



**\$1,183,963,995**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-164**

**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-13 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, 2010.

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

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

Class of REMIC Securities	Original Principal Balance (2)	Interest Rate	Principal Type (3)	Interest Type (3)	CUSIP Number	Final Distribution Date (4)
<b>Security Group 1</b>						
IG(1) . . . . .	\$48,698,719	2.00%	NTL(PT)	FIX/IO	38377NL69	December 2013
MG . . . . .	48,698,719	(5)	PT	ARB	38377NL77	December 2025
<b>Security Group 2</b>						
CD . . . . .	6,210,000	4.00	PAC II	FIX	38377NL85	September 2040
CE . . . . .	1,716,000	4.00	PAC II	FIX	38377NL93	November 2040
CF . . . . .	12,160,805	(5)	SUP	FLT	38377NM27	June 2040
CG . . . . .	1,367,000	4.00	PAC II	FIX	38377NM35	December 2040
CH . . . . .	4,956,259	4.50	SUP	FIX	38377NM43	December 2040
CO . . . . .	1,815,153	0.00	SUP	PO	38377NM50	December 2040
CS . . . . .	3,006,392	(5)	SUP	INV	38377NM68	June 2040
EA . . . . .	13,864,000	4.00	PAC I	FIX	38377NM76	August 2026
EB(1) . . . . .	68,414,000	4.00	PAC I	FIX	38377NM84	September 2037
EC . . . . .	15,367,000	4.00	PAC I	FIX	38377NM92	June 2039
MD . . . . .	14,245,000	4.00	PAC I	FIX	38377NN26	December 2040
OC . . . . .	194,588	0.00	SUP	PO	38377NN34	December 2040
SC . . . . .	1,683,803	(5)	SUP	INV	38377NN42	June 2040
<b>Security Group 3</b>						
BA(1) . . . . .	92,913,000	3.50	PAC I/AD	FIX	38377NN59	September 2032
BC(1) . . . . .	33,598,000	3.50	PAC I/AD	FIX	38377NN67	July 2035
BD(1) . . . . .	28,819,000	3.50	PAC I/AD	FIX	38377NN75	September 2037
BE(1) . . . . .	19,794,851	3.50	PAC I/AD	FIX	38377NN83	January 2039
CA . . . . .	4,236,762	4.25	PAC II/AD	FIX	38377NN91	January 2039
CZ . . . . .	1,000	4.25	PAC III/AD	FIX/Z	38377NP24	January 2039
F . . . . .	50,000,000	(5)	PT	FLT	38377NP32	December 2040
FT(1) . . . . .	27,171,055	(5)	PAC I/AD	FLT	38377NP40	January 2039
KS . . . . .	58,374,950	(5)	NTL(PAC I/AD)	INV/IO	38377NP57	January 2039
KZ . . . . .	12,262,437	4.25	PAC/AD	FIX/Z	38377NP65	December 2040
S . . . . .	50,000,000	(5)	NTL(PT)	INV/IO	38377NP73	December 2040
TF(1) . . . . .	31,203,895	(5)	PAC I/AD	FLT	38377NP81	January 2039
Z . . . . .	50,000,000	4.25	SUP	FIX/Z	38377NP99	December 2040
<b>Security Group 4</b>						
IN(1) . . . . .	15,000,000	2.00	NTL(PT)	FIX/IO	38377NQ23	December 2013
NG . . . . .	15,000,000	(5)	PT	ARB	38377NQ31	December 2025
<b>Security Group 5</b>						
IU . . . . .	30,538,697	2.00	NTL(PT)	FIX/IO	38377NQ49	December 2013
UG . . . . .	30,538,697	(5)	PT	ARB	38377NQ56	December 2025

(Cover continued on next page)

Class of REMIC Securities	Original Principal Balance (2)	Interest Rate	Principal Type (3)	Interest Type (3)	CUSIP Number	Final Distribution Date (4)
<i>Security Group 6</i>						
CB . . . . .	\$ 4,236,762	4.25%	PAC II/AD	FIX	38377NQ64	December 2040
FA . . . . .	50,000,000	(5)	PT	FLT	38377NQ72	December 2040
FY(1) . . . . .	27,171,055	(5)	PAC I/AD	FLT	38377NQ80	October 2038
LZ(1) . . . . .	15,000,000	4.25	PAC I/AD	FIX/Z	38377NQ98	December 2040
PA(1) . . . . .	90,369,000	3.50	PAC I/AD	FIX	38377NR22	November 2033
PB(1) . . . . .	32,641,000	3.50	PAC I/AD	FIX	38377NR30	September 2036
PC(1) . . . . .	27,649,313	3.50	PAC I/AD	FIX	38377NR48	October 2038
SA . . . . .	50,000,000	(5)	NTL (PT)	INV/IO	38377NR55	December 2040
SL . . . . .	50,219,770	(5)	NTL (PAC I/AD)	INV/IO	38377NR63	October 2038
VA(1) . . . . .	10,000,000	4.25	PAC I/AD	FIX	38377NR71	January 2023
VB(1) . . . . .	19,882,155	4.25	PAC I/AD	FIX	38377NR89	November 2036
VF(1) . . . . .	23,048,715	(5)	PAC I/AD	FLT	38377NR97	October 2038
ZA . . . . .	50,000,000	4.25	SUP	FIX/Z	38377NS21	December 2040
ZC . . . . .	1,000	4.25	PAC III/AD	FIX/Z	38377NS39	December 2040
ZP . . . . .	1,000	4.25	PAC/AD	FIX/Z	38377NS47	December 2040
<i>Security Group 7</i>						
YM(1) . . . . .	45,789,767	4.50	SC/PAC/AD	FIX	38377NS54	January 2039
YZ . . . . .	5,000,000	4.50	SC/SUP	FIX/Z	38377NS62	January 2039
<i>Security Group 8</i>						
UA(1) . . . . .	58,913,788	5.00	SC/PAC/AD	FIX	38377NS70	March 2036
UZ . . . . .	10,023,024	5.00	SC/SUP	FIX/Z	38377NS88	March 2036
<i>Security Group 9</i>						
JA . . . . .	100,000,000	4.00	SEQ	FIX	38377NS96	October 2037
JZ(1) . . . . .	11,275,000	4.00	SEQ	FIX/Z	38377NT20	December 2040
VC(1) . . . . .	3,725,000	4.00	AD/SEQ	FIX	38377NT38	February 2018
VD(1) . . . . .	10,000,000	4.00	SEQ/AD	FIX	38377NT46	December 2030
<i>Residual</i>						
RR . . . . .	0	0.00	NPR	NPR	38377NT53	December 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.

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

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

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

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

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## TERMS SHEET

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

**Sponsor:** Morgan Stanley & Co. Incorporated

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

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

**Tax Administrator:** The Trustee

**Closing Date:** December 30, 2010

**Distribution Dates:** For the Group 1 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in January 2011. For the Group 2, 3 and 5 through 9 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 2011.

### Trust Assets:

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

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

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of certain MX Classes in Groups 1 and 4 and Groups 3 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, 3, 4, 5, 6 and 9 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
<u>\$ 48,698,719</u>	159	21	4.50%
<b>Group 2 Trust Assets</b>			
<u>\$145,000,000</u>	359	1	4.40%
<b>Group 3 Trust Assets</b>			
<u>\$350,000,000</u>	356	3	4.83%
<b>Group 4 Trust Assets</b>			
<u>\$ 15,000,000</u>	164	14	4.50%
<b>Group 5 Trust Assets</b>			
<u>\$ 30,538,697</u>	177	3	4.31%
<b>Group 6 Trust Assets</b>			
<u>\$350,000,000</u>	356	3	4.83%
<b>Group 9 Trust Assets</b>			
<u>\$125,000,000</u>	358	1	4.36%

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

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

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

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

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

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

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

Classes MG, NG and UG are Ascending Rate Classes that will bear interest at the initial Interest Rates shown below for the indicated number of Accrual Periods and then at the Interest Rates shown below thereafter.

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Accrual Periods</u>	<u>Interest Rate Thereafter</u>
MG . . . . .	2%	36	4%
NG . . . . .	2%	36	4%
UG . . . . .	2%	36	4%

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
CF . . . . .	LIBOR + 1.10%	1.36563%	1.10%	6.000000000%	0	0.00%
CS. . . . .	16.17993429% – (LIBOR x 4.04498316)	15.10547%	0.00%	16.17993429%	0	4.00%
F . . . . .	LIBOR + 0.60%	0.86063%	0.60%	6.000000000%	0	0.00%
FA. . . . .	LIBOR + 0.60%	0.86531%	0.60%	6.000000000%	0	0.00%
FT. . . . .	LIBOR + 0.40%	0.66063%	0.40%	6.500000000%	0	0.00%
FW . . . . .	LIBOR + 0.40%	0.66297%	0.40%	6.500000000%	0	0.00%
FY . . . . .	LIBOR + 0.40%	0.66531%	0.40%	6.500000000%	0	0.00%
KS . . . . .	6.10% – LIBOR	5.83937%	0.00%	6.100000000%	0	6.10%
S. . . . .	5.40% – LIBOR	5.13937%	0.00%	5.400000000%	0	5.40%
SA. . . . .	5.40% – LIBOR	5.13469%	0.00%	5.400000000%	0	5.40%
SC. . . . .	35.38888889% – (LIBOR x 7.22222222)	6.50000%	0.00%	6.500000000%	0	4.90%
SL. . . . .	6.10% – LIBOR	5.83469%	0.00%	6.100000000%	0	6.10%
TF. . . . .	LIBOR + 0.40%	0.66063%	0.40%	6.500000000%	0	0.00%
WF . . . . .	LIBOR + 0.40%	0.66261%	0.40%	6.500000000%	0	0.00%
YF . . . . .	LIBOR + 0.40%	0.66531%	0.40%	6.500000000%	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 to MG, 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 in the following order of priority:

1. Sequentially, to EA, EB, EC and MD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to CD, CE and CG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Concurrently,
  - a. 7.6212495276% to CO, until retired
  - b. 92.3787504724% in the following order of priority:
    - i. Concurrently, to CF, CS and SC, pro rata, until retired
    - ii. Concurrently, to CH and OC, pro rata, until retired
4. Sequentially, to CD, CE and CG, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to EA, EB, EC and MD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

## **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and the CZ, KZ and Z Accrual Amounts will be allocated as follows:

- The CZ Accrual Amount in the following order of priority:
  1. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To CZ, until retired
- The KZ Accrual Amount in the following order of priority:
  1. To the Group 3 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
    - a. 24.9999998929% in the following order of priority:
      - i. To TF, until reduced to its Scheduled Principal Balance for that Distribution Date
      - ii. To FT, until retired
      - iii. To TF, without regard to its Scheduled Principal Balance, until retired
    - b. 75.0000001071%, sequentially, to BA, BC, BD and BE, in that order, until retired
  2. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date

3. To CZ, until retired
  4. To CA, without regard to its Scheduled Principal Balance, until retired
  5. To the Group 3 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
  6. To KZ, until retired
- The Z Accrual Amount in the following order of priority:
    1. To BA, BC, BD, BE, CA, CZ, FT, KZ and TF, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - a. To the Group 3 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
        - i. 24.9999998929% in the following order of priority:
          - (A) To TF, until reduced to its Scheduled Principal Balance for that Distribution Date
          - (B) To FT, until retired
          - (C) To TF, without regard to its Scheduled Principal Balance, until retired
        - ii. 75.0000001071%, sequentially, to BA, BC, BD and BE, in that order, until retired
      - b. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
      - c. To CZ, until retired
      - d. To CA, without regard to its Scheduled Principal Balance, until retired
      - e. To the Group 3 PAC I Classes, in the same manner and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
      - f. To KZ, until retired
    2. To Z, until retired
  - The Group 3 Principal Distribution Amount, concurrently, as follows:
    1. 14.2857142857% to F, until retired
    2. 85.7142857143% in the following order of priority:
      - a. To BA, BC, BD, BE, CA, CZ, FT, KZ and TF, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
        - i. To the Group 3 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
          - (A) 24.9999998929% in the following order of priority:
            - (1) To TF, until reduced to its Scheduled Principal Balance for that Distribution Date
            - (2) To FT, until retired
            - (3) To TF, without regard to its Scheduled Principal Balance, until retired
          - (B) 75.0000001071%, sequentially, to BA, BC, BD and BE, in that order, until retired

- ii. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
  - iii. To CZ, until retired
  - iv. To CA, without regard to its Scheduled Principal Balance, until retired
  - v. To the Group 3 PAC I Classes, in the same manner and priority described in step 2.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
  - vi. To KZ, until retired
- b. To Z, until retired
  - c. To BA, BC, BD, BE, CA, CZ, FT, KZ and TF, 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 will be allocated to NG, until retired

**SECURITY GROUP 5**

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

**SECURITY GROUP 6**

The Group 6 Principal Distribution Amount and the LZ, ZA, ZC and ZP Accrual Amounts will be allocated as follows:

- The LZ Accrual Amount, sequentially, to VA, VB and LZ, in that order, until retired
- The ZA Accrual Amount in the following order of priority:
  1. To CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. To the Group 6 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. Concurrently:
        - (A) 24.9999996266% in the following order of priority:
          - (1) To YF, until reduced to its Scheduled Principal Balance for that Distribution Date
          - (2) To FY, until retired
          - (3) To YF, without regard to its Scheduled Principal Balance, until retired
        - (B) 75.0000003734%, sequentially, to PA, PB and PC, in that order, until retired
      - ii. Sequentially, to VA, VB and LZ, in that order, until retired
    - b. To CB, until reduced to its Scheduled Principal Balance for that Distribution Date
    - c. To ZC, until retired
    - d. To CB, without regard to its Scheduled Principal Balance, until retired

- e. To the Group 6 PAC I Classes, in the same manner and priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
  - f. To ZP, until retired
- 2. To ZA, until retired
- The ZC Accrual Amount in the following order of priority:
  - 1. To CB, until reduced to its Scheduled Principal Balance for that Distribution Date
  - 2. To ZC, until retired
- The ZP Accrual Amount in the following order of priority:
  - 1. To the Group 6 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently:
      - i. 24.9999996266% in the following order of priority:
        - (A) To YF, until reduced to its Scheduled Principal Balance for that Distribution Date
        - (B) To FY, until retired
        - (C) To YF, without regard to its Scheduled Principal Balance, until retired
      - ii. 75.0000003734%, sequentially, to PA, PB and PC, in that order, until retired
    - b. Sequentially, to VA, VB and LZ, in that order, until retired
  - 2. To CB, until reduced to its Scheduled Principal Balance for that Distribution Date
  - 3. To ZC, until retired
  - 4. To CB, without regard to its Scheduled Principal Balance, until retired
  - 5. To the Group 6 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
  - 6. To ZP, until retired
- The Group 6 Principal Distribution Amount, concurrently, as follows:
  - 1. 14.2857142857% to FA, until retired
  - 2. 85.7142857143% in the following order of priority:
    - a. To CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. To the Group 6 PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
        - (A) Concurrently:
          - (1) 24.9999996266% in the following order of priority:
            - (a) To YF, until reduced to its Scheduled Principal Balance for that Distribution Date
            - (b) To FY, until retired

