	FIX	38377KLZ1	January 2038
		PN	115,217,976	PAC I	1.50	FIX	38377KMA5	January 2038
Combination 2(5)								
PT	$ 13,811,774	TA	$ 13,811,774	PAC I	4.25%	FIX	38377KMB3	February 2039
		TB	13,811,774	PAC I	4.00	FIX	38377KMC1	February 2039
		TC	13,811,774	PAC I	3.75	FIX	38377KMD9	February 2039
		TD	13,811,774	PAC I	3.50	FIX	38377KME7	February 2039
		TE	13,811,774	PAC I	3.25	FIX	38377KMF4	February 2039
		TG	13,811,774	PAC I	3.00	FIX	38377KMG2	February 2039
		TI	4,603,924	NTL (PAC I)	4.50	FIX/IO	38377KMH0	February 2039

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 3								
UV	$ 6,780,420	PW	$ 22,328,093	PAC I	4.50%	FIX	38377KMJ6	September 2040
VU	4,988,610							
ZW	10,559,063							
Combination 4								
PT	$ 13,811,774	PU	$ 36,139,867	PAC I	4.50%	FIX	38377KX54	September 2040
UV	6,780,420							
VU	4,988,610							
ZW	10,559,063							

(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 and 2, various subcombinations are permitted. See "Description of Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)

$970,000,004
Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2010-120

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						
BP(1)	$ 54,513,000	4.0%	PAC I	FIX	38377KMK3	July 2039
CP(1)	46,432,000	4.0	PAC I	FIX	38377KML1	September 2040
FG	100,000,000	(5)	PT	FLT	38377KMM9	September 2040
FH(1)	67,256,238	(5)	PT	FLT	38377KMN7	September 2040
K(1)	27,465,000	4.0	PAC I	FIX	38377KMP2	January 2038
PK(1)	240,170,000	4.0	PAC I	FIX	38377KMQ0	December 2035
PL(1)	62,674,000	4.0	PAC I	FIX	38377KMR8	November 2037
PM(1)	6,167,000	4.0	PAC I	FIX	38377KMS6	January 2038
SG	100,000,000	(5)	NTL(PT)	INV/IO	38377KMT4	September 2040
SH(1)	67,256,238	(5)	NTL(PT)	INV/IO	38377KMU1	September 2040
TA	63,895,000	4.0	SUP/AD	FIX	38377KMV9	February 2040
TB	15,284,000	4.0	SUP/AD	FIX	38377KMW7	July 2040
TC	8,864,954	4.0	SUP/AD	FIX	38377KMX5	September 2040
TD	20,087,000	4.0	PAC II	FIX	38377KMY3	June 2040
TE	8,154,000	4.0	PAC II	FIX	38377KMZ0	August 2040
TF	6,270,000	(5)	SUP/AD	FLT/DLY	38377KNA4	February 2040
TG	4,747,000	4.0	PAC II	FIX	38377KNB2	September 2040
TH	660,000	7.0	SUP/AD	FIX	38377KNC0	February 2040
TS	3,630,000	(5)	SUP/AD	INV/DLY	38377KND8	February 2040
TZ	12,000	4.0	SUP	FIX/Z	38377KNE6	September 2040
Security Group 2						
FC(1)	1,030,249	(5)	PAC II	FLT	38377KNF3	September 2040
FD(1)	1,720,714	(5)	SUP	FLT	38377KNG1	September 2040
FE(1)	7,313,037	(5)	SUP	FLT	38377KNH9	September 2040
JI	555,555	4.5	NTL(PAC I)	FIX/IO	38377KNJ5	September 2040
PA(1)	38,834,000	4.5	PAC I	FIX	38377KNK2	June 2037
PB	10,000,000	4.5	PAC I	FIX	38377KNL0	September 2039
PJ	5,000,000	4.0	PAC I	FIX	38377KNM8	September 2040
S	1,030,249	(5)	NTL(PAC II)	INV/IO	38377KNN6	September 2040
SD	1,720,714	(5)	NTL(SUP)	INV/IO	38377KNP1	September 2040
SE	3,011,251	(5)	SUP	INV	38377KNQ9	September 2040
YA	3,090,749	4.0	PAC II	FIX	38377KNR7	September 2040
Security Group 3						
AD(1)	50,000,000	2.0	SEQ	FIX	38377KNS5	September 2035
AY	40,975,050	4.0	SEQ	FIX	38377KNT3	September 2040
FB(1)	40,000,000	(5)	SEQ	FLT	38377KNU0	September 2035
FJ(1)	32,743,762	(5)	PT	FLT	38377KNV8	September 2040
SB(1)	40,000,000	(5)	NTL(SEQ)	INV/IO	38377KNW6	September 2035
SJ(1)	32,743,762	(5)	NTL(PT)	INV/IO	38377KNX4	September 2040
Security Group 4						
MI(1)	17,999,153	5.0	NTL(SC/PT)	FIX/IO	38377KNY2	April 2039
Security Group 5						
IE(1)	5,189,465	5.0	NTL(SC/PT)	FIX/IO	38377KNZ9	October 2038
Security Group 6						
IP(1)	15,278,862	5.0(5)	NTL(SC/PT)	FIX/IO	38377KPA2	May 2040
Security Group 7						
IM	15,462,183	5.0	NTL(SC/PT)	FIX/IO	38377KPB0	January 2038
Residual						
RR	0	0.0	NPR	NPR	38377KPC8	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 (other than Classes IE, IM, IP and MI) will be reduced is indicated in parentheses. In the case of Classes IE, IM, IP and MI, the Class Notional Balance of each such Notional Class 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.*

CREDIT SUISSE **SANDGRAIN SECURITIES INC.**

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: Credit Suisse Securities (USA) LLC

Co-Sponsor: Sandgrain Securities Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2010

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	4.5%	30
2	Ginnie Mae II	4.5%	30
3	Ginnie Mae II	4.5%	30
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificate	(1)	(1)
7	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. Except in the case of certain MX Classes in Groups 1, 3, 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 Group 1, 2 and 3 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate[3]
Group 1 Trust Assets			
$736,281,192	359	1	4.90%
Group 2 Trust Assets			
$70,000,000	359	1	4.84%
Group 3 Trust Assets			
$163,718,812	359	1	4.90%

[1] As of September 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, 2 and 3 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets will differ from the weighted averages shown above, perhaps significantly. *See "The Trust Assets — The Mortgage Loans" in this Supplement.* See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

Issuance of Securities: The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the "Fedwire Book-Entry System"). The Residual Securities will be issued in fully registered, certificated form. *See "Description of the Securities — Form of Securities" in this Supplement.*

Modification and Exchange: If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. *See "Description of the Securities — Modification and Exchange" in this Supplement.*

Increased Minimum Denomination Classes: Each Class that constitutes 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. Under certain circumstances described in the related Underlying Certificate Disclosure Document, the interest entitlement of the Group 6 Trust Asset will increase to 50/45 of the interest to which it would otherwise have been entitled. In that event, the interest entitlement of the Group 6 Class will increase commensurately. Because the interest entitlement of Class IO includes interest from the Group 6 Class, among other Classes, an increase in the interest entitlement of the Group 6 Class will increase the interest entitlement of Class IO.

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
Security Group 1						
FG . .	LIBOR + 0.60%	0.85734000%	0.60%	6.00000000%	0	0.00%
FH . .	LIBOR + 0.45%	0.70734000%	0.45%	6.50000000%	0	0.00%
SG. . .	5.40% − LIBOR	5.14266000%	0.00%	5.40000000%	0	5.40%
SH. . .	6.05% − LIBOR	5.79266000%	0.00%	6.05000000%	0	6.05%
TF . . .	LIBOR + 1.10%	1.35734000%	1.10%	6.00000000%	19	0.00%
TS . . .	8.46363636% − (LIBOR x 1.72727273)	8.01914000%	0.00%	8.46363636%	19	4.90%
Security Group 2						
F	LIBOR + 1.10%	1.35000000%	1.10%	6.00000000%	0	0.00%
FC. . .	LIBOR + 1.10%	1.35000000%	1.10%	6.00000000%	0	0.00%
FD . .	LIBOR + 1.10%	1.35000000%	1.10%	6.00000000%	0	0.00%
FE . . .	LIBOR + 1.10%	1.35000000%	1.10%	6.00000000%	0	0.00%
S	4.90% − LIBOR	4.65000000%	0.00%	4.90000000%	0	4.90%
SD. . .	4.90% − LIBOR	4.65000000%	0.00%	4.90000000%	0	4.90%
SE . . .	11.8999988% − (LIBOR x 2.42857105)	11.29285604%	0.00%	11.89999880%	0	4.90%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
Security Group 3						
FB . . .	LIBOR + 0.30%	0.55734000%	0.30%	6.50000000%	0	0.00%
FJ . . .	LIBOR + 0.45%	0.70734000%	0.45%	6.50000000%	0	0.00%
SB . . .	6.20% − LIBOR	5.94266000%	0.00%	6.20000000%	0	6.20%
SJ . . .	6.05% − LIBOR	5.79266000%	0.00%	6.05000000%	0	6.05%
Security Groups 1 and 3						
FA . . .	LIBOR + 0.45%	0.70734000%	0.45%	6.50000000%	0	0.00%
SA . . .	6.05% − LIBOR	5.79266000%	0.00%	6.05000000%	0	6.05%

(1) LIBOR will be established on the basis of the BBA LIBOR method, as described under "Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes" in this Supplement.