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

(2) 75.0000003734%, sequentially, to PA, PB and PC, in that order, until retired

(B) Sequentially, to VA, VB and LZ, in that order, until retired

ii. To CB, until reduced to its Scheduled Principal Balance for that Distribution Date

iii. To ZC, until retired

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

v. To the Group 6 PAC I Classes, in the same manner and priority described in step 2.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

vi. To ZP, until retired

b. To ZA, until retired

c. To CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP, 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 7**

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

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

#### **SECURITY GROUP 8**

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

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

#### **SECURITY GROUP 9**

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

- The JZ Accrual Amount, sequentially, to VC, VD and JZ, in that order until retired
- The Group 9 Principal Distribution Amount, sequentially, to JA, VC, VD and JZ, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC Classes</b>	
UA .....	185% PSA through 250% PSA
YM* .....	160% PSA through 250% PSA
<b>PAC, PAC I, PAC II and PAC III Classes</b>	
BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate) .....	150% PSA through 250% PSA
CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate) .....	150% PSA through 250% PSA
<b>PAC I Classes</b>	
BA, BC, BD, BE, FT and TF (in the aggregate) .....	120% PSA through 250% PSA
EA, EB, EC and MD (in the aggregate) .....	120% PSA through 250% PSA
FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate) .....	120% PSA through 250% PSA
TF .....	1% PSA through 265% PSA
YF .....	1% PSA through 265% PSA
<b>PAC II Classes</b>	
CA .....	150% PSA through 250% PSA
CB .....	150% PSA through 250% PSA
CD, CE and CG (in the aggregate) .....	140% PSA through 205% PSA

\* The initial Effective Range is 162% PSA through 255% PSA.

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

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional

Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI .....	\$40,164,000	44.4444444444% of PA (PAC I/AD Class)
DI .....	69,035,555	44.4444444444% of BA, BC and BD (in the aggregate) (PAC I/AD Classes)
GI .....	56,227,111	44.4444444444% of BA and BC (in the aggregate) (PAC I/AD Classes)
HI .....	41,294,666	44.4444444444% of BA (PAC I/AD Class)
IG .....	48,698,719	100% of MG (PT Class) *
IM .....	63,698,719	100% of MG and NG (in the aggregate) (PT Classes) *
IN .....	15,000,000	100% of NG (PT Class) *
IU .....	30,538,697	100% of UG (PT Class) *
KI .....	77,833,267	44.4444444444% of BA, BC, BD and BE (in the aggregate) (PAC I/AD Classes)
KS .....	58,374,950	100% of FT and TF (in the aggregate) (PAC I/AD Classes)
LI .....	66,959,694	44.4444444444% of PA, PB and PC (in the aggregate) (PAC I/AD Classes)
MI .....	42,758,750	62.5% of EB (PAC I Class)
S .....	50,000,000	100% of F (PT Class)
SA .....	50,000,000	100% of FA (PT Class)
SL .....	50,219,770	100% of FY and YF (in the aggregate) (PAC I/AD Classes)
UI .....	41,239,651	70% of UA (SC/PAC/AD Class)
WI .....	54,671,111	44.4444444444% of PA and PB (in the aggregate) (PAC I/AD Classes)
YI .....	20,813,530	45.4545454545% of YM (SC/PAC/AD Class)

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

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

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

## RISK FACTORS

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

***The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities.***

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

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

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

- you bought your securities at a premium (interest only securities, for example) and

principal payments are faster than you expected, or

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

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

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

At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

***The level of LIBOR will affect the yields on floating rate and inverse floating rate securities.***

If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate

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

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

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

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

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

As described in the related underlying certificate disclosure documents, the principal entitlements of and the reduction in notional balance of the underlying certificates included in trust asset group 7 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.

This supplement contains no information as to whether an underlying certificate has adhered to any applicable principal balance schedules or, in the case of the underlying certificate with a class notional balance, the schedules of the related class with which the notional underlying certificate reduces, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

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

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

performance of the higher balance mortgage loans.

***The securities may not be a suitable investment for you.*** The securities, especially the group 7 and 8 securities and, in particular, the support, interest only, principal only, inverse floating rate, ascending rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

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

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

## THE TRUST ASSETS

### General

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

### The Trust MBS (Groups 1, 2, 3, 4, 5, 6 and 9)

The Group 1 and 4 Trust Assets are either:

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

Each Mortgage Loan underlying a Ginnie Mae I MBS Certificate bears interest at a Mortgage Rate 0.50% per annum greater than the related Certificate Rate. The difference between the Mortgage Rate and the

Certificate Rate is used to pay the related servicers of the Mortgage Loans a monthly servicing fee and Ginnie Mae a fee for its guaranty of the Ginnie Mae I MBS Certificate of 0.44% per annum and 0.06% per annum, respectively, of the outstanding principal balance of the Mortgage Loan.

The Group 2, 3, 5, 6 and 9 Trust Assets are either:

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

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

### **The Underlying Certificates (Groups 7 and 8)**

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

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

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1, 2, 3, 4, 5, 6 and 9 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, 4, 5, 6 and 9 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). *See “The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the

remaining terms to maturity, loan ages and, in the case of the Group 2, 3, 5, 6 and 9 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 2, 3, 5, 6 and 9 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the Weighted Average Lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

### **The Trustee Fee**

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

### **GINNIE MAE GUARANTY**

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

### **DESCRIPTION OF THE SECURITIES**

#### **General**

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

#### **Form of Securities**

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

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

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

## Distributions

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

## Interest Distributions

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

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

### *Categories of Classes*

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

### *Accrual Periods*

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate and Ascending Rate Classes	The calendar month preceding the related Distribution Date
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.

### *Ascending Rate Classes*

The Ascending Rate Classes will bear interest at the per annum Interest Rates set forth for each Accrual Period under “Terms Sheet-Interest Rates” in 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 Classes CZ, JZ, KZ, LZ, UZ, YZ, Z, ZA, ZC and ZP is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

### **Principal Distributions**

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

### *Categories of Classes*

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

### *Notional Classes*

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

### **Residual Securities**

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

## **Class Factors**

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

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

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

## **Termination**

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

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

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 3, 4, 5, 9, 10, 11, 14 and 15, other related MX Classes. This process may occur repeatedly.

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

In the case of Combinations 1, 2, 3, 4, 5, 9, 10, 11, 14 and 15, the related 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 balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-164. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

A fee will be payable to the Trustee in connection with each exchange equal to  $\frac{1}{32}$  of 1% of the outstanding principal balance (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. The fee must be paid concurrently with the exchange.

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

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

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

### **General**

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

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

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

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

- if mortgage interest rates rise materially above the Mortgage Rates on any of the Mortgage Loans, the rate of prepayment of those Mortgage Loans would be expected to decrease.

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

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

Investors in the Group 7 and 8 Securities are urged to review the discussion under "Risk Factors — *The rate of principal payments on or reduction in the notional balance of the underlying certificates will directly affect the rate of principal payments on the group 7 and 8 securities*" in this Supplement.

### **Accretion Directed Classes**

Classes BA, BC, BD, BE, CA, CB, CZ, FT, FY, KZ, LZ, PA, PB, PC, TF, UA, VA, VB, VC, VD, YF, YM, ZC and ZP are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Each of Classes KS and SL is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the related Accretion Directed Classes shown under "Terms Sheet — Notional Classes" in this Supplement.

Each of the Accretion Directed Classes (other than Class VC) 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 VA, VC and VD will have principal payment stability only through the prepayment rate shown in the table below and within their Effective Ranges, if applicable. The remaining Accretion Directed Classes are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their Effective Ranges, 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 Balances of Classes VA, VC and VD would be reduced to zero on, but not before, their Final Distribution Dates, and the Weighted Average Life of each of these Classes would equal its maximum Weighted Average Life shown in the table below.
- However, the Weighted Average Lives of Classes VA, VC and VD will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See *"Yield, Maturity and Prepayment Considerations— Decrement Tables" in this Supplement*.

**Accretion Directed Classes**

<u>Class</u>	<u>Maximum Weighted Average Life (in years)(1)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VA .....	6.5	January 2023	79% PSA
VC .....	3.8	February 2018	365% PSA
VD .....	14.1	December 2030	76% PSA

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

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for any Accretion Directed Class, the Class Principal Balance (or Class Notional Balance, in the case of Class KS or SL) 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 Class will receive principal payments in accordance with a schedule or schedules calculated on the basis of, among other things, a Structuring Range. See “*Terms Sheet — Scheduled Principal Balances.*” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

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

<b>PAC Classes</b>	<b><u>Initial Effective Ranges</u></b>
UA .....	185% PSA through 250% PSA
YM .....	162% PSA through 255% PSA

<b>PAC, PAC I, PAC II and PAC III Classes</b>	<b><u>Initial Effective Ranges</u></b>
BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate) .....	150% PSA through 250% PSA
CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate) .....	150% PSA through 250% PSA

<b>PAC I Classes</b>	<b><u>Initial Effective Ranges</u></b>
BA, BC, BD, BE, FT and TF (in the aggregate) .....	120% PSA through 250% PSA
EA, EB, EC and MD (in the aggregate) .....	120% PSA through 250% PSA
FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate) .....	120% PSA through 250% PSA
TF .....	1% PSA through 265% PSA
YF .....	1% PSA through 265% PSA

**PAC II Classes**

**Initial Effective Ranges**

CA . . . . .	150% PSA through 273% PSA
CB . . . . .	150% PSA through 273% PSA
CD, CE and CG (in the aggregate) . . . . .	140% PSA through 205% PSA

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

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

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

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

## **Assumability**

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

## **Final Distribution Date**

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

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

## **Modeling Assumptions**

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates, the characteristics of the Mortgage Loans underlying the Underlying Certificates based on information as of the first Business Day of December 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, 4, 5, 6 and 9 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4, 5, 6 and 9 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, 4 or 5 Trust Asset is assumed to have an original and a remaining term to maturity of 180 months, each Mortgage Loan underlying a Group 2, 3, 6 or 9 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 2, 3, 5, 6 or 9 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1 and 4 Securities are always received on the 16th day of the month, and distributions on the Group 2, 3, 5, 6, 7, 8 and 9 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in January 2011.

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

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

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

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

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th day of the month, as

applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

## Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates										
Distribution Date	Class IG					Class MG				
	0%	100%	222%	350%	500%	0%	100%	222%	350%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
December 2011 . . . . .	95	89	83	76	69	95	89	83	76	69
December 2012 . . . . .	90	79	67	57	45	90	79	67	57	45
December 2013 . . . . .	0	0	0	0	0	85	69	54	42	29
December 2014 . . . . .	0	0	0	0	0	80	60	43	30	19
December 2015 . . . . .	0	0	0	0	0	74	51	34	22	12
December 2016 . . . . .	0	0	0	0	0	68	43	27	15	8
December 2017 . . . . .	0	0	0	0	0	62	36	20	11	5
December 2018 . . . . .	0	0	0	0	0	55	29	15	7	3
December 2019 . . . . .	0	0	0	0	0	48	22	11	5	2
December 2020 . . . . .	0	0	0	0	0	41	16	7	3	1
December 2021 . . . . .	0	0	0	0	0	34	11	5	2	0
December 2022 . . . . .	0	0	0	0	0	26	6	2	1	0
December 2023 . . . . .	0	0	0	0	0	18	1	0	0	0
December 2024 . . . . .	0	0	0	0	0	9	0	0	0	0
December 2025 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	2.7	2.5	2.3	2.0	1.8	8.3	5.6	4.2	3.2	2.4

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Class CD					Class CE					Classes CF, CS and SC				
	0%	120%	170%	250%	400%	0%	120%	170%	250%	400%	0%	120%	170%	250%	400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011 . . . . .	100	100	93	93	93	100	100	100	100	100	100	100	96	87	69
December 2012 . . . . .	100	100	76	76	76	100	100	100	100	100	100	100	88	56	0
December 2013 . . . . .	100	100	54	54	0	100	100	100	100	0	100	100	77	18	0
December 2014 . . . . .	100	100	36	36	0	100	100	100	100	0	100	100	69	0	0
December 2015 . . . . .	100	100	22	22	0	100	100	100	100	0	100	100	62	0	0
December 2016 . . . . .	100	100	12	0	0	100	100	100	45	0	100	100	58	0	0
December 2017 . . . . .	100	100	4	0	0	100	100	100	0	0	100	100	55	0	0
December 2018 . . . . .	100	100	0	0	0	100	100	97	0	0	100	100	53	0	0
December 2019 . . . . .	100	97	0	0	0	100	100	79	0	0	100	100	53	0	0
December 2020 . . . . .	100	85	0	0	0	100	100	49	0	0	100	100	51	0	0
December 2021 . . . . .	100	65	0	0	0	100	100	14	0	0	100	100	49	0	0
December 2022 . . . . .	100	41	0	0	0	100	100	0	0	0	100	100	47	0	0
December 2023 . . . . .	100	13	0	0	0	100	100	0	0	0	100	100	44	0	0
December 2024 . . . . .	100	0	0	0	0	100	35	0	0	0	100	100	39	0	0
December 2025 . . . . .	100	0	0	0	0	100	0	0	0	0	100	100	32	0	0
December 2026 . . . . .	100	0	0	0	0	100	0	0	0	0	100	89	25	0	0
December 2027 . . . . .	100	0	0	0	0	100	0	0	0	0	100	77	19	0	0
December 2028 . . . . .	100	0	0	0	0	100	0	0	0	0	100	66	13	0	0
December 2029 . . . . .	100	0	0	0	0	100	0	0	0	0	100	56	7	0	0
December 2030 . . . . .	100	0	0	0	0	100	0	0	0	0	100	45	2	0	0
December 2031 . . . . .	100	0	0	0	0	100	0	0	0	0	100	35	0	0	0
December 2032 . . . . .	100	0	0	0	0	100	0	0	0	0	100	26	0	0	0
December 2033 . . . . .	100	0	0	0	0	100	0	0	0	0	100	17	0	0	0
December 2034 . . . . .	100	0	0	0	0	100	0	0	0	0	100	8	0	0	0
December 2035 . . . . .	100	0	0	0	0	100	0	0	0	0	100	1	0	0	0
December 2036 . . . . .	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
December 2037 . . . . .	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0
December 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	71	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	22	0	0	0	0
December 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	26.6	11.5	3.5	3.3	2.2	27.1	13.9	9.9	6.0	2.7	28.4	19.7	9.9	2.1	1.3