(2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

Allocation of Principal: On each Distribution Date, 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 TZ Accrual Amount will be allocated as follows:

- The TZ Accrual Amount in the following order of priority:
  1. Concurrently, to TA, TF, TH and TS, pro rata, until retired
  2. Sequentially, to TB and TC, in that order, until retired
  3. To TZ
- The Group 1 Adjusted Principal Distribution Amount, concurrently, as follows:
  1. 22.7163534554%, concurrently, to FG and FH, pro rata, until retired
  2. 77.2836465446% in the following order of priority:

     a. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

        i. Sequentially, to PK, PL and PM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

        ii. To K, while outstanding

        iii. Sequentially, to PK, PL and PM, in that order, without regard to their Aggregate Scheduled Principal Balance, while outstanding

        iv. Sequentially, to BP and CP, in that order, while outstanding

     b. Sequentially, to TD, TE and TG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

     c. Concurrently, to TA, TF, TH and TS, pro rata, until retired

     d. Sequentially, to TB, TC and TZ, in that order, until retired

e. Sequentially, to TD, TE and TG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

f. To the Group 1 PAC I Classes, in the same manner and order of priority described in step 2.a. above, but without regard to their Aggregate Scheduled Principal Balance for all such Classes, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to PA, PB and PJ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Concurrently, to FC and YA, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. Concurrently, to FD, FE and SE, pro rata, until retired

4. Concurrently, to FC and YA, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

5. Sequentially, to PA, PB and PJ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 19.9999997557% to FJ, until retired

2. 80.0000002443% in the following order of priority:

   a. Concurrently, to AD and FB, pro rata, until retired

   b. To AY, until retired

Scheduled Principal Balances: The Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

Security Group	Class	Structuring Range
	PAC I Classes	
1	BP, CP, K, PK, PL and PM (in the aggregate)	120% PSA through 250% PSA
1	PK, PL and PM (in the aggregate)	100% PSA through 250% PSA
2	PA, PB and PJ (in the aggregate)	120% PSA through 250% PSA
	PAC II Classes	
1	TD, TE and TG (in the aggregate)	139% PSA through 205% PSA
2	FC and YA (in the aggregate)	175% PSA through 250% PSA

Accrual Class: Interest will accrue on the Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Class as interest. Interest so accrued on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, (i) the Class Principal Balance or Class Principal Balances indicated, (ii) the outstanding notional balance of the related Trust Asset Group indicated or (iii) in the case of Class IO, the outstanding notional balances of the related Trust Asset Groups indicated:

Class	Original Class Notional Balance	Represents Approximately
Security Group 1		
AI	$186,931,111	55.5555555556% of K, PK, PL and PM (in the aggregate) (PAC I Classes)
BI	30,285,000	55.5555555556% of BP (PAC I Class)
CI	217,216,111	55.5555555556% of BP, K, PK, PL and PM (in the aggregate) (PAC I Classes)
IJ	168,246,666	55.5555555556% of PK and PL (in the aggregate) (PAC I Classes)
IL	3,426,111	55.5555555556% of PM (PAC I Class)
IN	171,672,777	55.5555555556% of PK, PL and PM (in the aggregate) (PAC I Classes)
KI	133,427,777	55.5555555556% of PK (PAC I Class)
LI	34,818,888	55.5555555556% of PL (PAC I Class)
SG	100,000,000	100% of FG (PT Class)
SH	67,256,238	100% of FH (PT Class)
WI	243,011,666	55.5555555556% of BP, CP, K, PK, PL and PM (in the aggregate) (PAC I Classes)
Security Group 2		
JI	$ 555,555	11.1111111111% of PJ (PAC I Class)
PI	21,574,444	55.5555555556% of PA (PAC I Class)
S	1,030,249	100% of FC (PAC II Class)
SD	1,720,714	100% of FD (SUP Class)
Security Group 3		
DI	$ 50,000,000	55.5555555556% of AD and FB (in the aggregate) (SEQ Classes)
SB	40,000,000	100% of FB (SEQ Class)
SJ	32,743,762	100% of FJ (PT Class)
Security Groups 1 and 3		
SA	$100,000,000	100% of FH and FJ (in the aggregate) (PT Classes)
Security Group 4		
MI	$ 17,999,153	100% of the Group 4 Trust Assets
Security Group 5		
IE	$ 5,189,465	85% of the Group 5 Trust Assets
Security Group 6		
IP	$ 15,278,862	90% of the Group 6 Trust Assets
Security Groups 4, 5 and 6		
IO	$ 17,999,153	100% of the Group 4 Trust Assets
	5,189,465	85% of the Group 5 Trust Assets
	15,278,862	90% of the Group 6 Trust Assets
	$ 38,467,480	
Security Group 7		
IM	$ 15,462,183	100% of the Group 7 Trust Assets

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.

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)

$1,208,308,287
Government National Mortgage Association
GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities
Ginnie Mae REMIC Trust 2010-125

The Securities

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

The Ginnie Mae Guaranty

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

The Trust and its Assets

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.

See "Risk Factors" beginning on page S-8 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be September 30, 2010.

You should read the Base Offering Circular as well as this Supplement.

The securities are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BA	$ 30,000,000	2.08%	SEQ	FIX	38377JXV0	May 2037
BF	29,040,000	(5)	SEQ	FLT	38377JXW8	May 2037
BS	29,040,000	(5)	NTL (SEQ)	INV/IO	38377JXX6	May 2037
BV(1)	3,518,000	4.50	SEQ/AD	FIX	38377JXY4	September 2029
BZ(1)	6,213,000	4.50	SEQ	FIX/Z	38377JXZ1	September 2040
VB(1)	4,809,000	4.50	SEQ/AD	FIX	38377JYA5	July 2023
Security Group 2						
HF	2,428,637	(5)	SC/SUP	FLT	38377JYB3	April 2039
HS	809,546	(5)	SC/SUP	INV	38377JYC1	April 2039
MA(1)	157,994,000	4.50	SC/PAC	FIX	38377JYD9	April 2039
MY(1)	12,474,000	4.50	SC/PAC	FIX	38377JYE7	April 2039
Security Group 3						
CS	145,736,382	(5)	NTL (SC/PT)	INV/IO	38377JYF4	June 2040
FC(1)	24,389,000	(5)	SC/SEQ	FLT	38377JYG2	June 2040
SC(1)	24,389,000	(5)	NTL (SC/SEQ)	INV/IO	38377JYH0	June 2040
VF	121,343,742	(5)	SC/SEQ/AD	FLT	38377JYJ6	June 2040
ZF	3,640	(5)	SC/SEQ	FLT/Z	38377JYK3	June 2040
Security Group 4						
FD	106,082,525	(5)	SC/PT	FLT	38377JYL1	January 2040
SD	106,082,525	(5)	NTL (SC/PT)	INV/IO	38377JYM9	January 2040
Security Group 5						
ES	149,484,147	(5)	NTL (SC/PT)	INV/IO	38377JYN7	August 2039
FE(1)	25,922,000	(5)	SC/SEQ	FLT	38377JYP2	August 2039
FV(1)	123,558,000	(5)	SC/SEQ/AD	FLT	38377JYQ0	August 2039
FZ(1)	4,147	(5)	SC/SEQ	FLT/Z	38377JYR8	August 2039
SE(1)	25,922,000	(5)	NTL (SC/SEQ)	INV/IO	38377JYS6	August 2039
Security Group 6						
FL	44,710,000	(5)	SC/PAC/AD	FLT	38377JYT4	August 2037
SL	44,710,000	(5)	NTL (SC/PAC/AD)	INV/IO	38377JYU1	August 2037
ZL	1,362,169	7.00	SC/SUP	FIX/Z	38377JYV9	August 2037
Security Group 7						
AL(1)	8,714,000	4.50	SC/PAC	FIX	38377JYW7	June 2039
AM(1)	24,291,000	4.50	SC/PAC	FIX	38377JYX5	June 2039
AN(1)	134,000,000	4.50	SC/PAC	FIX	38377JYY3	June 2039
HA	852,023	4.50	SC/SUP	FIX	38377JYZ0	June 2039
Security Group 8						
PA(1)	296,688,000	5.00	SC/PAC/AD	FIX	38377JZA4	September 2036
ZU	49,101,858	5.00	SC/SUP	FIX/Z	38377JZB2	September 2036
Residual						
RR	0	0.00	NPR	NPR	38377JZC0	September 2040