Security Group 2 PSA Prepayment Assumption Rates										
Distribution Date	Class CG					Classes CH and OC				
	0%	120%	170%	250%	400%	0%	120%	170%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	93
December 2013	100	100	100	100	0	100	100	100	100	0
December 2014	100	100	100	100	0	100	100	100	69	0
December 2015	100	100	100	100	0	100	100	100	8	0
December 2016	100	100	100	100	0	100	100	100	0	0
December 2017	100	100	100	44	0	100	100	100	0	0
December 2018	100	100	100	1	0	100	100	100	0	0
December 2019	100	100	100	0	0	100	100	100	0	0
December 2020	100	100	100	0	0	100	100	100	0	0
December 2021	100	100	100	0	0	100	100	100	0	0
December 2022	100	100	70	0	0	100	100	100	0	0
December 2023	100	100	20	0	0	100	100	100	0	0
December 2024	100	100	0	0	0	100	100	100	0	0
December 2025	100	0	0	0	0	100	100	100	0	0
December 2026	100	0	0	0	0	100	100	100	0	0
December 2027	100	0	0	0	0	100	100	100	0	0
December 2028	100	0	0	0	0	100	100	100	0	0
December 2029	100	0	0	0	0	100	100	100	0	0
December 2030	100	0	0	0	0	100	100	100	0	0
December 2031	100	0	0	0	0	100	100	90	0	0
December 2032	100	0	0	0	0	100	100	76	0	0
December 2033	100	0	0	0	0	100	100	62	0	0
December 2034	100	0	0	0	0	100	100	50	0	0
December 2035	100	0	0	0	0	100	100	39	0	0
December 2036	100	0	0	0	0	100	78	29	0	0
December 2037	100	0	0	0	0	100	56	20	0	0
December 2038	0	0	0	0	0	100	35	12	0	0
December 2039	0	0	0	0	0	100	16	5	0	0
December 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.3	14.7	12.4	7.0	2.8	29.7	27.4	24.4	4.3	2.2

PSA Prepayment Assumption Rates																				
Distribution Date	Class CO					Class EA					Classes EB, MA, MB, MC, ME, MH, MI, MJ, MK, ML, MN and MP					Class EC				
	0%	120%	170%	250%	400%	0%	120%	170%	250%	400%	0%	120%	170%	250%	400%	0%	120%	170%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	97	90	76	86	64	64	64	64	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	91	66	22	71	0	0	0	0	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	82	38	0	55	0	0	0	0	100	83	83	83	79	100	100	100	100	100
December 2014	100	100	76	16	0	39	0	0	0	0	100	67	67	67	48	100	100	100	100	100
December 2015	100	100	71	2	0	21	0	0	0	0	100	53	53	53	24	100	100	100	100	100
December 2016	100	100	68	0	0	3	0	0	0	0	100	39	39	39	7	100	100	100	100	100
December 2017	100	100	65	0	0	0	0	0	0	0	97	27	27	27	0	100	100	100	100	73
December 2018	100	100	64	0	0	0	0	0	0	0	92	16	16	16	0	100	100	100	100	30
December 2019	100	100	64	0	0	0	0	0	0	0	88	5	5	5	0	100	100	100	100	0
December 2020	100	100	63	0	0	0	0	0	0	0	83	0	0	0	0	100	86	86	86	0
December 2021	100	100	61	0	0	0	0	0	0	0	78	0	0	0	0	100	54	54	54	0
December 2022	100	100	59	0	0	0	0	0	0	0	73	0	0	0	0	100	28	28	28	0
December 2023	100	100	57	0	0	0	0	0	0	0	68	0	0	0	0	100	6	6	6	0
December 2024	100	100	53	0	0	0	0	0	0	0	62	0	0	0	0	100	0	0	0	0
December 2025	100	100	48	0	0	0	0	0	0	0	56	0	0	0	0	100	0	0	0	0
December 2026	100	91	43	0	0	0	0	0	0	0	49	0	0	0	0	100	0	0	0	0
December 2027	100	83	38	0	0	0	0	0	0	0	42	0	0	0	0	100	0	0	0	0
December 2028	100	74	33	0	0	0	0	0	0	0	35	0	0	0	0	100	0	0	0	0
December 2029	100	66	29	0	0	0	0	0	0	0	27	0	0	0	0	100	0	0	0	0
December 2030	100	58	25	0	0	0	0	0	0	0	19	0	0	0	0	100	0	0	0	0
December 2031	100	50	21	0	0	0	0	0	0	0	11	0	0	0	0	100	0	0	0	0
December 2032	100	43	18	0	0	0	0	0	0	0	2	0	0	0	0	100	0	0	0	0
December 2033	100	36	15	0	0	0	0	0	0	0	0	0	0	0	0	65	0	0	0	0
December 2034	100	30	12	0	0	0	0	0	0	0	0	0	0	0	0	20	0	0	0	0
December 2035	100	24	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	100	18	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	100	13	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	78	8	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	40	4	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 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)	28.7	21.5	13.3	2.6	1.5	3.3	1.2	1.2	1.2	1.2	15.3	5.4	5.4	5.4	4.1	23.3	11.3	11.3	11.3	7.6

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class MD				
	0%	120%	170%	250%	400%
Initial Percent . . . . .	100	100	100	100	100
December 2011 . . . . .	100	100	100	100	100
December 2012 . . . . .	100	100	100	100	100
December 2013 . . . . .	100	100	100	100	100
December 2014 . . . . .	100	100	100	100	100
December 2015 . . . . .	100	100	100	100	100
December 2016 . . . . .	100	100	100	100	100
December 2017 . . . . .	100	100	100	100	100
December 2018 . . . . .	100	100	100	100	100
December 2019 . . . . .	100	100	100	100	98
December 2020 . . . . .	100	100	100	100	72
December 2021 . . . . .	100	100	100	100	53
December 2022 . . . . .	100	100	100	100	39
December 2023 . . . . .	100	100	100	100	29
December 2024 . . . . .	100	87	87	87	21
December 2025 . . . . .	100	71	71	71	15
December 2026 . . . . .	100	57	57	57	11
December 2027 . . . . .	100	46	46	46	8
December 2028 . . . . .	100	37	37	37	6
December 2029 . . . . .	100	29	29	29	4
December 2030 . . . . .	100	23	23	23	3
December 2031 . . . . .	100	18	18	18	2
December 2032 . . . . .	100	14	14	14	1
December 2033 . . . . .	100	10	10	10	1
December 2034 . . . . .	100	8	8	8	1
December 2035 . . . . .	70	6	6	6	0
December 2036 . . . . .	16	4	4	4	0
December 2037 . . . . .	3	3	3	3	0
December 2038 . . . . .	1	1	1	1	0
December 2039 . . . . .	1	1	1	1	0
December 2040 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	25.4	17.7	17.7	17.7	12.1

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BA, HA, HB, HC, HD, HE, HG, HI, HJ, HK, HL, HM, HN, HP, HQ, HI, HU and HW					Class BC					Class BD					Class BE					
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011 . . . . .	95	89	89	89	89	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2012 . . . . .	89	71	71	71	71	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2013 . . . . .	84	50	50	50	34	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2014 . . . . .	78	29	29	29	0	100	100	100	100	99	100	100	100	100	100	100	100	100	100	100	100
December 2015 . . . . .	71	11	11	11	0	100	100	100	100	27	100	100	100	100	100	100	100	100	100	100	100
December 2016 . . . . .	65	0	0	0	0	100	82	82	82	0	100	100	100	100	69	100	100	100	100	100	100
December 2017 . . . . .	58	0	0	0	0	100	39	39	39	0	100	100	100	100	21	100	100	100	100	100	100
December 2018 . . . . .	50	0	0	0	0	100	0	0	0	0	100	100	100	100	0	100	100	100	100	100	78
December 2019 . . . . .	42	0	0	0	0	100	0	0	0	0	100	61	61	61	0	100	100	100	100	100	38
December 2020 . . . . .	34	0	0	0	0	100	0	0	0	0	100	28	28	28	0	100	100	100	100	100	7
December 2021 . . . . .	25	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	100	100	100	100	0
December 2022 . . . . .	16	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	66	66	66	66	0
December 2023 . . . . .	6	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	36	36	36	36	0
December 2024 . . . . .	0	0	0	0	0	89	0	0	0	0	100	0	0	0	0	100	11	11	11	11	0
December 2025 . . . . .	0	0	0	0	0	59	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
December 2026 . . . . .	0	0	0	0	0	27	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
December 2027 . . . . .	0	0	0	0	0	0	0	0	0	0	93	0	0	0	0	100	0	0	0	0	0
December 2028 . . . . .	0	0	0	0	0	0	0	0	0	0	52	0	0	0	0	100	0	0	0	0	0
December 2029 . . . . .	0	0	0	0	0	0	0	0	0	0	9	0	0	0	0	100	0	0	0	0	0
December 2030 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	47	0	0	0	0	0
December 2031 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	7.6	3.0	3.0	3.0	2.5	15.3	6.8	6.8	6.8	4.7	18.1	9.4	9.4	9.4	6.4	20.0	12.6	12.6	12.6	12.6	8.8

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class CA					Class CZ					Classes DA, DB, DC, DE, DG, DH, DI, DJ, DK, DL, DM, DN, DP, DQ, DT, DU, DW and DY					Classes F and S					
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	97	97	97	97	104	104	104	104	104	97	93	93	93	93	99	96	95	94	91	91
December 2012	100	67	67	67	67	109	109	109	109	109	94	83	83	83	83	97	88	86	82	74	74
December 2013	100	23	23	23	0	114	114	114	114	0	90	70	70	70	61	96	79	76	69	55	55
December 2014	100	3	3	3	0	118	118	118	118	0	87	58	58	58	40	95	70	66	57	41	41
December 2015	100	0	0	0	0	124	0	0	0	0	83	46	46	46	24	93	63	58	48	31	31
December 2016	100	0	0	0	0	129	0	0	0	0	79	36	36	36	13	91	56	51	40	23	23
December 2017	100	0	0	0	0	135	0	0	0	0	75	27	27	27	4	90	50	44	33	17	17
December 2018	100	0	0	0	0	140	0	0	0	0	70	18	18	18	0	88	44	38	27	13	13
December 2019	100	0	0	0	0	146	0	0	0	0	65	11	11	11	0	86	39	33	23	9	9
December 2020	100	0	0	0	0	153	0	0	0	0	60	5	5	5	0	84	34	29	19	7	7
December 2021	100	0	0	0	0	159	0	0	0	0	55	0	0	0	0	81	30	25	15	5	5
December 2022	100	0	0	0	0	166	0	0	0	0	50	0	0	0	0	79	27	21	13	4	4
December 2023	100	0	0	0	0	174	0	0	0	0	44	0	0	0	0	77	23	18	10	3	3
December 2024	100	0	0	0	0	181	0	0	0	0	38	0	0	0	0	74	20	16	8	2	2
December 2025	100	0	0	0	0	189	0	0	0	0	31	0	0	0	0	71	18	13	7	1	1
December 2026	100	0	0	0	0	197	0	0	0	0	24	0	0	0	0	68	15	11	6	1	1
December 2027	100	0	0	0	0	206	0	0	0	0	17	0	0	0	0	65	13	10	4	1	1
December 2028	100	0	0	0	0	215	0	0	0	0	10	0	0	0	0	61	11	8	4	1	1
December 2029	100	0	0	0	0	224	0	0	0	0	2	0	0	0	0	58	10	7	3	0	0
December 2030	100	0	0	0	0	234	0	0	0	0	0	0	0	0	0	54	8	6	2	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	50	7	5	2	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	46	6	4	1	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	41	5	3	1	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	36	4	2	1	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	31	3	2	1	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	26	2	1	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	20	1	1	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	14	1	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.8	2.4	2.4	2.4	2.0	20.9	4.5	4.5	4.5	2.3	11.2	5.0	5.0	5.0	3.7	19.3	8.7	7.8	6.2	4.3	4.3

**PSA Prepayment Assumption Rates**

Distribution Date	Class FT					Classes GA, GB, GC, GD, GE, GH, GI, GJ, GK, GL, GM, GN, GP, GQ, GT, GU, GW and GY					Classes KA, KB, KC, KD, KE, KG, KH, KI, KJ, KL, KM, KN, KP, KQ, KS, KT, KU, KW and KY					Class KZ					
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	94	94	94	94	96	92	92	92	92	97	94	94	94	94	104	104	104	104	104	104
December 2012	100	81	81	81	81	92	79	79	79	79	94	85	85	85	85	109	109	109	109	109	109
December 2013	100	64	64	64	47	88	63	63	63	52	91	73	73	73	65	114	114	114	114	114	114
December 2014	100	49	49	49	15	84	48	48	48	26	88	63	63	63	47	118	118	118	118	118	118
December 2015	100	36	36	36	0	79	34	34	34	7	85	53	53	53	33	124	124	124	124	124	124
December 2016	100	25	25	25	0	74	22	22	22	0	81	43	43	43	23	129	129	129	129	129	129
December 2017	100	16	16	16	0	69	10	10	10	0	77	35	35	35	15	135	135	135	135	135	135
December 2018	100	10	10	10	0	63	0	0	0	0	74	28	28	28	9	140	140	140	140	140	140
December 2019	100	6	6	6	0	58	0	0	0	0	69	21	21	21	4	146	146	146	146	146	146
December 2020	100	5	5	5	0	51	0	0	0	0	65	16	16	16	1	153	153	153	153	153	153
December 2021	100	4	4	4	0	45	0	0	0	0	60	11	11	11	0	159	159	159	159	159	159
December 2022	100	4	4	4	0	38	0	0	0	0	55	7	7	7	0	166	166	166	166	166	166
December 2023	100	3	3	3	0	31	0	0	0	0	50	4	4	4	0	174	174	174	174	174	174
December 2024	96	3	3	3	0	24	0	0	0	0	45	1	1	1	0	181	181	181	181	181	181
December 2025	84	0	0	0	0	16	0	0	0	0	39	0	0	0	0	189	167	167	167	167	167
December 2026	71	0	0	0	0	7	0	0	0	0	33	0	0	0	0	197	135	135	135	135	135
December 2027	57	0	0	0	0	0	0	0	0	0	27	0	0	0	0	206	108	108	108	108	108
December 2028	43	0	0	0	0	0	0	0	0	0	20	0	0	0	0	215	86	86	86	86	86
December 2029	27	0	0	0	0	0	0	0	0	0	13	0	0	0	0	224	68	68	68	68	68
December 2030	11	0	0	0	0	0	0	0	0	0	5	0	0	0	0	234	54	54	54	54	54
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	228	42	42	42	42	42
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	79	32	32	32	32	32
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	24	24	24	24	24	24
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	17	17	17	17	17	17
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	12	12	12	12	12	12
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	8	8	8	8	8	8
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	5	5	5	5	5	5
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	2	2
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.4	4.5	4.5	4.5	2.9	9.7	4.0	4.0	4.0	3.1	12.2	5.9	5.9	5.9	4.3	22.0	18.6	18.6	18.6	13.4	13.4