(1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*
(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

Deutsche Bank Securities **Aladdin Capital LLC**

The date of this Offering Circular Supplement is September 23, 2010.

TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly "Risk Factors," and each of the other documents listed under "Available Information."

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2010

Distribution Dates: For the Group 1, 4 and 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in October 2010. For the Group 2, 3, 5, 7 and 8 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae I	4.5%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)
6	Underlying Certificates	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Underlying Certificates	(1)	(1)

(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 Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Mortgage Rate
Group 1 Trust Assets			
$73,580,000	352	7	5.0%

[1] As of September 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 an Interest Only, Inverse Floating Rate or Interest Only Inverse Floating Rate Class. *See "Description of the Securities — Form of Securities" in this Supplement.*

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as "LIBOR") as follows:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
BF	LIBOR + 0.30%	0.56%	0.30%	7.00%	0	0.00%
BS	6.70% − LIBOR	6.44%	0.00%	6.70%	0	6.70%
CS	6.65% − LIBOR	6.39%	0.00%	6.65%	0	6.65%
ES	6.65% − LIBOR	6.39%	0.00%	6.65%	0	6.65%
FC	LIBOR + 0.15%	0.41%	0.15%	7.00%	0	0.00%
FD	LIBOR + 0.32%	0.58%	0.32%	7.00%	0	0.00%
FE	LIBOR + 0.15%	0.41%	0.15%	7.00%	0	0.00%
FG	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FL	LIBOR + 0.25%	0.51%	0.25%	7.00%	0	0.00%
FV	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FY	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FZ	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
GF	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
HF	LIBOR + 1.10%	1.36%	1.10%	6.00%	0	0.00%
HS	14.70% − (LIBOR x 3.00)	13.92%	0.00%	14.70%	0	4.90%
SC	6.85% − LIBOR	0.20%	0.00%	0.20%	0	6.85%
SD	6.68% − LIBOR	6.42%	0.00%	6.68%	0	6.68%
SE	6.85% − LIBOR	0.20%	0.00%	0.20%	0	6.85%
SL	6.75% − LIBOR	6.49%	0.00%	6.75%	0	6.75%
VF	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
ZF	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%

(1) LIBOR will be established on the basis of the BBA LIBOR method, as described under "Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes" in this Supplement.

(2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

Allocation of Principal: On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the "Group 1 Adjusted Principal Distribution Amount") and the BZ Accrual Amount will be allocated as follows:

- The BZ Accrual Amount, sequentially, to VB, BV and BZ, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently, to BA and BF, pro rata, until retired; and
  2. Sequentially, to VB, BV and BZ, in that order, until retired.

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to MA and MY, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;

2. Concurrently, to HF and HS, pro rata, until retired; and

3. Sequentially, to MA and MY, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the ZF Accrual Amount will be allocated as follows:

- The ZF Accrual Amount, sequentially, to VF and ZF, in that order, until retired; and
- The Group 3 Principal Distribution Amount, sequentially, to FC, VF and ZF, in that order, until retired.

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated to FD, until retired.

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the FZ Accrual Amount will be allocated as follows:

- The FZ Accrual Amount, sequentially, to FV and FZ, in that order, until retired; and
- The Group 5 Principal Distribution Amount, sequentially, to FE, FV and FZ, in that order, until retired.

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the ZL Accrual Amount will be allocated in the following order of priority:

1. To FL, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To ZL, until retired; and
3. To FL, without regard to its Scheduled Principal Balance, until retired.

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to AN, AM and AL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date;
2. To HA, until retired; and
3. Sequentially, to AN, AM and AL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 8

The Group 8 Principal Distribution Amount and the ZU Accrual Amount will be allocated in the following order of priority:

1. To PA, until reduced to its Scheduled Principal Balance for that Distribution Date;
2. To ZU, until retired; and
3. To PA, without regard to its Scheduled Principal Balance, until retired.

Scheduled Principal Balances: The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

Class	Structuring Ranges
Security Group 2	
PAC Classes	
MA and MY (in the aggregate)*	130% PSA through 245% PSA
Security Group 6	
PAC Class	
FL	225% PSA through 300% PSA
Security Group 7	
PAC Classes	
AL, AM and AN (in the aggregate)	120% PSA through 250% PSA
Security Group 8	
PAC Class	
PA	210% PSA through 300% PSA

* The initial Effective Range is 130% PSA through 238% PSA.

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the

Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

Class	Original Class Notional Balance	Represents Approximately
BS	$ 29,040,000	100% of BF (SEQ Class)
CS	$ 24,392,640	100% of FC and ZF (in the aggregate) (SC/SEQ Classes)
	121,343,742	100% of VF (SC/SEQ/AD Class)
	$145,736,382	
ES	$ 25,926,147	100% of FE and FZ (in the aggregate) (SC/SEQ Classes)
	123,558,000	100% of FV (SC/SEQ/AD Class)
	$149,484,147	
IM	$ 78,997,000	50% of MA (SC/PAC Class)
IN	85,234,000	50% of MA and MY (in the aggregate) (SC/PAC Classes)
IQ	6,237,000	50% of MY (SC/PAC Class)
PI	207,681,600	70% of PA (SC/PAC/AD Class)
SC	24,389,000	100% of FC (SC/SEQ Class)
SD	106,082,525	100% of FD (SC/PT Class)
SE	25,922,000	100% of FE (SC/SEQ Class)
SL	44,710,000	100% of FL (SC/PAC/AD Class)
TI	87,939,444	55.5555555556% of AM and AN (in the aggregate) (SC/PAC Classes)
UI	1,452,333	16.6666666667% of AL (SC/PAC Class)
WI	74,444,444	55.5555555556% of AN (SC/PAC Class)
YI	5,398,000	22.2222222222% of AM (SC/PAC Class)

Tax Status: Double REMIC Series. *See "Certain Federal Income Tax Consequences" in this Supplement and in the Base Offering Circular.*