Security Group 3 PSA Prepayment Assumption Rates										
Distribution Date	Class TF					Class Z				
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	95	94	94	94	94	104	100	97	89	72
December 2012	89	88	88	88	88	109	100	90	66	16
December 2013	84	81	81	81	81	114	100	82	41	0
December 2014	78	74	74	74	74	118	100	76	23	0
December 2015	72	67	67	67	62	124	100	72	11	0
December 2016	65	60	60	60	42	129	100	69	4	0
December 2017	58	52	52	52	28	135	100	67	1	0
December 2018	50	43	43	43	16	140	100	66	0	0
December 2019	43	35	35	35	8	146	98	64	0	0
December 2020	34	26	26	26	1	153	95	61	0	0
December 2021	26	18	18	18	0	159	90	57	0	0
December 2022	17	11	11	11	0	166	85	53	0	0
December 2023	7	5	5	5	0	174	79	49	0	0
December 2024	0	0	0	0	0	181	72	44	0	0
December 2025	0	0	0	0	0	189	66	40	0	0
December 2026	0	0	0	0	0	197	59	35	0	0
December 2027	0	0	0	0	0	206	53	31	0	0
December 2028	0	0	0	0	0	215	47	27	0	0
December 2029	0	0	0	0	0	224	41	24	0	0
December 2030	0	0	0	0	0	234	36	20	0	0
December 2031	0	0	0	0	0	244	31	17	0	0
December 2032	0	0	0	0	0	254	26	14	0	0
December 2033	0	0	0	0	0	240	21	12	0	0
December 2034	0	0	0	0	0	213	17	9	0	0
December 2035	0	0	0	0	0	183	14	7	0	0
December 2036	0	0	0	0	0	151	10	5	0	0
December 2037	0	0	0	0	0	117	7	4	0	0
December 2038	0	0	0	0	0	81	4	2	0	0
December 2039	0	0	0	0	0	42	2	1	0	0
December 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	7.7	7.0	7.0	7.0	5.5	26.5	18.0	12.4	2.9	1.4

Security Group 4 PSA Prepayment Assumption Rates										
Distribution Date	Class IN					Class NG				
	0%	100%	222%	350%	500%	0%	100%	222%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	95	91	86	81	75	95	91	86	81	75
December 2012	90	80	70	60	50	90	80	70	60	50
December 2013	0	0	0	0	0	85	70	57	45	33
December 2014	0	0	0	0	0	80	61	46	33	21
December 2015	0	0	0	0	0	74	53	36	24	13
December 2016	0	0	0	0	0	68	45	28	17	9
December 2017	0	0	0	0	0	62	37	22	12	5
December 2018	0	0	0	0	0	55	30	16	8	3
December 2019	0	0	0	0	0	48	24	12	5	2
December 2020	0	0	0	0	0	41	18	8	3	1
December 2021	0	0	0	0	0	34	13	5	2	1
December 2022	0	0	0	0	0	26	8	3	1	0
December 2023	0	0	0	0	0	18	3	1	0	0
December 2024	0	0	0	0	0	9	0	0	0	0
December 2025	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	2.7	2.5	2.3	2.1	1.9	8.3	5.8	4.4	3.4	2.6

Security Groups 1 and 4 PSA Prepayment Assumption Rates					
Distribution Date	Class IM				
	0%	100%	222%	350%	500%
Initial Percent	100	100	100	100	100
December 2011	95	90	84	78	70
December 2012	90	79	68	58	46
December 2013	0	0	0	0	0
December 2014	0	0	0	0	0
December 2015	0	0	0	0	0
December 2016	0	0	0	0	0
December 2017	0	0	0	0	0
December 2018	0	0	0	0	0
December 2019	0	0	0	0	0
December 2020	0	0	0	0	0
December 2021	0	0	0	0	0
December 2022	0	0	0	0	0
December 2023	0	0	0	0	0
December 2024	0	0	0	0	0
December 2025	0	0	0	0	0
Weighted Average Life (years)	2.7	2.5	2.3	2.0	1.8

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Class IU					Class UG				
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100
December 2011	96	93	91	89	86	96	93	91	89	86
December 2012	91	84	78	71	64	91	84	78	71	64
December 2013	0	0	0	0	0	86	75	63	53	42
December 2014	0	0	0	0	0	81	65	51	39	27
December 2015	0	0	0	0	0	75	57	41	29	18
December 2016	0	0	0	0	0	69	49	32	21	11
December 2017	0	0	0	0	0	63	42	25	15	7
December 2018	0	0	0	0	0	57	35	19	10	4
December 2019	0	0	0	0	0	50	28	15	7	3
December 2020	0	0	0	0	0	43	23	11	5	2
December 2021	0	0	0	0	0	35	17	7	3	1
December 2022	0	0	0	0	0	27	12	5	2	0
December 2023	0	0	0	0	0	19	7	3	1	0
December 2024	0	0	0	0	0	10	3	1	0	0
December 2025	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	2.8	2.6	2.5	2.4	2.2	8.5	6.4	4.9	3.9	3.2

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Classes AB, AC, AD, AE, AG, AH, AI, AJ, AK, AL, AM, AN, AP, AQ, AT, AU, AW and PA																			
	Class CB					Classes FA and SA					Class FY									
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	95	89	89	89	89	100	97	97	97	97	99	96	95	94	91	100	94	94	94	94
December 2012	90	71	71	71	71	100	67	67	67	67	97	88	86	82	74	100	81	81	81	81
December 2013	85	50	50	50	34	100	23	23	23	0	96	79	76	69	55	100	64	64	64	47
December 2014	79	29	29	29	0	100	3	3	3	0	95	70	66	57	41	100	49	49	49	15
December 2015	73	10	10	10	0	100	0	0	0	0	93	63	58	48	31	100	36	36	36	0
December 2016	67	0	0	0	0	100	0	0	0	0	91	56	51	40	23	100	25	25	25	0
December 2017	60	0	0	0	0	100	0	0	0	0	90	50	44	33	17	100	16	16	16	0
December 2018	53	0	0	0	0	100	0	0	0	0	88	44	38	27	13	100	10	10	10	0
December 2019	45	0	0	0	0	100	0	0	0	0	86	39	33	23	9	100	6	6	6	0
December 2020	37	0	0	0	0	100	0	0	0	0	84	34	29	19	7	100	5	5	5	0
December 2021	29	0	0	0	0	100	0	0	0	0	81	30	25	15	5	100	1	1	1	0
December 2022	20	0	0	0	0	100	0	0	0	0	79	27	21	13	4	97	0	0	0	0
December 2023	11	0	0	0	0	100	0	0	0	0	77	23	18	10	3	86	0	0	0	0
December 2024	1	0	0	0	0	100	0	0	0	0	74	20	16	8	2	75	0	0	0	0
December 2025	0	0	0	0	0	100	0	0	0	0	71	18	13	7	1	64	0	0	0	0
December 2026	0	0	0	0	0	100	0	0	0	0	68	15	11	6	1	52	0	0	0	0
December 2027	0	0	0	0	0	100	0	0	0	0	65	13	10	4	1	39	0	0	0	0
December 2028	0	0	0	0	0	100	0	0	0	0	61	11	8	4	1	26	0	0	0	0
December 2029	0	0	0	0	0	100	0	0	0	0	58	10	7	3	0	11	0	0	0	0
December 2030	0	0	0	0	0	100	0	0	0	0	54	8	6	2	0	0	0	0	0	0
December 2031	0	0	0	0	0	100	0	0	0	0	50	7	5	2	0	0	0	0	0	0
December 2032	0	0	0	0	0	100	0	0	0	0	46	6	4	1	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	41	5	3	1	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	36	4	2	1	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	31	3	2	1	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	26	2	1	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	20	1	1	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	14	1	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0	0	0	0	0
December 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)	8.0	3.0	3.0	3.0	2.5	22.2	2.4	2.4	2.4	2.0	19.3	8.7	7.8	6.2	4.3	16.0	4.4	4.4	4.4	2.9

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Classes LA, LB, LC, LD, LE, LG, LH, LI, LJ, LK, LM, LN, LQ, LT, LU, LW, LX, LY and SL																			
	Class LP					Class LV					Class LZ									
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	97	93	93	93	93	100	100	100	100	100	98	98	98	98	98	104	104	104	104	104
December 2012	94	83	83	83	83	100	100	100	100	100	96	96	96	96	96	109	109	109	109	109
December 2013	91	70	70	70	60	100	100	100	100	100	93	93	93	93	93	114	114	114	114	114
December 2014	87	58	58	58	39	100	100	100	100	100	91	91	91	91	91	118	118	118	118	118
December 2015	84	46	46	46	24	100	100	100	100	100	88	88	88	88	88	124	124	124	124	124
December 2016	80	36	36	36	12	100	100	100	100	100	85	85	85	85	85	129	129	129	129	129
December 2017	76	27	27	27	3	100	100	100	100	100	83	83	83	83	83	135	135	135	135	135
December 2018	72	18	18	18	0	100	100	100	100	84	80	80	80	80	56	140	140	140	140	140
December 2019	67	11	11	11	0	100	100	100	100	62	77	77	77	77	20	146	146	146	146	146
December 2020	62	5	5	5	0	100	100	100	100	46	73	73	73	73	0	153	153	153	153	137
December 2021	57	1	1	1	0	100	100	100	100	34	70	70	70	70	0	159	159	159	159	101
December 2022	52	0	0	0	0	100	84	84	84	25	67	43	43	43	0	166	166	166	166	74
December 2023	47	0	0	0	0	100	69	69	69	18	63	16	16	16	0	174	174	174	174	54
December 2024	41	0	0	0	0	100	56	56	56	13	59	0	0	0	0	181	168	168	168	40
December 2025	35	0	0	0	0	100	46	46	46	10	55	0	0	0	0	189	136	136	136	29
December 2026	28	0	0	0	0	100	37	37	37	7	51	0	0	0	0	197	110	110	110	21
December 2027	21	0	0	0	0	100	30	30	30	5	47	0	0	0	0	206	88	88	88	15
December 2028	14	0	0	0	0	100	24	24	24	4	42	0	0	0	0	215	71	71	71	11
December 2029	6	0	0	0	0	100	19	19	19	3	38	0	0	0	0	224	56	56	56	8
December 2030	0	0	0	0	0	91	15	15	15	2	20	0	0	0	0	234	44	44	44	5
December 2031	0	0	0	0	0	53	11	11	11	1	0	0	0	0	0	158	34	34	34	4
December 2032	0	0	0	0	0	12	9	9	9	1	0	0	0	0	0	37	26	26	26	3
December 2033	0	0	0	0	0	6	6	6	6	1	0	0	0	0	0	19	19	19	19	2
December 2034	0	0	0	0	0	5	5	5	5	0	0	0	0	0	0	14	14	14	14	1
December 2035	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	10	10	10	10	1
December 2036	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	6	6	6	6	0
December 2037	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	4	4	4	4	0
December 2038	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	2	2	2	2	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.6	5.0	5.0	5.0	3.7	21.3	15.7	15.7	15.7	10.7	14.3	10.4	10.4	10.4	7.6	21.6	17.9	17.9	17.9	12.9

**PSA Prepayment Assumption Rates**

Distribution Date	Class PB					Class PC					Class VA				
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	100	93	93	93	93	93
December 2012	100	100	100	100	100	100	100	100	100	100	87	87	87	87	87
December 2013	100	100	100	100	100	100	100	100	100	100	80	80	80	80	80
December 2014	100	100	100	100	97	100	100	100	100	100	72	72	72	72	72
December 2015	100	100	100	100	24	100	100	100	100	100	65	65	65	65	65
December 2016	100	81	81	81	0	100	100	100	100	64	57	57	57	57	57
December 2017	100	39	39	39	0	100	100	100	100	16	48	48	48	48	48
December 2018	100	0	0	0	0	100	100	100	100	0	39	39	39	39	0
December 2019	100	0	0	0	0	100	62	62	62	0	30	30	30	30	0
December 2020	100	0	0	0	0	100	30	30	30	0	21	21	21	21	0
December 2021	100	0	0	0	0	100	3	3	3	0	11	11	11	11	0
December 2022	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2023	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2024	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2025	75	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2026	45	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2027	13	0	0	0	0	100	0	0	0	0	0	0	0	0	0
December 2028	0	0	0	0	0	76	0	0	0	0	0	0	0	0	0
December 2029	0	0	0	0	0	34	0	0	0	0	0	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.8	6.8	6.8	6.8	4.6	18.6	9.4	9.4	9.4	6.3	6.5	6.5	6.5	6.5	5.6

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class VB					Classes WA, WB, WC, WD, WE, WG, WH, WI, WJ, WK, WL, WM, WN, WP, WQ, WT, WU and WY					Class YF				
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	96	92	92	92	92	94	93	93	93	93
December 2012	100	100	100	100	100	93	79	79	79	79	87	85	85	85	85
December 2013	100	100	100	100	100	89	63	63	63	51	80	76	76	76	76
December 2014	100	100	100	100	100	85	48	48	48	26	72	68	68	68	68
December 2015	100	100	100	100	100	80	34	34	34	6	65	59	59	59	51
December 2016	100	100	100	100	100	75	22	22	22	0	56	49	49	49	26
December 2017	100	100	100	100	100	71	10	10	10	0	48	39	39	39	7
December 2018	100	100	100	100	84	65	0	0	0	0	38	29	29	29	0
December 2019	100	100	100	100	30	60	0	0	0	0	29	18	18	18	0
December 2020	100	100	100	100	0	54	0	0	0	0	18	7	7	7	0
December 2021	100	100	100	100	0	48	0	0	0	0	7	0	0	0	0
December 2022	100	64	64	64	0	41	0	0	0	0	0	0	0	0	0
December 2023	95	24	24	24	0	35	0	0	0	0	0	0	0	0	0
December 2024	89	0	0	0	0	28	0	0	0	0	0	0	0	0	0
December 2025	83	0	0	0	0	20	0	0	0	0	0	0	0	0	0
December 2026	77	0	0	0	0	12	0	0	0	0	0	0	0	0	0
December 2027	71	0	0	0	0	3	0	0	0	0	0	0	0	0	0
December 2028	64	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2029	57	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.1	12.4	12.4	12.4	8.7	10.1	4.0	4.0	4.0	3.1	6.4	5.7	5.7	5.7	4.6

**PSA Prepayment Assumption Rates**

Distribution Date	Class ZA					Class ZC					Class ZP				
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	104	100	97	89	72	104	104	104	104	104	104	104	104	104	104
December 2012	109	100	90	66	16	109	109	109	109	109	109	109	109	109	109
December 2013	114	100	82	41	0	114	114	114	114	0	114	114	114	114	114
December 2014	118	100	76	23	0	118	118	118	118	0	118	118	118	118	118
December 2015	124	100	72	11	0	124	0	0	0	0	124	124	124	124	124
December 2016	129	100	69	4	0	129	0	0	0	0	129	129	129	129	129
December 2017	135	100	67	1	0	135	0	0	0	0	135	135	135	135	135
December 2018	140	100	66	0	0	140	0	0	0	0	140	140	140	140	140
December 2019	146	98	64	0	0	146	0	0	0	0	146	146	146	146	146
December 2020	153	95	61	0	0	153	0	0	0	0	153	153	153	153	153
December 2021	159	90	57	0	0	159	0	0	0	0	159	159	159	159	159
December 2022	166	85	53	0	0	166	0	0	0	0	166	166	166	166	166
December 2023	174	79	49	0	0	174	0	0	0	0	174	174	174	174	174
December 2024	181	72	44	0	0	181	0	0	0	0	181	181	181	181	181
December 2025	189	66	40	0	0	189	0	0	0	0	189	189	189	189	189
December 2026	197	59	35	0	0	197	0	0	0	0	197	197	197	197	197
December 2027	206	53	31	0	0	206	0	0	0	0	206	206	206	206	206
December 2028	215	47	27	0	0	215	0	0	0	0	215	215	215	215	215
December 2029	224	41	24	0	0	224	0	0	0	0	224	224	224	224	224
December 2030	234	36	20	0	0	234	0	0	0	0	234	234	234	234	234
December 2031	244	31	17	0	0	244	0	0	0	0	244	244	244	244	244
December 2032	254	26	14	0	0	254	0	0	0	0	254	254	254	254	254
December 2033	240	21	12	0	0	0	0	0	0	0	265	265	265	265	265
December 2034	213	17	9	0	0	0	0	0	0	0	277	277	277	277	277
December 2035	183	14	7	0	0	0	0	0	0	0	289	289	289	289	289
December 2036	151	10	5	0	0	0	0	0	0	0	301	301	301	301	301
December 2037	117	7	4	0	0	0	0	0	0	0	314	314	314	314	314
December 2038	81	4	2	0	0	0	0	0	0	0	328	328	328	328	328
December 2039	42	2	1	0	0	0	0	0	0	0	0	0	0	0	342
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.5	18.0	12.4	2.9	1.4	22.3	4.5	4.5	4.5	2.3	29.0	29.0	29.0	29.0	29.5

**Security Groups 3 and 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class FW					Class WF				
	0%	150%	180%	250%	400%	0%	150%	180%	250%	400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
December 2011 . . . . .	100	94	94	94	94	94	93	93	93	93
December 2012 . . . . .	100	81	81	81	81	88	86	86	86	86
December 2013 . . . . .	100	64	64	64	47	82	79	79	79	79
December 2014 . . . . .	100	49	49	49	15	76	71	71	71	71
December 2015 . . . . .	100	36	36	36	0	69	63	63	63	57
December 2016 . . . . .	100	25	25	25	0	61	55	55	55	35
December 2017 . . . . .	100	16	16	16	0	53	46	46	46	19
December 2018 . . . . .	100	10	10	10	0	45	37	37	37	9
December 2019 . . . . .	100	6	6	6	0	37	28	28	28	5
December 2020 . . . . .	100	5	5	5	0	28	18	18	18	1
December 2021 . . . . .	100	3	3	3	0	18	10	10	10	0
December 2022 . . . . .	98	2	2	2	0	10	6	6	6	0
December 2023 . . . . .	93	2	2	2	0	4	3	3	3	0
December 2024 . . . . .	86	1	1	1	0	0	0	0	0	0
December 2025 . . . . .	74	0	0	0	0	0	0	0	0	0
December 2026 . . . . .	61	0	0	0	0	0	0	0	0	0
December 2027 . . . . .	48	0	0	0	0	0	0	0	0	0
December 2028 . . . . .	34	0	0	0	0	0	0	0	0	0
December 2029 . . . . .	19	0	0	0	0	0	0	0	0	0
December 2030 . . . . .	6	0	0	0	0	0	0	0	0	0
December 2031 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2032 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2033 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2034 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2035 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2036 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2037 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2038 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2040 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years). . . . .	16.7	4.4	4.4	4.4	2.9	7.2	6.5	6.5	6.5	5.1

**Security Group 7  
PSA Prepayment Assumption Rates**

Distribution Date	Classes YA, YB, YC, YD, YE, YG, YH, YI, YJ, YK, YL and YM					Class YZ				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
December 2011 . . . . .	97	91	87	87	87	105	105	87	87	30
December 2012 . . . . .	95	81	73	73	64	109	109	78	26	0
December 2013 . . . . .	92	72	61	59	45	114	114	66	0	0
December 2014 . . . . .	89	63	49	45	31	120	120	57	0	0
December 2015 . . . . .	85	54	40	34	20	125	125	52	0	0
December 2016 . . . . .	82	46	31	25	12	131	131	48	0	0
December 2017 . . . . .	78	39	23	17	5	137	137	45	0	0
December 2018 . . . . .	74	31	17	12	1	143	143	38	0	0
December 2019 . . . . .	70	24	11	7	0	150	150	31	0	0
December 2020 . . . . .	66	18	7	3	0	157	157	22	0	0
December 2021 . . . . .	61	11	3	0	0	164	164	12	0	0
December 2022 . . . . .	56	5	0	0	0	171	171	0	0	0
December 2023 . . . . .	51	0	0	0	0	179	173	0	0	0
December 2024 . . . . .	46	0	0	0	0	188	130	0	0	0
December 2025 . . . . .	40	0	0	0	0	196	89	0	0	0
December 2026 . . . . .	34	0	0	0	0	205	49	0	0	0
December 2027 . . . . .	28	0	0	0	0	215	12	0	0	0
December 2028 . . . . .	21	0	0	0	0	224	0	0	0	0
December 2029 . . . . .	14	0	0	0	0	235	0	0	0	0
December 2030 . . . . .	6	0	0	0	0	246	0	0	0	0
December 2031 . . . . .	0	0	0	0	0	239	0	0	0	0
December 2032 . . . . .	0	0	0	0	0	172	0	0	0	0
December 2033 . . . . .	0	0	0	0	0	102	0	0	0	0
December 2034 . . . . .	0	0	0	0	0	28	0	0	0	0
December 2035 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2036 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2037 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2038 . . . . .	0	0	0	0	0	0	0	0	0	0
December 2039 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years). . . . .	12.4	5.9	4.5	4.1	3.1	22.6	15.0	5.9	1.6	0.8

**Security Group 8  
PSA Prepayment Assumption Rates**

Distribution Date	Classes UA, UB, UC, UD, UE, UH, UI, UJ, UK, UL, UM, UN, UP, UQ, UT and UW					Class UZ				
	0%	100%	218%	350%	500%	0%	100%	218%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	97	90	85	85	81	105	105	87	35	0
December 2012	93	77	66	60	41	110	110	72	0	0
December 2013	89	65	50	36	13	116	116	61	0	0
December 2014	85	54	35	17	0	122	122	54	0	0
December 2015	81	43	22	2	0	128	128	49	0	0
December 2016	77	33	11	0	0	135	135	47	0	0
December 2017	72	23	1	0	0	142	142	46	0	0
December 2018	67	14	0	0	0	149	149	2	0	0
December 2019	62	5	0	0	0	157	157	0	0	0
December 2020	57	0	0	0	0	165	147	0	0	0
December 2021	51	0	0	0	0	173	108	0	0	0
December 2022	45	0	0	0	0	182	72	0	0	0
December 2023	39	0	0	0	0	191	38	0	0	0
December 2024	32	0	0	0	0	201	6	0	0	0
December 2025	25	0	0	0	0	211	0	0	0	0
December 2026	18	0	0	0	0	222	0	0	0	0
December 2027	10	0	0	0	0	234	0	0	0	0
December 2028	2	0	0	0	0	246	0	0	0	0
December 2029	0	0	0	0	0	218	0	0	0	0
December 2030	0	0	0	0	0	178	0	0	0	0
December 2031	0	0	0	0	0	135	0	0	0	0
December 2032	0	0	0	0	0	90	0	0	0	0
December 2033	0	0	0	0	0	43	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	10.6	4.6	3.2	2.5	1.8	21.2	11.8	4.7	0.8	0.5

**Security Group 9  
PSA Prepayment Assumption Rates**

Distribution Date	Class JA					Class JB					Class JV					Class JZ					
	0%	100%	194%	300%	400%	0%	100%	194%	300%	400%	0%	100%	194%	300%	400%	0%	100%	194%	300%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	98	96	94	92	90	100	100	100	100	100	97	97	97	97	97	104	104	104	104	104	104
December 2012	97	89	83	77	71	100	100	100	100	100	93	93	93	93	93	108	108	108	108	108	108
December 2013	95	81	69	57	47	100	100	100	100	100	90	90	90	90	90	113	113	113	113	113	113
December 2014	93	72	57	41	29	100	100	100	100	100	86	86	86	86	86	117	117	117	117	117	117
December 2015	91	64	46	28	15	100	100	100	100	100	82	82	82	82	82	122	122	122	122	122	122
December 2016	88	57	36	18	5	100	100	100	100	100	78	78	78	78	78	127	127	127	127	127	127
December 2017	86	50	28	9	0	100	100	100	100	88	74	74	74	74	51	132	132	132	132	132	132
December 2018	84	44	20	2	0	100	100	100	100	65	69	69	69	69	5	138	138	138	138	138	138
December 2019	81	38	14	0	0	100	100	100	87	48	64	64	64	40	0	143	143	143	143	143	106
December 2020	78	32	8	0	0	100	100	100	69	35	60	60	60	3	0	149	149	149	149	78	78
December 2021	75	27	3	0	0	100	100	100	55	26	55	55	55	0	0	155	155	155	121	58	58
December 2022	72	22	0	0	0	100	100	97	43	19	49	49	44	0	0	161	161	161	96	42	42
December 2023	69	18	0	0	0	100	100	82	34	14	44	44	12	0	0	168	168	168	76	31	31
December 2024	65	14	0	0	0	100	100	70	27	10	38	38	0	0	0	175	175	155	60	23	23
December 2025	62	10	0	0	0	100	100	59	21	7	33	33	0	0	0	182	182	131	47	16	16
December 2026	58	6	0	0	0	100	100	50	16	5	27	27	0	0	0	189	189	110	36	12	12
December 2027	54	3	0	0	0	100	100	41	13	4	20	20	0	0	0	197	197	92	28	9	9
December 2028	50	0	0	0	0	100	98	34	10	3	14	9	0	0	0	205	205	76	22	6	6
December 2029	45	0	0	0	0	100	86	28	8	2	7	0	0	0	0	214	190	63	17	4	4
December 2030	40	0	0	0	0	100	75	23	6	1	0	0	0	0	0	222	165	52	13	3	3
December 2031	35	0	0	0	0	100	64	19	4	1	0	0	0	0	0	222	142	42	10	2	2
December 2032	30	0	0	0	0	100	55	15	3	1	0	0	0	0	0	222	121	33	7	1	1
December 2033	24	0	0	0	0	100	46	12	2	0	0	0	0	0	0	222	101	26	5	1	1
December 2034	18	0	0	0	0	100	37	9	2	0	0	0	0	0	0	222	83	20	4	1	1
December 2035	12	0	0	0	0	100	30	7	1	0	0	0	0	0	0	222	66	15	3	0	0
December 2036	6	0	0	0	0	100	23	5	1	0	0	0	0	0	0	222	50	11	2	0	0
December 2037	0	0	0	0	0	94	16	3	0	0	0	0	0	0	0	208	36	7	1	0	0
December 2038	0	0	0	0	0	64	10	2	0	0	0	0	0	0	0	143	22	4	1	0	0
December 2039	0	0	0	0	0	33	4	1	0	0	0	0	0	0	0	73	10	2	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.6	7.8	5.1	3.8	3.1	28.5	22.9	17.1	12.5	9.8	11.3	11.2	9.5	7.6	6.4	28.5	23.3	18.4	14.2	11.4	11.4

Security Group 9 PSA Prepayment Assumption Rates										
Distribution Date	Class VC					Class VD				
	0%	100%	194%	300%	400%	0%	100%	194%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	88	88	88	88	88	100	100	100	100	100
December 2012	75	75	75	75	75	100	100	100	100	100
December 2013	61	61	61	61	61	100	100	100	100	100
December 2014	48	48	48	48	48	100	100	100	100	100
December 2015	33	33	33	33	33	100	100	100	100	100
December 2016	18	18	18	18	18	100	100	100	100	100
December 2017	2	2	2	2	0	100	100	100	100	70
December 2018	0	0	0	0	0	95	95	95	95	7
December 2019	0	0	0	0	0	88	88	88	55	0
December 2020	0	0	0	0	0	82	82	82	4	0
December 2021	0	0	0	0	0	75	75	75	0	0
December 2022	0	0	0	0	0	68	68	60	0	0
December 2023	0	0	0	0	0	61	61	17	0	0
December 2024	0	0	0	0	0	53	53	0	0	0
December 2025	0	0	0	0	0	45	45	0	0	0
December 2026	0	0	0	0	0	36	36	0	0	0
December 2027	0	0	0	0	0	28	28	0	0	0
December 2028	0	0	0	0	0	19	12	0	0	0
December 2029	0	0	0	0	0	9	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	3.8	3.8	3.8	3.8	3.7	14.1	13.9	11.7	9.1	7.3

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 7 and 8 Securities, the investor’s own projection of principal payment rates and rates of reduction in notional balances on the Underlying Certificates under a variety of scenarios 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 the Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially the Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR and Class SC 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 and Ascending Rate Classes*

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

**Yield Tables**

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA 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 (in the case of interest-bearing Classes), and
2. converting the monthly rates to corporate bond equivalent rates.