Regular and Residual Classes: Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
BV	$ 3,518,000	BY	$ 14,540,000	SEQ	4.50%	FIX	38377JZD8	September 2040
BZ	6,213,000							
VB	4,809,000							
Security Group 2								
Combination 2(6)								
MA	$157,994,000	IM	$ 78,997,000	NTL (SC/PAC)	5.00%	FIX/IO	38377JZE6	April 2039
		MB	157,994,000	SC/PAC	2.00	FIX	38377JZF3	April 2039
		MC	157,994,000	SC/PAC	2.25	FIX	38377JZG1	April 2039
		MD	157,994,000	SC/PAC	2.50	FIX	38377JZH9	April 2039
		ME	157,994,000	SC/PAC	2.75	FIX	38377JZJ5	April 2039
		MG	157,994,000	SC/PAC	3.00	FIX	38377JZK2	April 2039
		MH	157,994,000	SC/PAC	3.25	FIX	38377JZL0	April 2039
		MJ	157,994,000	SC/PAC	3.50	FIX	38377JZM8	April 2039
		MK	157,994,000	SC/PAC	3.75	FIX	38377JZN6	April 2039
		ML	157,994,000	SC/PAC	4.00	FIX	38377JZP1	April 2039
		MN	157,994,000	SC/PAC	4.25	FIX	38377JZQ9	April 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 3(6)								
MA	$157,994,000	IN	$ 85,234,000	NTL (SC/PAC)	5.00%	FIX/IO	38377JZR7	April 2039
MY	12,474,000	NA	170,468,000	SC/PAC	2.00	FIX	38377JZS5	April 2039
		NB	170,468,000	SC/PAC	2.25	FIX	38377JZT3	April 2039
		NC	170,468,000	SC/PAC	2.50	FIX	38377JZU0	April 2039
		ND	170,468,000	SC/PAC	2.75	FIX	38377JZV8	April 2039
		NE	170,468,000	SC/PAC	3.00	FIX	38377JZW6	April 2039
		NG	170,468,000	SC/PAC	3.25	FIX	38377JZX4	April 2039
		NH	170,468,000	SC/PAC	3.50	FIX	38377JZY2	April 2039
		NJ	170,468,000	SC/PAC	3.75	FIX	38377JZZ9	April 2039
		NK	170,468,000	SC/PAC	4.00	FIX	38377JA29	April 2039
		NL	170,468,000	SC/PAC	4.25	FIX	38377JA37	April 2039
		NP	170,468,000	SC/PAC	4.50	FIX	38377JA45	April 2039
Combination 4(6)								
MY	$ 12,474,000	IQ	$ 6,237,000	NTL (SC/PAC)	5.00%	FIX/IO	38377JA52	April 2039
		QA	12,474,000	SC/PAC	2.00	FIX	38377JA60	April 2039
		QB	12,474,000	SC/PAC	2.25	FIX	38377JA78	April 2039
		QC	12,474,000	SC/PAC	2.50	FIX	38377JA86	April 2039
		QD	12,474,000	SC/PAC	2.75	FIX	38377JA94	April 2039
		QE	12,474,000	SC/PAC	3.00	FIX	38377JB28	April 2039
		QG	12,474,000	SC/PAC	3.25	FIX	38377JB36	April 2039
		QH	12,474,000	SC/PAC	3.50	FIX	38377JB44	April 2039
		QJ	12,474,000	SC/PAC	3.75	FIX	38377JB51	April 2039
		QK	12,474,000	SC/PAC	4.00	FIX	38377JB69	April 2039
		QL	12,474,000	SC/PAC	4.25	FIX	38377JB77	April 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)
Security Group 3								
Combination 5								
FC	$ 24,389,000	FY	$ 24,389,000	SC/SEQ	(5)	FLT	38377JB85	June 2040
SC	24,389,000							
Security Group 5								
Combination 6								
FE	$ 25,922,000	FG	$ 25,922,000	SC/SEQ	(5)	FLT	38377JB93	August 2039
SE	25,922,000							
Combination 7								
FE	$ 25,922,000	GF	$149,484,147	SC/PT	(5)	FLT	38377JC27	August 2039
FV	123,558,000							
FZ	4,147							
SE	25,922,000							
Security Group 7								
Combination 8(6)								
AN	$134,000,000	WA	$134,000,000	SC/PAC	2.00%	FIX	38377JC35	June 2039
		WB	134,000,000	SC/PAC	2.25	FIX	38377JC43	June 2039
		WC	134,000,000	SC/PAC	2.50	FIX	38377JC50	June 2039
		WD	134,000,000	SC/PAC	2.75	FIX	38377JC68	June 2039
		WE	134,000,000	SC/PAC	3.00	FIX	38377JC76	June 2039
		WG	134,000,000	SC/PAC	3.25	FIX	38377JC84	June 2039
		WH	134,000,000	SC/PAC	3.50	FIX	38377JC92	June 2039
		WI	74,444,444	NTL (SC/PAC)	4.50	FIX/IO	38377JD26	June 2039
		WJ	134,000,000	SC/PAC	3.75	FIX	38377JD34	June 2039
		WK	134,000,000	SC/PAC	4.00	FIX	38377JD42	June 2039
		WM	134,000,000	SC/PAC	4.25	FIX	38377JD59	June 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 9(6)								
AM	$ 24,291,000	TA	$158,291,000	SC/PAC	2.00%	FIX	38377JD67	June 2039
AN	134,000,000	TB	158,291,000	SC/PAC	2.25	FIX	38377JD75	June 2039
		TC	158,291,000	SC/PAC	2.50	FIX	38377JD83	June 2039
		TD	158,291,000	SC/PAC	2.75	FIX	38377JD91	June 2039
		TE	158,291,000	SC/PAC	3.00	FIX	38377JE25	June 2039
		TG	158,291,000	SC/PAC	3.25	FIX	38377JE33	June 2039
		TH	158,291,000	SC/PAC	3.50	FIX	38377JE41	June 2039
		TI	87,939,444	NTL (SC/PAC)	4.50	FIX/IO	38377JE58	June 2039
		TJ	158,291,000	SC/PAC	3.75	FIX	38377JE66	June 2039
		TK	158,291,000	SC/PAC	4.00	FIX	38377JE74	June 2039
		TM	158,291,000	SC/PAC	4.25	FIX	38377JE82	June 2039
		TN	158,291,000	SC/PAC	4.50	FIX	38377JE90	June 2039
Combination 10(6)								
AM	$ 24,291,000	YA	$ 24,291,000	SC/PAC	3.50%	FIX	38377JF24	June 2039
		YB	24,291,000	SC/PAC	3.75	FIX	38377JF32	June 2039
		YC	24,291,000	SC/PAC	4.00	FIX	38377JF40	June 2039
		YD	24,291,000	SC/PAC	4.25	FIX	38377JF57	June 2039
		YI	5,398,000	NTL (SC/PAC)	4.50	FIX/IO	38377JF65	June 2039
Combination 11(6)								
AL	$ 8,714,000	UA	$ 8,714,000	SC/PAC	3.75%	FIX	38377JF73	June 2039
		UB	8,714,000	SC/PAC	4.00	FIX	38377JF81	June 2039
		UC	8,714,000	SC/PAC	4.25	FIX	38377JF99	June 2039
		UI	1,452,333	NTL (SC/PAC)	4.50	FIX/IO	38377JG23	June 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)
Security Group 8								
Combination 12(6)								
PA	$296,688,000	PB	$296,688,000	SC/PAC/AD	1.50%	FIX	38377JG31	September 2036
		PC	296,688,000	SC/PAC/AD	1.75	FIX	38377JG49	September 2036
		PD	296,688,000	SC/PAC/AD	2.00	FIX	38377JG56	September 2036
		PE	296,688,000	SC/PAC/AD	2.25	FIX	38377JG64	September 2036
		PG	296,688,000	SC/PAC/AD	2.50	FIX	38377JG72	September 2036
		PH	296,688,000	SC/PAC/AD	2.75	FIX	38377JG80	September 2036
		PI	207,681,600	NTL (SC/PAC/AD)	5.00	FIX/IO	38377JG98	September 2036
		PJ	296,688,000	SC/PAC/AD	3.00	FIX	38377JH22	September 2036
		PK	296,688,000	SC/PAC/AD	3.25	FIX	38377JH30	September 2036
		PL	296,688,000	SC/PAC/AD	3.50	FIX	38377JH48	September 2036
		PM	296,688,000	SC/PAC/AD	3.75	FIX	38377JH55	September 2036
		PN	296,688,000	SC/PAC/AD	4.00	FIX	38377JH63	September 2036
		PQ	296,688,000	SC/PAC/AD	4.25	FIX	38377JH71	September 2036
		PW	296,688,000	SC/PAC/AD	4.50	FIX	38377JH89	September 2036
		PY	296,688,000	SC/PAC/AD	4.75	FIX	38377JH97	September 2036

(1) All exchanges must comply with minimum denominations restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combinations 2, 3, 4, 8, 9, 10, 11 and 12 various subcombinations are permitted. See *"Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

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(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)	Ginnie Mae I or II
2	Ginnie Mae	2010-082	GP(3)(5)	June 30, 2010	38377F4N8	4.5%	FIX	April 2039	SC/PAC/AD	$ 32,894,000	1.00000000	$ 21,005,183	63.8571867210%	(5)	(5)	(5)	II
2	Ginnie Mae	2010-082	L(5)	June 30, 2010	38377F3K5	4.5	FIX	April 2039	SC/PAC/AD	8,701,000	1.00000000	8,701,000	100.0000000000%	(5)	(5)	(5)	II
2	Ginnie Mae	2010-039	PH(3)(6)	March 30, 2010	38376XEZ2	4.5	FIX	November 2038	SC/SEQ	798,027,000	1.00000000	144,000,000	18.0445022537%	5.341%	348	11	II
3	Ginnie Mae	2010-105	IM(3)	August 30, 2010	38377DS31	4.5	FIX/IO	June 2040	NTL (PAC I)	397,685,000	0.99782387	1,495,737	0.3769312395%	4.841	358	2	II
3	Ginnie Mae	2010-105	ME(3)	August 30, 2010	38377DS80	4.5	FIX	June 2040	PAC I	397,685,000	0.99782387	2,692,327	0.6784764324%	4.841	358	2	II
3	Ginnie Mae	2010-105	IN(3)	August 30, 2010	38377DN51	4.5	FIX/IO	November 2037	NTL (PAC I)	309,043,000	0.99719970	59,064,484	19.1657300117%	4.841	358	2	II
3	Ginnie Mae	2010-105	NM(3)	August 30, 2010	38377DP83	4.5	FIX	November 2037	PAC I	309,043,000	0.99719970	106,316,023	34.4982982951%	4.841	358	2	II
3	Ginnie Mae	2010-105	IK(3)	August 30, 2010	38377DQ33	4.5	FIX/IO	February 2033	NTL (PAC I)	177,192,000	0.99511596	1,325,826	0.7519148720%	4.841	358	2	II
3	Ginnie Mae	2010-105	KT(3)	August 30, 2010	38377DR81	4.5	FIX	February 2033	PAC I	177,192,000	0.99511596	2,386,487	1.3534471082%	4.841	358	2	II
3	Ginnie Mae	2010-105	IP(3)	August 30, 2010	38377DL46	4.5	FIX/IO	June 2039	NTL (PAC I)	358,961,000	0.99732421	14,073,353	3.9310986430%	4.878	357	2	II
3	Ginnie Mae	2010-105	PA(3)	August 30, 2010	38377DL53	4.5	FIX	June 2039	PAC I	358,961,000	0.99732421	25,332,035	7.0759776132%	4.878	357	2	II
3	Ginnie Mae	2010-093	SG(3)	July 30, 2010	38374YCX9	(4)	INV/IO	February 2039	NTL(PAC I)	194,813,998	0.99460508	8,235,330	4.2502079342%	4.926	356	4	II
3	Ginnie Mae	2010-093	FG(3)	July 30, 2010	38374YCU5	(4)	FLT	February 2039	PAC I	194,813,998	0.99460508	8,235,330	4.2502079342%	4.926	356	4	II
3	Ginnie Mae	2010-039	FN(3)	March 30, 2010	38376XDK6	(4)	FLT	June 2039	PAC I	106,596,641	0.96772471	774,180	0.7504926914%	4.854	342	16	II
3	Ginnie Mae	2010-039	SN(3)	March 30, 2010	38376XDL4	(4)	INV/IO	June 2039	NTL(PAC I)	106,596,641	0.96772471	774,180	0.7504926914%	4.854	342	16	II
4	Ginnie Mae	2010-105	IB(3)	August 30, 2010	38377D2F2	4.5	FIX/IO	January 2040	NTL (PAC I/AD)	263,326,000	0.99377291	58,934,735	22.5211437534%	5.000	342	14	I
4	Ginnie Mae	2010-105	BQ(3)	August 30, 2010	38377D2D7	4.5	FIX	January 2040	PAC I/AD	263,326,000	0.99377291	106,082,525	40.5380592877%	5.000	342	14	I
5	Ginnie Mae	2010-105	IJ(3)(7)	August 30, 2010	38377D2U9	5.0	FIX/IO	August 2039	NTL (SC/PAC/AD)	203,942,000	0.99620057	498,100	0.2451677438%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-105	JN(3)(7)	August 30, 2010	38377D3F1	5.0	FIX	August 2039	SC/PAC/AD	203,942,000	0.99620057	1,245,250	0.6129193594%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-105	YI(3)(7)	August 30, 2010	38377D3R5	5.0	FIX/IO	August 2039	NTL (SC/PAC/AD)	211,802,000	0.99634157	35,795,559	16.9625385974%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-105	YM(3)(7)	August 30, 2010	38377D3V6	5.0	FIX	August 2039	SC/PAC/AD	211,802,000	0.99634157	89,488,897	42.4063455491%	(7)	(7)	(7)	II
5	Ginnie Mae	2010-039	FP(3)(6)	March 30, 2010	38376XFD0	(4)	FLT	November 2038	SC/SEQ	570,019,285	1.00000000	58,750,000	10.3066688349%	5.341	348	11	II
5	Ginnie Mae	2010-039	SP(6)	March 30, 2010	38376XCA9	(4)	INV/IO	November 2038	NTL(SC/SEQ)	570,019,285	1.00000000	58,750,000	10.3066688349%	5.341	348	11	II
6	Ginnie Mae	2010-105	IV(3)(8)	August 30, 2010	38377D4E3	5.0	FIX/IO	August 2037	NTL (SC/PAC I/AD)	62,766,000	0.99008674	14,914,508	24.0000000000%	(8)	(8)	(8)	I
6	Ginnie Mae	2010-105	UY(3)(8)	August 30, 2010	38377D4X1	5.0	FIX	August 2037	SC/PAC I/AD	62,766,000	0.99008674	37,286,270	60.0000000000%	(8)	(8)	(8)	I
6	Ginnie Mae	2009-116	FY(3)(9)	December 30, 2009	38376PF62	(4)	FLT	August 2037	SEQ/AD	76,800,000	0.90111783	8,785,899	12.6953125000%	(9)	(9)	(9)	I
6	Ginnie Mae	2009-116	SY(3)(10)	December 30, 2009	38376PF70	(4)	INV/IO	August 2037	NTL(SEQ/AD)	76,800,000	0.90111783	8,785,899	12.6953125000%	(10)	(10)	(10)	I
7	Ginnie Mae	2010-105	PA(3)	August 30, 2010	38377DL53	4.5	FIX	June 2039	PAC I	358,961,000	0.99732421	149,598,631	41.7872693691%	4.878	357	2	II

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)	Ginnie Mae I or II
7	Ginnie Mae	2010-093	NP(3)	July 30, 2010	38374YCY7	4.5%	FIX	July 2037	PAC I	$108,573,000	1.00000000	$ 9,521,249	8.7694445212%	4.926%	356	4	II
7	Ginnie Mae	2010-093	GP(3)	July 30, 2010	38374YCZ4	4.5	FIX	February 2039	PAC I	46,229,000	1.00000000	2,880,143	6.2301650479%	4.926	356	4	II
7	Ginnie Mae	2009-042	TX(3)	June 30, 2009	38374UC74	4.5	FIX	June 2039	PAC I	103,993,000	1.00000000	5,857,000	5.6321098535%	4.944	341	16	II
8	Ginnie Mae	2009-076	NC	September 30, 2009	38376CZE2	5.0	FIX	March 2036	SEQ	30,000,000	0.84669759	22,860,835	90.0000000000%	5.404	344	15	II
8	Ginnie Mae	2009-077	DA	September 30, 2009	38376CSB6	5.0	FIX	November 2035	SEQ	46,454,733	0.87016489	33,936,431	83.9526943358%	5.370	345	13	II
8	Ginnie Mae	2009-078	AJ(3)	September 30, 2009	38376FVZ2	5.0	FIX	January 2036	SEQ	77,401,186	0.86949053	22,172,009	32.9452316144%	5.386	345	13	II
8	Ginnie Mae	2009-085	LA	September 30, 2009	38376F2P6	5.0	FIX	September 2036	SEQ	46,200,000	0.87545217	35,630,903	88.0952380952%	5.386	345	13	II
8	Ginnie Mae	2009-089	HB(3)	October 30, 2009	38376C4K2	5.0	FIX	February 2036	SEQ	43,400,000	0.87873510	30,579,981	80.1843317972%	5.376	346	13	II
8	Ginnie Mae	2009-089	HG(3)	October 30, 2009	38376C4P1	5.0	FIX	February 2036	SEQ	47,000,000	0.87873510	34,490,352	83.5106382979%	5.376	346	13	II
8	Ginnie Mae	2009-092	CA	October 30, 2009	38376CQ85	5.0	FIX	December 2035	SEQ	51,300,000	0.88459262	36,002,919	79.3372319688%	5.363	347	12	II
8	Ginnie Mae	2009-093	UG	October 30, 2009	38376KAK7	5.0	FIX	February 2036	SEQ	107,500,000	0.88844435	36,559,485	38.2790697674%	5.375	347	12	II
8	Ginnie Mae	2009-093	AC	October 30, 2009	38376KBB6	5.0	FIX	March 2036	SEQ	86,800,000	0.88285870	30,723,483	40.0921658986%	5.377	346	13	II
8	Ginnie Mae	2009-094	AB	October 30, 2009	38376KZ95	5.0	FIX	February 2036	SEQ	43,800,000	0.88068621	29,767,194	77.1689497717%	5.378	346	13	II
8	Ginnie Mae	2009-077	CA	September 30, 2009	38376CSA8	5.0	FIX	November 2035	SEQ	53,000,000	0.87016489	33,066,266	71.6981132075%	5.370	345	13	II

(1) As defined under "Class Type" in Appendix I to the Base Offering Circular.