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

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

**SECURITY GROUP 1**

**Sensitivity of Class IG to Prepayments**

**Assumed Price 3.222195262%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>222%</u>	<u>350%</u>	<u>500%</u>	<u>570%</u>
33.8%	25.6%	16.6%	5.5%	0.0%

**SECURITY GROUP 2**

**Sensitivity of Class CO to Prepayments**

**Assumed Price 60.0%**

<b>PSA Prepayment Assumption Rates</b>			
<u>120%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>
2.4%	4.4%	21.7%	39.7%

**Sensitivity of Class CS to Prepayments**

**Assumed Price 96.5%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>120%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>
0.15000% . . . . .	16.7%	17.0%	18.3%	19.5%
0.26563% . . . . .	16.2%	16.5%	17.8%	19.0%
2.13282% . . . . .	8.1%	8.4%	9.8%	11.2%
4.00000% and above . . . . .	0.2%	0.5%	2.1%	3.6%

**Sensitivity of Class MI to Prepayments**

**Assumed Price 17.1875%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>120%</u>	<u>170%</u>	<u>250%</u>	<u>364%</u>	<u>400%</u>
7.4%	7.4%	7.4%	0.0%	(2.8)%

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

**Sensitivity of Class OC to Prepayments**  
**Assumed Price 47.0%**

<b>PSA Prepayment Assumption Rates</b>			
<u>120%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>
2.8%	3.1%	18.3%	38.1%

**Sensitivity of Class SC to Prepayments**  
**Assumed Price 91.0%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>120%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>
4.00% and below . . . . .	7.5%	8.1%	11.7%	14.9%
4.45%. . . . .	4.0%	4.5%	8.2%	11.4%
4.90% and above. . . . .	0.5%	1.0%	4.7%	8.0%

**SECURITY GROUP 3**

**Sensitivity of Class DI to Prepayments**  
**Assumed Price 16.6875%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>389%</u>	<u>400%</u>
9.4%	9.4%	9.4%	0.0%	(0.8)%

**Sensitivity of Class GI to Prepayments**  
**Assumed Price 14.0625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>379%</u>	<u>400%</u>
9.6%	9.6%	9.6%	0.0%	(1.8)%

**Sensitivity of Class HI to Prepayments**  
**Assumed Price 11.0625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>391%</u>	<u>400%</u>
9.9%	9.9%	9.9%	0.0%	(0.8)%

**Sensitivity of Class KI to Prepayments**  
**Assumed Price 22.8125%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>310%</u>	<u>400%</u>
3.4%	3.4%	3.4%	0.0%	(6.1)%

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

**Sensitivity of Class KS to Prepayments**  
**Assumed Price 16.375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
0.15000% . . . . .	25.2%	25.2%	25.2%	18.6%
0.26063% . . . . .	24.4%	24.4%	24.4%	17.6%
3.18032% . . . . .	1.3%	1.3%	1.3%	(8.6)%
6.10000% and above . . . . .	**	**	**	**

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
0.15000% . . . . .	30.7%	29.2%	25.5%	17.5%
0.26063% . . . . .	29.8%	28.2%	24.6%	16.6%
2.83032% . . . . .	8.5%	6.9%	2.9%	(5.8)%
5.40000% and above . . . . .	**	**	**	**

**SECURITY GROUP 4**

**Sensitivity of Class IN to Prepayments**  
**Assumed Price 3.2138963287%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>222%</u>	<u>350%</u>	<u>500%</u>	<u>681%</u>
35.4%	28.5%	21.0%	11.8%	0.0%

**SECURITY GROUPS 1 AND 4**

**Sensitivity of Class IM to Prepayments**  
**Assumed Price 3.2202411%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>222%</u>	<u>350%</u>	<u>500%</u>	<u>593%</u>
34.2%	26.3%	17.6%	7.0%	0.1%

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

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

**SECURITY GROUP 5**

**Sensitivity of Class IU to Prepayments  
Assumed Price 3.231825%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>1,120%</u>
37.3%	33.2%	29.0%	23.8%	0.0%

**SECURITY GROUP 6**

**Sensitivity of Class AI to Prepayments  
Assumed Price 11.0625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>389%</u>	<u>400%</u>
9.9%	9.9%	9.9%	0.1%	(1.0)%

**Sensitivity of Class LI to Prepayments  
Assumed Price 16.6875%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>384%</u>	<u>400%</u>
9.3%	9.3%	9.3%	0.0%	(1.3)%

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

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
0.15000% . . . . .	30.7%	29.2%	25.5%	17.5%
0.26531% . . . . .	29.8%	28.2%	24.5%	16.5%
2.83266% . . . . .	8.5%	6.8%	2.9%	(5.8)%
5.40000% and above . . . . .	**	**	**	**

**Sensitivity of Class SL to Prepayments  
Assumed Price 15.1875%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>400%</u>
0.15000% . . . . .	26.1%	26.1%	26.1%	18.0%
0.26531% . . . . .	25.1%	25.1%	25.1%	16.9%
3.18266% . . . . .	(0.9)%	(0.9)%	(0.9)%	(13.4)%
6.10000% 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 WI to Prepayments  
Assumed Price 14.0625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>180%</u>	<u>250%</u>	<u>376%</u>	<u>400%</u>
9.6%	9.6%	9.6%	0.0%	(2.2)%

**SECURITY GROUP 7**

**Sensitivity of Class YI to Prepayments  
Assumed Price 16.875%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>402%</u>
19.4%	12.6%	10.1%	0.3%	0.1%

**SECURITY GROUP 8**

**Sensitivity of Class UI to Prepayments  
Assumed Price 12.8125%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>100%</u>	<u>218%</u>	<u>335%</u>	<u>350%</u>	<u>500%</u>
22.1%	9.9%	0.0%	(2.2)%	(25.3)%

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

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

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

**U.S. Treasury Circular 230 Notice**

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

**REMIC Elections**

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

## Regular Securities

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

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

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

<u>Group</u>	<u>PSA</u>
1 .....	222%
2 .....	170%
3 .....	180%
4 .....	222%
5 .....	225%
6 .....	180%
7 .....	200%
8 .....	218%
9 .....	194%

In the case of Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

## Residual Securities

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

Residual Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, the Holders of the Residual Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

### **MX Securities**

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

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

### **ERISA MATTERS**

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

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

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

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

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

### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

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

#### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer the Regular and MX Classes to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) December 1, 2010 on the Fixed Rate and Ascending Rate Classes and (2) December 20, 2010 on the 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 Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Aini & Lazar PLLC.

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 2</b>								
Combination 1(6)								
EB	\$ 68,414,000	MA	\$ 68,414,000	PAC I	3.75%	FIX	38377NT61	September 2037
		MB	68,414,000	PAC I	3.50	FIX	38377NT79	September 2037
		MC	68,414,000	PAC I	3.25	FIX	38377NT87	September 2037
		ME	68,414,000	PAC I	3.00	FIX	38377NT95	September 2037
		MH	68,414,000	PAC I	2.75	FIX	38377NU28	September 2037
		MI	42,758,750	NTL (PAC I)	4.00	FIX/IO	38377NU36	September 2037
		MJ	68,414,000	PAC I	2.50	FIX	38377NU44	September 2037
		MK	68,414,000	PAC I	2.25	FIX	38377NU51	September 2037
		ML	68,414,000	PAC I	2.00	FIX	38377NU69	September 2037
		MN	68,414,000	PAC I	1.75	FIX	38377NU77	September 2037
		MP	68,414,000	PAC I	1.50	FIX	38377NU85	September 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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
<b>Security Group 3</b>										
Combination 2(6)										
BA	\$ 92,913,000		KA	\$175,124,851		PAC I/AD	2.50%	FIX	38377NU93	January 2039
BC	33,598,000		KB	175,124,851		PAC I/AD	2.75	FIX	38377NV27	January 2039
BD	28,819,000		KC	175,124,851		PAC I/AD	3.00	FIX	38377NV35	January 2039
BE	19,794,851		KD	175,124,851		PAC I/AD	3.25	FIX	38377NV43	January 2039
			KE	175,124,851		PAC I/AD	3.50	FIX	38377NV50	January 2039
			KG	155,666,534		PAC I/AD	3.75	FIX	38377NV68	January 2039
			KH	140,099,880		PAC I/AD	4.00	FIX	38377NV76	January 2039
			KI	77,833,267		NTL (PAC I/AD)	4.50	FIX/IO	38377NV84	January 2039
			KJ	127,363,528		PAC I/AD	4.25	FIX	38377NV92	January 2039
			KL	116,749,900		PAC I/AD	4.50	FIX	38377NW26	January 2039
			KM	100,071,343		PAC I/AD	5.00	FIX	38377NW34	January 2039
			KN	87,562,425		PAC I/AD	5.50	FIX	38377NW42	January 2039
			KP	77,833,267		PAC I/AD	6.00	FIX	38377NW59	January 2039
			KQ	70,049,940		PAC I/AD	6.50	FIX	38377NW67	January 2039
			KT	175,124,851		PAC I/AD	1.50	FIX	38377NW75	January 2039
			KU	175,124,851		PAC I/AD	1.75	FIX	38377NW83	January 2039
			KW	175,124,851		PAC I/AD	2.00	FIX	38377NW91	January 2039
			KY	175,124,851		PAC I/AD	2.25	FIX	38377NX25	January 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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 3(6)										
BA	\$ 92,913,000		DA	\$155,330,000		PAC I/AD	1.50%	FIX	38377NX33	September 2037
BC	33,598,000		DB	155,330,000		PAC I/AD	1.75	FIX	38377NX41	September 2037
BD	28,819,000		DC	155,330,000		PAC I/AD	2.00	FIX	38377NX58	September 2037
			DE	155,330,000		PAC I/AD	2.25	FIX	38377NX66	September 2037
			DG	155,330,000		PAC I/AD	2.50	FIX	38377NX74	September 2037
			DH	155,330,000		PAC I/AD	2.75	FIX	38377NX82	September 2037
			DI	69,035,555		NLT (PAC I/AD)	4.50	FIX/IO	38377NX90	September 2037
			DJ	155,330,000		PAC I/AD	3.00	FIX	38377NY24	September 2037
			DK	155,330,000		PAC I/AD	3.25	FIX	38377NY32	September 2037
			DL	155,330,000		PAC I/AD	3.50	FIX	38377NY40	September 2037
			DM	138,071,111		PAC I/AD	3.75	FIX	38377NY57	September 2037
			DN	124,264,000		PAC I/AD	4.00	FIX	38377NY65	September 2037
			DP	112,967,272		PAC I/AD	4.25	FIX	38377NY73	September 2037
			DQ	103,553,333		PAC I/AD	4.50	FIX	38377NY81	September 2037
			DT	88,760,000		PAC I/AD	5.00	FIX	38377NY99	September 2037
			DU	77,665,000		PAC I/AD	5.50	FIX	38377NZ23	September 2037
			DW	69,035,555		PAC I/AD	6.00	FIX	38377NZ31	September 2037
			DY	62,132,000		PAC I/AD	6.50	FIX	38377NZ49	September 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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 4(6)										
BA	\$ 92,913,000		GA	\$126,511,000		PAC I/AD	1.50%	FIX	38377NZ56	July 2035
BC	33,598,000		GB	126,511,000		PAC I/AD	1.75	FIX	38377NZ64	July 2035
			GC	126,511,000		PAC I/AD	2.00	FIX	38377NZ72	July 2035
			GD	126,511,000		PAC I/AD	2.25	FIX	38377NZ80	July 2035
			GE	126,511,000		PAC I/AD	2.50	FIX	38377NZ98	July 2035
			GH	126,511,000		PAC I/AD	2.75	FIX	38377N2A1	July 2035
			GI	56,227,111		NTL (PAC I/AD)	4.50	FIX/IO	38377N2B9	July 2035
			GJ	126,511,000		PAC I/AD	3.00	FIX	38377N2C7	July 2035
			GK	126,511,000		PAC I/AD	3.25	FIX	38377N2D5	July 2035
			GL	126,511,000		PAC I/AD	3.50	FIX	38377N2E3	July 2035
			GM	112,454,222		PAC I/AD	3.75	FIX	38377N2F0	July 2035
			GN	101,208,800		PAC I/AD	4.00	FIX	38377N2G8	July 2035
			GP	92,008,000		PAC I/AD	4.25	FIX	38377N2H6	July 2035
			GQ	84,340,666		PAC I/AD	4.50	FIX	38377N2J2	July 2035
			GT	72,292,000		PAC I/AD	5.00	FIX	38377N2K9	July 2035
			GU	63,255,500		PAC I/AD	5.50	FIX	38377N2L7	July 2035
			GW	56,227,111		PAC I/AD	6.00	FIX	38377N2M5	July 2035
			GY	50,604,400		PAC I/AD	6.50	FIX	38377N2N3	July 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 5(6)								
BA	\$ 92,913,000	HA	\$ 92,913,000	PAC I/AD	1.50%	FIX	38377N2P8	September 2032
		HB	92,913,000	PAC I/AD	1.75	FIX	38377N2Q6	September 2032
		HC	92,913,000	PAC I/AD	2.00	FIX	38377N2R4	September 2032
		HD	92,913,000	PAC I/AD	2.25	FIX	38377N2S2	September 2032
		HE	92,913,000	PAC I/AD	2.50	FIX	38377N2T0	September 2032
		HG	92,913,000	PAC I/AD	2.75	FIX	38377N2U7	September 2032
		HI	41,294,666	NTL (PAC I/AD)	4.50	FIX/IO	38377N2V5	September 2032
		HJ	92,913,000	PAC I/AD	3.00	FIX	38377N2W3	September 2032
		HK	92,913,000	PAC I/AD	3.25	FIX	38377N2X1	September 2032
		HL	82,589,333	PAC I/AD	3.75	FIX	38377N2Y9	September 2032
		HM	74,330,400	PAC I/AD	4.00	FIX	38377N2Z6	September 2032
		HN	67,573,090	PAC I/AD	4.25	FIX	38377N3A0	September 2032
		HP	61,942,000	PAC I/AD	4.50	FIX	38377N3B8	September 2032
		HQ	53,093,142	PAC I/AD	5.00	FIX	38377N3C6	September 2032
		HT	46,456,500	PAC I/AD	5.50	FIX	38377N3D4	September 2032
		HU	41,294,666	PAC I/AD	6.00	FIX	38377N3E2	September 2032
		HW	37,165,200	PAC I/AD	6.50	FIX	38377N3F9	September 2032
<b>Security Groups 1 and 4</b>								
Combination 6(7)		IM	\$63,698,719	NTL (PT)	2.00%	FIX/IO	38377N3G7	December 2013
IG	\$48,698,719							
IN	15,000,000							
<b>Security Group 6</b>								
Combination 7		IV	\$ 29,882,155	PAC I/AD	4.25%	FIX	38377N3H5	November 2036
VA	\$ 10,000,000							
VB	19,882,155							
Combination 8		LP	\$ 44,882,155	PAC I/AD	4.25%	FIX	38377N3J1	December 2040
VA	\$ 10,000,000							
VB	19,882,155							
LZ	15,000,000							

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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 9(6)										
PA	\$ 90,369,000		LA	\$150,659,313		PAC I/AD	2.00%	FIX	38377N3K8	October 2038
PB	32,641,000		LB	150,659,313		PAC I/AD	2.25	FIX	38377N3L6	October 2038
PC	27,649,313		LC	150,659,313		PAC I/AD	2.50	FIX	38377N3M4	October 2038
			LD	150,659,313		PAC I/AD	2.75	FIX	38377N3N2	October 2038
			LE	150,659,313		PAC I/AD	3.00	FIX	38377N3P7	October 2038
			LG	150,659,313		PAC I/AD	3.25	FIX	38377N3Q5	October 2038
			LH	150,659,313		PAC I/AD	3.50	FIX	38377N3R3	October 2038
			LI	66,959,694		NTL (PAC I/AD)	4.50	FIX/IO	38377N3S1	October 2038
			IJ	133,919,389		PAC I/AD	3.75	FIX	38377N3T9	October 2038
			LK	120,527,450		PAC I/AD	4.00	FIX	38377N3U6	October 2038
			LM	109,570,409		PAC I/AD	4.25	FIX	38377N3V4	October 2038
			LN	100,439,542		PAC I/AD	4.50	FIX	38377N3W2	October 2038
			LQ	86,091,036		PAC I/AD	5.00	FIX	38377N3X0	October 2038
			LT	75,329,656		PAC I/AD	5.50	FIX	38377N3Y8	October 2038
			LU	66,959,694		PAC I/AD	6.00	FIX	38377N3Z5	October 2038
			LW	60,263,725		PAC I/AD	6.50	FIX	38377N4A9	October 2038
			LX	150,659,313		PAC I/AD	1.50	FIX	38377N4B7	October 2038
			LY	150,659,313		PAC I/AD	1.75	FIX	38377N4C5	October 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)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 10(6)										
PA	\$ 90,369,000		WA	\$123,010,000		PAC I/AD	1.50%	FIX	38377N4D3	September 2036
PB	32,641,000		WB	123,010,000		PAC I/AD	1.75	FIX	38377N4E1	September 2036
			WC	123,010,000		PAC I/AD	2.00	FIX	38377N4F8	September 2036
			WD	123,010,000		PAC I/AD	2.25	FIX	38377N4G6	September 2036
			WE	123,010,000		PAC I/AD	2.50	FIX	38377N4H4	September 2036
			WG	123,010,000		PAC I/AD	2.75	FIX	38377N4J0	September 2036
			WH	123,010,000		PAC I/AD	3.00	FIX	38377N4K7	September 2036
			WI	54,671,111		NTL (PAC I/AD)	4.50	FIX/IO	38377N4L5	September 2036
			WJ	123,010,000		PAC I/AD	3.25	FIX	38377N4M3	September 2036
			WK	123,010,000		PAC I/AD	3.50	FIX	38377N4N1	September 2036
			WL	109,342,222		PAC I/AD	3.75	FIX	38377N4P6	September 2036
			WM	98,408,000		PAC I/AD	4.00	FIX	38377N4Q4	September 2036
			WN	89,461,818		PAC I/AD	4.25	FIX	38377N4R2	September 2036
			WP	82,006,666		PAC I/AD	4.50	FIX	38377N4S0	September 2036
			WQ	70,291,428		PAC I/AD	5.00	FIX	38377N4T8	September 2036
			WT	61,505,000		PAC I/AD	5.50	FIX	38377N4U5	September 2036
			WU	54,671,111		PAC I/AD	6.00	FIX	38377N4V3	September 2036
			WY	49,204,000		PAC I/AD	6.50	FIX	38377N4W1	September 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 11(6) PA	\$ 90,369,000	AB	\$ 90,369,000	PAC I/AD	1.50%	FIX	38377N4X9	November 2033		
		AC	90,369,000	PAC I/AD	1.75	FIX	38377N4Y7	November 2033		
		AD	90,369,000	PAC I/AD	2.00	FIX	38377N4Z4	November 2033		
		AE	90,369,000	PAC I/AD	2.25	FIX	38377N5A8	November 2033		
		AG	90,369,000	PAC I/AD	2.50	FIX	38377N5B6	November 2033		
		AH	90,369,000	PAC I/AD	2.75	FIX	38377N5C4	November 2033		
		AI	40,164,000	NTL (PAC I/AD)	4.50	FIX/IO	38377N5D2	November 2033		
		AJ	90,369,000	PAC I/AD	3.00	FIX	38377N5E0	November 2033		
		AK	90,369,000	PAC I/AD	3.25	FIX	38377N5F7	November 2033		
		AL	80,328,000	PAC I/AD	3.75	FIX	38377N5G5	November 2033		
		AM	72,295,200	PAC I/AD	4.00	FIX	38377N5H3	November 2033		
		AN	65,722,909	PAC I/AD	4.25	FIX	38377N5J9	November 2033		
		AP	60,246,000	PAC I/AD	4.50	FIX	38377N5K6	November 2033		
		AQ	51,639,428	PAC I/AD	5.00	FIX	38377N5L4	November 2033		
		AT	45,184,500	PAC I/AD	5.50	FIX	38377N5M2	November 2033		
		AU	40,164,000	PAC I/AD	6.00	FIX	38377N5N0	November 2033		
		AW	36,147,600	PAC I/AD	6.50	FIX	38377N5P5	November 2033		
Security Groups 3 and 6 Combination 12(7)	\$ 31,203,895 23,048,715	WF	\$ 54,252,610	PAC I/AD	(5)	FLT	38377N5Q3	January 2039		
		Combination 13(7)	\$ 27,171,055 27,171,055	FW	\$ 54,342,110	PAC I/AD	(5)	FLT	38377N5R1	January 2039
				FY						

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
<b>Security Group 7</b>										
Combination 14(6)										
YM	\$ 45,789,767		YA	\$ 45,789,767		SC/PAC/AD	2.00%	FIX	38377N5S9	January 2039
			YB	45,789,767		SC/PAC/AD	2.25	FIX	38377N5T7	January 2039
			YC	45,789,767		SC/PAC/AD	2.50	FIX	38377N5U4	January 2039
			YD	45,789,767		SC/PAC/AD	2.75	FIX	38377N5V2	January 2039
			YE	45,789,767		SC/PAC/AD	3.00	FIX	38377N5W0	January 2039
			YG	45,789,767		SC/PAC/AD	3.25	FIX	38377N5X8	January 2039
			YH	45,789,767		SC/PAC/AD	3.50	FIX	38377N5Y6	January 2039
			YI	20,813,530		NTL (SC/PAC/AD)	5.50	FIX/IO	38377N5Z3	January 2039
			YJ	45,789,767		SC/PAC/AD	3.75	FIX	38377N6A7	January 2039
			YK	45,789,767		SC/PAC/AD	4.00	FIX	38377N6B5	January 2039
			YL	45,789,767		SC/PAC/AD	4.25	FIX	38377N6C3	January 2039
<b>Security Group 8</b>										
Combination 15(6)										
UA	\$ 58,913,788		UB	\$ 58,913,788		SC/PAC/AD	4.75%	FIX	38377N6D1	March 2036
			UC	58,913,788		SC/PAC/AD	4.50	FIX	38377N6E9	March 2036
			UD	58,913,788		SC/PAC/AD	4.25	FIX	38377N6F6	March 2036
			UE	58,913,788		SC/PAC/AD	4.00	FIX	38377N6G4	March 2036
			UH	58,913,788		SC/PAC/AD	3.75	FIX	38377N6H2	March 2036
			UI	41,239,651		NTL (SC/PAC/AD)	5.00	FIX/IO	38377N6J8	March 2036
			UJ	58,913,788		SC/PAC/AD	3.50	FIX	38377N6K5	March 2036
			UK	58,913,788		SC/PAC/AD	3.25	FIX	38377N6L3	March 2036
			UL	58,913,788		SC/PAC/AD	3.00	FIX	38377N6M1	March 2036
			UM	58,913,788		SC/PAC/AD	2.75	FIX	38377N6N9	March 2036
			UN	58,913,788		SC/PAC/AD	2.50	FIX	38377N6P4	March 2036
			UP	58,913,788		SC/PAC/AD	2.25	FIX	38377N6Q2	March 2036
			UQ	58,913,788		SC/PAC/AD	2.00	FIX	38377N6R0	March 2036
			UT	58,913,788		SC/PAC/AD	1.75	FIX	38377N6S8	March 2036
			UW	58,913,788		SC/PAC/AD	1.50	FIX	38377N6T6	March 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 9</b>								
Combination 16								
VC	\$ 3,725,000	JV	\$ 13,725,000	SEQ/AD	4.00%	FIX	38377N6U3	December 2030
VD	10,000,000							
Combination 17								
JZ	\$ 11,275,000	JB	\$ 25,000,000	SEQ	4.00%	FIX	38377N6V1	December 2040
VC	3,725,000							
VD	10,000,000							

(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 1, 2, 3, 4, 5, 9, 10, 11, 14 and 15, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) Combinations 6, 12 and 13 are derived from REMIC classes of separate Security Groups.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes CD, CE and CG (in the aggregate)</u>	<u>Classes EA, EB, EC and MD (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, FT and TF (in the aggregate)</u>
Initial Balance . . . . .	\$9,293,000.00	\$111,890,000.00	\$250,000,000.00	\$233,499,801.00
January 2011 . . . . .	9,283,300.12	111,636,538.72	249,141,775.49	232,658,670.53
February 2011 . . . . .	9,268,760.87	111,353,471.39	248,384,503.46	231,857,815.22
March 2011 . . . . .	9,249,395.77	111,040,897.07	247,551,443.32	230,981,017.45
April 2011 . . . . .	9,225,224.76	110,698,933.16	246,642,996.56	230,028,678.15
May 2011 . . . . .	9,196,274.22	110,327,715.31	245,659,623.22	229,001,256.82
June 2011 . . . . .	9,162,577.02	109,927,397.39	244,601,841.61	227,899,271.21
July 2011 . . . . .	9,124,172.44	109,498,151.38	243,470,227.97	226,723,297.02
August 2011 . . . . .	9,081,106.11	109,040,167.31	242,265,415.98	225,473,967.37
September 2011 . . . . .	9,033,430.07	108,553,653.10	240,988,096.32	224,151,972.38
October 2011 . . . . .	8,981,202.61	108,038,834.45	239,639,016.04	222,767,574.61
November 2011 . . . . .	8,924,488.24	107,495,954.68	238,218,977.90	221,324,976.18
December 2011 . . . . .	8,863,357.68	106,925,274.52	236,728,839.67	219,824,770.44
January 2012 . . . . .	8,797,887.64	106,327,072.00	235,169,513.29	218,267,585.87
February 2012 . . . . .	8,728,160.84	105,701,642.14	233,541,964.01	216,654,085.54
March 2012 . . . . .	8,654,265.87	105,049,296.78	231,847,209.45	214,984,966.65
April 2012 . . . . .	8,576,297.02	104,370,364.34	230,086,318.55	213,260,959.90
May 2012 . . . . .	8,494,354.22	103,665,189.52	228,260,410.51	211,482,828.93
June 2012 . . . . .	8,408,542.87	102,934,133.03	226,370,653.62	209,651,369.63
July 2012 . . . . .	8,318,973.72	102,177,571.29	224,418,264.06	207,767,409.52
August 2012 . . . . .	8,225,762.66	101,395,896.14	222,404,504.60	205,831,807.01
September 2012 . . . . .	8,129,030.60	100,589,514.46	220,330,683.24	203,845,450.67
October 2012 . . . . .	8,028,903.27	99,758,847.88	218,198,151.85	201,809,258.45
November 2012 . . . . .	7,925,511.05	98,904,332.36	216,008,304.65	199,724,176.90
December 2012 . . . . .	7,818,988.80	98,026,417.84	213,762,576.74	197,591,180.28
January 2013 . . . . .	7,709,475.58	97,125,567.85	211,462,442.49	195,411,269.79
February 2013 . . . . .	7,597,114.55	96,202,259.10	209,109,413.95	193,185,472.60
March 2013 . . . . .	7,482,052.67	95,256,981.03	206,705,039.12	190,914,840.96
April 2013 . . . . .	7,364,440.51	94,290,235.43	204,320,923.21	188,656,808.29
May 2013 . . . . .	7,244,432.03	93,302,535.95	201,956,902.10	186,411,286.20
June 2013 . . . . .	7,126,563.05	92,321,472.39	199,612,813.00	184,178,186.84
July 2013 . . . . .	7,010,809.58	91,347,002.26	197,288,494.40	181,957,422.88
August 2013 . . . . .	6,897,147.82	90,379,083.34	194,983,786.10	179,748,907.49
September 2013 . . . . .	6,785,554.21	89,417,673.67	192,698,529.14	177,552,554.37
October 2013 . . . . .	6,676,005.39	88,462,731.58	190,432,565.85	175,368,277.72
November 2013 . . . . .	6,568,478.27	87,514,215.62	188,185,739.81	173,195,992.25
December 2013 . . . . .	6,462,949.94	86,572,084.63	185,957,895.83	171,035,613.17