(2) Underlying Certificate Factors are as of September 2010.

(3) MX Class.

(4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rate, as further described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.

(5) Ginnie Mae 2010-082 Classes L and GP are backed by previously issued (i) MX certificates, Class NK from Ginnie Mae MX Trust 2009-104, Classes ND and MD from Ginnie Mae MX Trust 2010-060 and Class KL from Ginnie Mae MX Trust 2009-116 and (ii) certificates, Class PH from Ginnie Mae Trust 2010-060 and Class XE from Ginnie Mae Trust 2009-121. Class XE is in turn backed by previously issued certificates, Classes XB and XC from Ginnie Mae Trust 2009-074. Copies of the Cover Page, Terms Sheet, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2009-074, 2009-104, 2009-116, 2009-121 and 2010-060 are included in Exhibit B to this

Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2009-104	NK	5.331%	349	10
2010-060	ND	5.297	354	6
2009-121	XE	5.379	346	13
2010-060	PH	5.297	354	6
2010-060	MD	5.297	354	6
2009-116	KL	5.331	349	10

(6) Ginnie Mae 2010-039 Classes FP, PH and SP are backed by previously issued MX certificates, Classes NM and P from Ginnie Mae MX Trust 2010-003. Copies of the Cover Page, Terms Sheet and Schedule I from Ginnie Mae REMIC Trust 2010-003 are included in Exhibit B to this Supplement.

(7) Ginnie Mae 2010-105 Classes IJ, JN, YI and YM are backed by previously issued (i) MX certificates, Classes MK and NK from Ginnie Mae MX Trust 2010-051 and Class BN from Ginnie Mae MX Trust 2010-003 and (ii) certificates, Class MA from Ginnie Mae Trust 2009-047 and Class MP from Ginnie Mae 2010-051. Copies of the Cover Page, Terms Sheet and Schedule I, if applicable, from Ginnie Mae REMIC Trusts 2009-047, 2010-003 and 2010-051 are included in Exhibit B to this Supplement. The previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2010-051	MK	5.295%	353	7
2009-047	MA	5.387	341	17
2010-051	MP	5.295	353	7
2010-003	BN	5.341	348	11
2010-051	NK	5.295	353	7

(8) Ginnie Mae 2010-105 Classes IV and UY are backed by a previously issued (i) MX certificate, Class AT from Ginnie Mae MX Trust 2009-116 and (ii) certificate, Class DL from Ginnie Mae Trust 2009-062. Class AT is in turn an MX Class derived from REMIC Classes AO, BO, FU, FW, TU, TV, TW and TX of separate Security Groups. Copies of the Cover Page, Terms Sheet and Schedule I, if applicable, from Ginnie Mae REMIC Trusts 2009-116 and 2009-062 are included in Exhibit B to this Supplement. The REMIC Classes and previously issued certificates are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2009-062	DL	5.500%	343	14
2009-116	AO	5.500	346	13
2009-116	BO	5.500	350	10
2009-116	FU	5.500	346	13
2009-116	FW	5.500	350	10
2009-116	TU	5.500	346	13
2009-116	TV	5.500	346	13
2009-116	TW	5.500	350	10
2009-116	TX	5.500	350	10

(9) Ginnie Mae 2009-116 Class FY is an MX Class that is derived from REMIC Classes AO, BO, FU, FW, TU and TW of separate Security Groups. The REMIC Classes are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2009-116	AO	5.500%	346	13
2009-116	BO	5.500	350	10
2009-116	FU	5.500	346	13
2009-116	FW	5.500	350	10
2009-116	TU	5.500	346	13
2009-116	TW	5.500	350	10

(10) Ginnie Mae 2009-116 Class SY is an MX Class that is derived from REMIC Classes TV and TX of separate Security Groups. The REMIC Classes are backed by certain mortgage loans whose approximate weighted average characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(11)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(11)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(11)
2009-116	TV	5.500%	346	13
2009-116	TX	5.500	350	10

(11) Based on information as of the first Business Day of September 2010.

Offering Circular Supplement
(To Base Offering Circular dated April 1, 2008)

$916,087,005

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities

Ginnie Mae REMIC Trust 2010-131

The Securities

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

The Ginnie Mae Guaranty

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

The Trust and its Assets

The Trust will own (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

The securities may not be suitable investments for you. You should consider carefully the risks of investing in them.

See "Risk Factors" beginning on page S-10 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be October 29, 2010.

You should read the Base Offering Circular as well as this Supplement.

The securities are exempt from registration under the Securities Act of 1933 and are "exempted securities" under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AF	$ 34,489,332	(5)	PAC I/AD	FLT	38377LSM1	October 2040
AS	34,489,332	(5)	NTL (PAC I/AD)	INV/IO	38377LSN9	October 2040
DF(1)	8,715,334	(5)	PAC I/AD	FLT	38377LSP4	October 2040
DS(1)	8,715,334	(5)	NTL (PAC I/AD)	INV/IO	38377LSQ2	October 2040
FA(1)	78,000,000	(5)	PAC I/AD	FLT	38377LSR0	April 2040
LP(1)	8,023,334	4.00%	PAC I/AD	FIX	38377LSS8	October 2040
PK	130,000,000	2.50	PAC I/AD	FIX	38377LST6	April 2040
SB(1)	78,000,000	(5)	NTL (PAC I/AD)	INV/IO	38377LSU3	April 2040
SC(1)	78,000,000	(5)	NTL (PAC I/AD)	INV/IO	38377LSV1	April 2040
ZB(1)	32,991,161	4.50	SUP	FIX/Z	38377LSW9	October 2040
ZC(1)	6,469,000	4.50	PAC II/AD	FIX/Z	38377LSX7	October 2040
Security Group 2						
BP(1)	173,844,572	1.75	PAC I/AD	FIX	38377LSY5	July 2040
EF(1)	66,284,666	(5)	PAC I/AD	FLT	38377LSZ2	October 2040
ES(1)	66,284,666	(5)	NTL (PAC I/AD)	INV/IO	38377LTA6	October 2040
FD(1)	130,383,428	(5)	PAC I/AD	FLT	38377LTB4	July 2040
MP(1)	1,216,334	4.00	PAC III/AD	FIX	38377LTC2	October 2040
PL(1)	8,055,000	4.00	PAC I/AD	FIX	38377LTD0	October 2040
PM(1)	17,924,000	4.00	PAC II/AD	FIX	38377LTE8	October 2040
SE(1)	130,383,428	(5)	NTL (PAC I/AD)	INV/IO	38377LTF5	July 2040
SG(1)	130,383,428	(5)	NTL (PAC I/AD)	INV/IO	38377LTG3	July 2040
ZD(1)	50,615,839	4.50	SUP	FIX/Z	38377LTH1	October 2040
ZE(1)	9,924,000	4.50	PAC IV/AD	FIX/Z	38377LTJ7	October 2040
Security Group 3						
AL(1)	46,831,646	4.50	SC/SEQ/AD	FIX	38377LTK4	August 2039
AQ	1,000	4.50	SC/SEQ/AD	FIX	38377LTL2	August 2039
FM	15,610,881	(5)	SC/SEQ/AD	FLT	38377LTM0	August 2039
SM	15,610,881	(5)	NTL (SC/SEQ/AD)	INV/IO	38377LTN8	August 2039
ZX	1,000	5.00	SC/SEQ	FIX/Z	38377LTP3	August 2039
Security Group 4						
LA	34,000	4.50	SC/SEQ	FIX	38377LTQ1	April 2039
LY(1)	12,958,478	4.50	SC/SEQ	FIX	38377LTR9	April 2039
Security Group 5						
MA(1)	32,737,521	4.50	SC/SEQ	FIX	38377LTS7	May 2040
MY(1)	26,965,879	4.50	SC/SEQ	FIX	38377LTT5	May 2040
NA(1)	24,010,600	4.50	SC/SEQ	FIX	38377LTU2	May 2040
Residual						
RR	0	0.00	NPR	NPR	38377LTV0	October 2040

(1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*
(5) *See "Terms Sheet — Interest Rates" in this Supplement.*

Deutsche Bank Securities **Aladdin Capital LLC**

The date of this Offering Circular Supplement is October 21, 2010.

TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly "Risk Factors," and each of the other documents listed under "Available Information."

Sponsor: Deutsche Bank Securities Inc.

Co-Sponsor: Aladdin Capital LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: October 29, 2010

Distribution Dates: For the Group 1 and 2 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in November 2010. For the Group 3, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in November 2010.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae I	4.5%	30
2	Ginnie Mae I	4.5%	30
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)
5	Underlying Certificates	(1)	(1)

(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 1, 2, 3 and 4, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets[1]:

Principal Balance[2]	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Mortgage Rate
Group 1 Trust Assets			
$298,688,161	355	5	5.0%
Group 2 Trust Assets			
$458,247,839	355	5	5.0%

[1] As of October 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 and 2 Trust Assets will differ from the weighted averages shown above, perhaps significantly. *See "The Trust Assets — The Mortgage Loans" in this Supplement.* See Exhibit A to this Supplement for

certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

Issuance of Securities: The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the "Fedwire Book-Entry System"). The Residual Securities will be issued in fully registered, certificated form. *See "Description of the Securities — Form of Securities" in this Supplement.*

Modification and Exchange: If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. *See "Description of the Securities — Modification and Exchange" in this Supplement.*

Increased Minimum Denomination Classes: Each Class that constitutes an Interest Only or Interest Only Inverse Floating Rate Class. *See "Description of the Securities — Form of Securities" in this Supplement.*

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as "LIBOR") as follows:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
AF	LIBOR + 0.40%	0.66%	0.40%	7.00%	0	0.00%
AS	6.60% − LIBOR	6.34%	0.00%	6.60%	0	6.60%
CF	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
CS	6.62% − LIBOR	6.36%	0.00%	6.62%	0	6.62%
DF	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
DS	6.62% − LIBOR	6.36%	0.00%	6.62%	0	6.62%
EF	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
ES	6.62% − LIBOR	6.36%	0.00%	6.62%	0	6.62%
FA	LIBOR + 0.40%	0.66%	0.40%	6.50%	0	0.00%
FB	LIBOR + 0.45%	0.71%	0.45%	6.50%	0	0.00%
FD	LIBOR + 0.35%	0.61%	0.35%	7.00%	0	0.00%
FE	LIBOR + 0.38%	0.64%	0.38%	7.00%	0	0.00%
FM	LIBOR + 0.45%	0.74%	0.45%	6.50%	0	0.00%
SA	6.10% − LIBOR	5.84%	0.00%	6.10%	0	6.10%
SB	6.05% − LIBOR	5.79%	0.00%	6.05%	0	6.05%
SC	6.10% − LIBOR	0.05%	0.00%	0.05%	0	6.10%
SD	6.65% − LIBOR	6.39%	0.00%	6.65%	0	6.65%
SE	6.62% − LIBOR	6.36%	0.00%	6.62%	0	6.62%
SG	6.65% − LIBOR	0.03%	0.00%	0.03%	0	6.65%
SM	6.05% − LIBOR	5.76%	0.00%	6.05%	0	6.05%

(1) LIBOR will be established on the basis of the BBA LIBOR method, as described under "Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes" in this Supplement.

(2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

Allocation of Principal: On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the ZB and ZC Accrual Amounts will be allocated as follows:

- The ZC Accrual Amount in the following order of priority:

  1. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:

     a. 83.3333335905% in the following order of priority:

        (i) Concurrently, to FA and PK, pro rata, until retired; and

        (ii) To LP, until retired.

     b. 16.6666664095% concurrently, to AF and DF, pro rata, until retired.

  2. To ZC, until retired.

- The Group 1 Principal Distribution Amount and the ZB Accrual Amount in the following order of priority:

  1. To the Group 1 PAC I and PAC II Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:

     a. To the Group 1 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:

        (i) 83.3333335905% in the following order of priority:

           A. Concurrently, to FA and PK, pro rata, until retired; and

           B. To LP, until retired.

        (ii) 16.6666664095% concurrently, to AF and DF, pro rata, until retired.

     b. To ZC, until retired; and

     c. To the Group 1 PAC I Classes, in the same order and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

  2. To ZB, until retired; and

  3. To the Group 1 PAC I and PAC II Classes, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the "Group 2 Adjusted Principal Distribution Amount") and the ZD and ZE Accrual Amounts will be allocated as follows:

- The ZE Accrual Amount in the following order of priority:

1. To Classes BP, EF, FD, MP, PL and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:

a. 83.3333335010% in the following order of priority:

i. To Classes BP, FD and PL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

A. Concurrently, to BP and FD, pro rata, until retired; and

B. To PL, until retired.

ii. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

iii. To MP, until retired;

iv. To PM, without regard to its Scheduled Principal Balance, until retired; and

v. To Classes BP, FD and PL, in the same order and priority described in step 1.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

b. 16.6666664990% to EF, until retired.

2. To ZE, until retired.

- The Group 2 Adjusted Principal Distribution Amount and the ZD Accrual Amount in the following order of priority:

1. To Classes BP, EF, FD, MP, PL, PM and ZE, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated in the following order of priority:

a. To Classes BP, EF, FD, MP, PL and PM, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, allocated concurrently, as follows:

i. 83.3333335010% in the following order of priority:

A. To Classes BP, FD and PL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:

(i). Concurrently, to BP and FD, pro rata, until retired; and

(ii). To PL, until retired.

B. To PM, until reduced to its Scheduled Principal Balance for that Distribution Date;

C. To MP, until retired;

D. To PM, without regard to its Scheduled Principal Balance, until retired; and

E. To Classes BP, FD and PL, in the same order and priority described in step 1.a.i.A. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

ii. 16.6666664990% to EF, until retired.

b. To ZE, until retired; and

c. To Classes BP, EF, FD, MP, PL and PM, in the same order and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

2. To ZD, until retired; and

3. To Classes BP, EF, FD, MP, PL, PM and ZE, in the same order and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the ZX Accrual Amount will be allocated in the following order of priority:

1. Concurrently:

a. 75.0000012011% sequentially, to AQ and AL, in that order, until retired; and

b. 24.9999987989% to FM, until retired.

2. To ZX, until retired.

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, sequentially, to LA and LY, in that order, until retired.

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated, sequentially, to NA, MA and MY, in that order, until retired.

Scheduled Principal Balances: The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

Class	Structuring Ranges
Security Group 1	
PAC I and PAC II Classes	
AF, DF, FA, LP, PK and ZC (in the aggregate)	180% PSA through 250% PSA
PAC I Classes	
AF, DF, FA, LP and PK (in the aggregate)	150% PSA through 250% PSA
Security Group 2	
PAC I, PAC II, PAC III and PAC IV Classes	
BP, EF, FD, MP, PL, PM and ZE (in the aggregate)	180% PSA through 250% PSA
PAC I, PAC II and PAC III Classes	
BP, EF, FD, MP, PL and PM (in the aggregate)	150% PSA through 250% PSA
PAC I Classes	
BP, FD and PL (in the aggregate)	120% PSA through 250% PSA
PAC II Class	
PM	145% PSA through 250% PSA

Accrual Classes: Interest will accrue on each Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

Class	Original Class Notional Balance	Represents Approximately
AS	$ 34,489,332	100% of AF (PAC I/AD Class)
CS	75,000,000	100% of CF (PAC I/AD Class)
DS	8,715,334	100% of DF (PAC I/AD Class)
ES	66,284,666	100% of EF (PAC I/AD Class)
IL	$ 28,098,987	60% of AL (SC/SEQ/AD Class)
	7,775,087	60% of LY (SC/SEQ Class)
	$ 35,874,074	
MI	$ 7,275,004	22.2222222222% of MA (SC/SEQ Class)
NI	8,003,533	33.3333333333% of NA (SC/SEQ Class)
SA	78,000,000	100% of FA (PAC I/AD Class)
SB	78,000,000	100% of FA (PAC I/AD Class)
SC	78,000,000	100% of FA (PAC I/AD Class)
SD	130,383,428	100% of FD (PAC I/AD Class)
SE	130,383,428	100% of FD (PAC I/AD Class)
SG	130,383,428	100% of FD (PAC I/AD Class)
SM	15,610,881	100% of FM (SC/SEQ/AD Class)
TI	18,603,111	22.2222222222% of MA, MY and NA (in the aggregate) (SC/SEQ Classes)
YI	5,992,417	22.2222222222% of MY (SC/SEQ Class)

Tax Status: Double REMIC Series. *See "Certain Federal Income Tax Consequences" in this Supplement and in the Base Offering Circular.*

Regular and Residual Classes: Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.

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								
FA	$ 78,000,000	FB	$ 78,000,000	PAC I/AD	(5)	FLT	38377LTW8	April 2040
SC	78,000,000							
Combination 2								
SB	$ 78,000,000	SA	$ 78,000,000	NTL (PAC I/AD)	(5)	INV/IO	38377LTX6	April 2040
SC	78,000,000							
Security Group 2								
Combination 3								
FD	$130,383,428	FE	$130,383,428	PAC I/AD	(5)	FLT	38377LTY4	July 2040
SG	130,383,428							
Combination 4								
SE	$130,383,428	SD	$130,383,428	NTL (PAC I/AD)	(5)	INV/IO	38377LTZ1	July 2040
SG	130,383,428							
Combination 5								
MP	$ 1,216,334	PN	$ 19,140,334	PAC II/AD	4.00%	FIX	38377LUA4	October 2040
PM	17,924,000							
Combination 6								
BP	$173,844,572	BA	$182,536,800	PAC I/AD	2.00%	FIX	38377LUB2	July 2040
FD	8,692,228							
SE	8,692,228							
SG	8,692,228							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
BP	$173,844,572	BC	$192,144,000	PAC I/AD	2.25%	FIX	38377LUC0	July 2040
FD	18,299,428							
SE	18,299,428							
SG	18,299,428							
Combination 8								
BP	$173,844,572	BD	$202,818,667	PAC I/AD	2.50%	FIX	38377LUD8	July 2040
FD	28,974,095							
SE	28,974,095							
SG	28,974,095							
Combination 9								
BP	$173,844,572	BE	$214,749,177	PAC I/AD	2.75%	FIX	38377LUE6	July 2040
FD	40,904,605							
SE	40,904,605							
SG	40,904,605							
Combination 10								
BP	$173,844,572	BG	$228,171,000	PAC I/AD	3.00%	FIX	38377LUF3	July 2040
FD	54,326,428							
SE	54,326,428							
SG	54,326,428							
Combination 11								
BP	$173,844,572	BH	$243,382,400	PAC I/AD	3.25%	FIX	38377LUG1	July 2040
FD	69,537,828							
SE	69,537,828							
SG	69,537,828							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12								
BP	$173,844,572	BK	$260,766,858	PAC I/AD	3.50%	FIX	38377LUH9	July 2040
FD	86,922,286							
SE	86,922,286							
SG	86,922,286							
Combination 13								
BP	$173,844,572	BM	$280,825,847	PAC I/AD	3.75%	FIX	38377LUJ5	July 2040
FD	106,981,275							
SE	106,981,275							
SG	106,981,275							
Combination 14								
BP	$173,844,572	BN	$304,228,000	PAC I/AD	4.00%	FIX	38377LUK2	July 2040
FD	130,383,428							
SE	130,383,428							
SG	130,383,428							
Security Groups 1 and 2								
Combination 15(7)								
ZB	$ 32,991,161	ZA	$100,000,000	SUP	4.50%	FIX/Z	38377LUL0	October 2040
ZC	6,469,000							
ZD	50,615,839							
ZE	9,924,000							
Combination 16(7)								
DF	$ 8,715,334	CF	$ 75,000,000	PAC I/AD	(5)	FLT	38377LUM8	October 2040
EF	66,284,666							
Combination 17(7)								
DS	$ 8,715,334	CS	$ 75,000,000	NTL (PAC I/AD)	(5)	INV/IO	38377LUN6	October 2040
ES	66,284,666							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 18(7)								
LP	$ 8,023,334	CL	$ 16,078,334	PAC I/AD	4.00%	FIX	38377LUP1	October 2040
PL	8,055,000							
Security Groups 3 and 4								
Combination 19(6)(7)								
AL	$ 46,831,646	IL	$ 35,874,074	NTL (SC/SEQ/AD)	5.00%	FIX/IO	38377LUQ9	August 2039
LY	12,958,478	LB	59,790,124	SC/SEQ/AD	1.50	FIX	38377LUR7	August 2039
		LC	59,790,124	SC/SEQ/AD	1.75	FIX	38377LUS5	August 2039
		LD	59,790,124	SC/SEQ/AD	2.00	FIX	38377LUT3	August 2039
		LE	59,790,124	SC/SEQ/AD	2.25	FIX	38377LUU0	August 2039
		LG	59,790,124	SC/SEQ/AD	2.50	FIX	38377LUV8	August 2039
		LH	59,790,124	SC/SEQ/AD	2.75	FIX	38377LUW6	August 2039
		LJ	59,790,124	SC/SEQ/AD	3.00	FIX	38377LUX4	August 2039
		LK	59,790,124	SC/SEQ/AD	3.25	FIX	38377LUY2	August 2039
		LM	59,790,124	SC/SEQ/AD	3.50	FIX	38377LUZ9	August 2039
		LN	59,790,124	SC/SEQ/AD	3.75	FIX	38377LVA3	August 2039
		LQ	59,790,124	SC/SEQ/AD	4.25	FIX	38377LVB1	August 2039
		LU	59,790,124	SC/SEQ/AD	4.50	FIX	38377LVC9	August 2039
		LW	59,790,124	SC/SEQ/AD	4.00	FIX	38377LVD7	August 2039
Security Group 5								
Combination 20(6)								
NA	$ 24,010,600	NB	$ 24,010,600	SC/SEQ	3.00%	FIX	38377LVE5	May 2040
		NC	24,010,600	SC/SEQ	3.50	FIX	38377LVF2	May 2040
		ND	24,010,600	SC/SEQ	4.00	FIX	38377LVG0	May 2040
		NI	8,003,533	NTL (SC/SEQ)	4.50	FIX/IO	38377LVH8	May 2040

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 21(6)								
MA	$ 32,737,521	MB	$ 32,737,521	SC/SEQ	3.50%	FIX	38377LVJ4	May 2040
		MC	32,737,521	SC/SEQ	4.00	FIX	38377LVK1	May 2040
		MI	7,275,004	NTL (SC/SEQ)	4.50	FIX/IO	38377LVL9	May 2040
Combination 22(6)								
MY	$ 26,965,879	YI	$ 5,992,417	NTL (SC/SEQ)	4.50%	FIX/IO	38377LVM7	May 2040
		YM	26,965,879	SC/SEQ	4.00	FIX	38377LVN5	May 2040
		YN	26,965,879	SC/SEQ	3.50	FIX	38377LR42	May 2040
Combination 23(6)								
MA	$ 32,737,521	NT	$ 83,714,000	SC/PT	4.50%	FIX	38377LVP0	May 2040
MY	26,965,879	TA	83,714,000	SC/PT	3.50	FIX	38377LR59	May 2040
NA	24,010,600	TB	83,714,000	SC/PT	4.00	FIX	38377LR67	May 2040
		TI	18,603,111	NTL (SC/PT)	4.50	FIX/IO	38377LR75	May 2040

(1) All exchanges must comply with minimum denominations restrictions.

(2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular.

(4) *See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.*

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combinations 19, 20, 21, 22 and 23 various subcombinations are permitted. See *"Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.*

(7) Combinations 15, 16, 17, 18 and 19 are derived from REMIC Classes of separate Security Groups.

$1,942,184,131

**Government National
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OFFERING CIRCULAR SUPPLEMENT
November 22, 2010

**Deutsche Bank Securities
Aladdin Capital LLC**