<u>Distribution Date</u>	<u>Classes CD, CE and CG (in the aggregate)</u>	<u>Classes EA, EB, EC and MD (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, FT and TF (in the aggregate)</u>
January 2014 . . . . .	\$6,359,397.71	\$ 85,636,297.70	\$183,748,879.99	\$168,887,056.21
February 2014 . . . . .	6,257,799.12	84,706,814.18	181,558,539.56	166,750,237.57
March 2014. . . . .	6,158,131.91	83,783,593.67	179,386,723.04	164,625,073.95
April 2014. . . . .	6,060,374.05	82,866,596.03	177,233,280.14	162,511,482.55
May 2014 . . . . .	5,964,503.70	81,955,781.36	175,098,061.76	160,409,381.06
June 2014. . . . .	5,870,499.23	81,051,110.03	172,980,919.99	158,318,687.64
July 2014 . . . . .	5,778,339.22	80,152,542.66	170,881,708.11	156,239,320.94
August 2014 . . . . .	5,688,002.47	79,260,040.09	168,800,280.54	154,171,200.09
September 2014 . . . . .	5,599,467.95	78,373,563.43	166,736,492.89	152,114,244.69
October 2014 . . . . .	5,512,714.86	77,493,074.03	164,690,201.90	150,068,374.81
November 2014 . . . . .	5,427,722.58	76,618,533.48	162,661,265.46	148,033,510.99
December 2014 . . . . .	5,344,470.70	75,749,903.61	160,649,542.59	146,009,574.25
January 2015 . . . . .	5,262,939.00	74,887,146.50	158,654,893.43	143,996,486.06
February 2015 . . . . .	5,183,107.45	74,030,224.46	156,677,179.24	141,994,168.34
March 2015. . . . .	5,104,956.22	73,179,100.04	154,716,262.40	140,002,543.49
April 2015. . . . .	5,028,465.66	72,333,736.02	152,772,006.34	138,021,534.34
May 2015 . . . . .	4,953,616.33	71,494,095.42	150,844,275.64	136,051,064.20
June 2015 . . . . .	4,880,388.94	70,660,141.50	148,932,935.90	134,091,056.79
July 2015 . . . . .	4,808,764.42	69,831,837.73	147,037,853.84	132,143,409.75
August 2015 . . . . .	4,738,723.87	69,009,147.83	145,158,897.22	130,211,701.97
September 2015 . . . . .	4,670,248.57	68,192,035.74	143,295,934.85	128,295,801.62
October 2015 . . . . .	4,603,319.99	67,380,465.63	141,448,836.59	126,395,577.89
November 2015 . . . . .	4,537,919.77	66,574,401.89	139,617,473.35	124,510,901.03
December 2015 . . . . .	4,474,029.74	65,773,809.14	137,801,717.05	122,641,642.29
January 2016 . . . . .	4,411,631.87	64,978,652.22	136,001,440.64	120,787,673.95
February 2016 . . . . .	4,350,708.36	64,188,896.19	134,216,518.10	118,948,869.32
March 2016. . . . .	4,291,241.54	63,404,506.33	132,446,824.38	117,125,102.68
April 2016. . . . .	4,233,213.94	62,625,448.14	130,692,235.46	115,316,249.33
May 2016 . . . . .	4,176,608.22	61,851,687.34	128,952,628.30	113,522,185.56
June 2016. . . . .	4,121,407.24	61,083,189.87	127,227,880.82	111,742,788.59
July 2016 . . . . .	4,067,594.03	60,319,921.87	125,517,871.94	109,977,936.68
August 2016 . . . . .	4,015,151.78	59,561,849.70	123,822,481.54	108,227,509.01
September 2016 . . . . .	3,964,063.82	58,808,939.93	122,141,590.46	106,491,385.74
October 2016 . . . . .	3,914,313.68	58,061,159.35	120,475,080.48	104,769,447.95
November 2016 . . . . .	3,865,885.03	57,318,474.95	118,822,834.34	103,061,577.70
December 2016 . . . . .	3,818,761.68	56,580,853.94	117,184,735.69	101,367,657.94
January 2017 . . . . .	3,772,927.65	55,848,263.70	115,560,669.14	99,687,572.57
February 2017 . . . . .	3,728,367.07	55,120,671.87	113,950,520.21	98,021,206.43
March 2017. . . . .	3,685,064.25	54,398,046.26	112,354,175.32	96,368,445.22
April 2017. . . . .	3,643,003.64	53,680,354.88	110,771,521.82	94,729,175.59

<u>Distribution Date</u>	<u>Classes CD, CE and CG (in the aggregate)</u>	<u>Classes EA, EB, EC and MD (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, FT and TF (in the aggregate)</u>
May 2017 . . . . .	\$3,602,169.87	\$ 52,967,565.95	\$109,202,447.93	\$ 93,103,285.06
June 2017 . . . . .	3,562,547.68	52,259,647.90	107,646,842.79	91,490,662.06
July 2017 . . . . .	3,524,121.98	51,556,569.35	106,104,596.41	89,891,195.87
August 2017 . . . . .	3,486,877.84	50,858,299.10	104,575,599.70	88,304,776.70
September 2017 . . . . .	3,450,800.46	50,164,806.19	103,059,744.40	86,731,295.57
October 2017 . . . . .	3,415,875.20	49,476,059.81	101,556,923.16	85,170,644.41
November 2017 . . . . .	3,382,087.56	48,792,029.37	100,067,029.46	83,622,715.98
December 2017 . . . . .	3,349,423.16	48,112,684.47	98,589,957.63	82,087,403.87
January 2018 . . . . .	3,317,867.81	47,437,994.89	97,125,602.87	80,564,602.57
February 2018 . . . . .	3,287,407.42	46,767,930.61	95,673,861.19	79,054,207.35
March 2018 . . . . .	3,258,028.06	46,102,461.79	94,234,629.44	77,556,114.33
April 2018 . . . . .	3,229,715.92	45,441,558.81	92,807,805.29	76,070,220.44
May 2018 . . . . .	3,202,457.37	44,785,192.18	91,393,287.25	74,596,423.46
June 2018 . . . . .	3,176,238.84	44,133,332.66	89,990,974.62	73,134,621.94
July 2018 . . . . .	3,151,046.97	43,485,951.14	88,600,767.50	71,684,715.24
August 2018 . . . . .	3,126,868.50	42,843,018.72	87,222,566.81	70,246,603.53
September 2018 . . . . .	3,103,690.31	42,204,506.68	85,863,715.40	68,827,628.92
October 2018 . . . . .	3,081,499.41	41,570,386.48	84,524,885.38	67,428,462.76
November 2018 . . . . .	3,060,282.92	40,940,629.76	83,205,790.89	66,048,818.44
December 2018 . . . . .	3,040,028.12	40,315,208.34	81,906,150.10	64,688,413.38
January 2019 . . . . .	3,020,722.39	39,694,094.22	80,625,685.10	63,346,968.90
February 2019 . . . . .	3,002,353.26	39,077,259.56	79,364,121.89	62,024,210.23
March 2019 . . . . .	2,984,908.40	38,464,676.71	78,121,190.31	60,719,866.47
April 2019 . . . . .	2,964,966.08	37,859,727.66	76,896,623.98	59,433,670.45
May 2019 . . . . .	2,941,122.25	37,263,777.07	75,690,160.25	58,165,358.76
June 2019 . . . . .	2,913,467.30	36,676,695.43	74,501,540.14	56,914,671.65
July 2019 . . . . .	2,883,289.20	36,098,355.06	73,330,508.33	55,681,353.02
August 2019 . . . . .	2,851,891.38	35,528,630.07	72,176,813.05	54,465,150.32
September 2019 . . . . .	2,819,311.87	34,967,396.36	71,040,206.08	53,265,814.54
October 2019 . . . . .	2,785,587.94	34,414,531.55	69,920,442.67	52,083,100.16
November 2019 . . . . .	2,750,756.08	33,869,915.02	68,817,281.52	50,916,765.09
December 2019 . . . . .	2,714,852.06	33,333,427.82	67,730,484.68	49,766,570.59
January 2020 . . . . .	2,677,910.88	32,804,952.72	66,659,817.59	48,632,281.31
February 2020 . . . . .	2,639,966.85	32,284,374.10	65,605,048.93	47,513,665.13
March 2020 . . . . .	2,601,053.57	31,771,578.00	64,565,950.67	46,410,493.22
April 2020 . . . . .	2,561,203.91	31,266,452.07	63,542,297.96	45,322,539.93
May 2020 . . . . .	2,520,450.11	30,768,885.52	62,533,869.11	44,249,582.78
June 2020 . . . . .	2,478,823.69	30,278,769.16	61,540,445.55	43,191,402.37
July 2020 . . . . .	2,436,355.56	29,795,995.31	60,561,811.77	42,147,782.40
August 2020 . . . . .	2,393,075.91	29,320,457.85	59,597,755.30	41,118,509.58

<u>Distribution Date</u>	<u>Classes CD, CE and CG (in the aggregate)</u>	<u>Classes EA, EB, EC and MD (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, FT and TF (in the aggregate)</u>
September 2020 . . . . .	\$2,349,014.36	\$ 28,852,052.12	\$ 58,648,066.66	\$ 40,103,373.61
October 2020 . . . . .	2,304,199.88	28,390,674.96	57,712,539.29	39,102,167.12
November 2020 . . . . .	2,258,660.82	27,936,224.67	56,790,969.57	38,114,685.67
December 2020 . . . . .	2,212,424.93	27,488,600.99	55,883,156.71	37,140,727.64
January 2021 . . . . .	2,165,519.37	27,047,705.06	54,988,902.76	36,180,094.25
February 2021 . . . . .	2,117,970.71	26,613,439.45	54,108,012.57	35,232,589.54
March 2021 . . . . .	2,069,804.97	26,185,708.07	53,240,293.71	34,298,020.22
April 2021 . . . . .	2,021,047.58	25,764,416.22	52,385,556.47	33,376,195.77
May 2021 . . . . .	1,971,723.42	25,349,470.54	51,543,613.81	32,466,928.29
June 2021 . . . . .	1,921,856.84	24,940,778.98	50,714,281.32	31,570,032.54
July 2021 . . . . .	1,871,471.67	24,538,250.79	49,897,377.20	30,685,325.87
August 2021 . . . . .	1,820,591.19	24,141,796.52	49,092,722.20	29,812,628.19
September 2021 . . . . .	1,769,238.19	23,751,327.98	48,300,139.59	28,951,761.92
October 2021 . . . . .	1,717,434.93	23,366,758.24	47,519,455.15	28,102,551.98
November 2021 . . . . .	1,665,203.19	22,988,001.59	46,750,497.10	27,264,825.73
December 2021 . . . . .	1,612,564.27	22,614,973.53	45,993,096.07	26,438,412.95
January 2022 . . . . .	1,559,538.98	22,247,590.78	45,247,085.12	25,623,145.83
February 2022 . . . . .	1,506,147.67	21,885,771.22	44,512,299.63	24,818,858.89
March 2022 . . . . .	1,452,410.23	21,529,433.91	43,788,577.30	24,025,388.96
April 2022 . . . . .	1,398,346.09	21,178,499.06	43,075,758.15	23,242,575.19
May 2022 . . . . .	1,343,974.23	20,832,888.00	42,373,684.43	22,470,258.95
June 2022 . . . . .	1,289,313.22	20,492,523.19	41,682,200.62	21,708,283.84
July 2022 . . . . .	1,234,381.18	20,157,328.17	41,001,153.42	20,956,495.69
August 2022 . . . . .	1,179,195.82	19,827,227.60	40,330,391.67	20,214,742.45
September 2022 . . . . .	1,123,774.44	19,502,147.18	39,669,766.35	19,482,874.20
October 2022 . . . . .	1,068,133.91	19,182,013.69	39,019,130.55	18,760,743.16
November 2022 . . . . .	1,012,290.75	18,866,754.93	38,378,339.44	18,048,203.60
December 2022 . . . . .	956,261.04	18,556,299.74	37,747,250.23	17,345,111.83
January 2023 . . . . .	900,060.52	18,250,577.97	37,125,722.15	16,651,326.18
February 2023 . . . . .	843,704.52	17,949,520.47	36,513,616.43	15,966,706.97
March 2023 . . . . .	787,208.04	17,653,059.05	35,910,796.25	15,291,116.49
April 2023 . . . . .	730,585.67	17,361,126.54	35,317,126.73	14,624,418.94
May 2023 . . . . .	673,851.69	17,073,656.67	34,732,474.91	13,966,480.45
June 2023 . . . . .	617,019.98	16,790,584.17	34,156,709.69	13,317,169.00
July 2023 . . . . .	560,104.15	16,511,844.65	33,589,701.85	12,676,354.46
August 2023 . . . . .	503,117.42	16,237,374.66	33,031,323.99	12,043,908.49
September 2023 . . . . .	446,072.68	15,967,111.67	32,481,450.50	11,419,704.58
October 2023 . . . . .	388,982.55	15,700,994.00	31,939,957.58	10,803,617.97
November 2023 . . . . .	331,859.25	15,438,960.90	31,406,723.16	10,195,525.69
December 2023 . . . . .	274,714.76	15,180,952.44	30,881,626.90	9,595,306.44

<u>Distribution Date</u>	<u>Classes CD, CE and CG (in the aggregate)</u>	<u>Classes EA, EB, EC and MD (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, FT and TF (in the aggregate)</u>
January 2024 . . . . .	\$ 217,560.74	\$ 14,926,909.57	\$ 30,364,550.20	\$ 9,002,840.69
February 2024 . . . . .	160,408.51	14,676,774.09	29,855,376.10	8,418,010.54
March 2024. . . . .	103,269.17	14,430,488.60	29,353,989.32	7,840,699.76
April 2024. . . . .	46,153.44	14,187,996.56	28,860,276.21	7,270,793.75
May 2024 . . . . .	0.00	13,949,242.19	28,374,124.74	6,708,179.53
June 2024 . . . . .	0.00	13,714,170.56	27,895,424.47	6,152,745.71
July 2024 . . . . .	0.00	13,482,727.48	27,424,066.52	5,604,382.44
August 2024 . . . . .	0.00	13,254,859.56	26,959,943.55	5,062,981.42
September 2024 . . . . .	0.00	13,030,514.16	26,502,949.78	4,528,435.91
October 2024 . . . . .	0.00	12,809,639.40	26,052,980.89	4,000,640.62
November 2024 . . . . .	0.00	12,592,184.14	25,609,934.08	3,479,491.78
December 2024 . . . . .	0.00	12,378,097.98	25,173,707.98	2,964,887.03
January 2025 . . . . .	0.00	12,167,331.22	24,744,202.68	2,456,725.49
February 2025 . . . . .	0.00	11,959,834.90	24,321,319.69	1,954,907.69
March 2025. . . . .	0.00	11,755,560.73	23,904,961.91	1,459,335.53
April 2025. . . . .	0.00	11,554,461.14	23,495,033.65	969,912.35
May 2025 . . . . .	0.00	11,356,489.23	23,091,440.54	486,542.77
June 2025 . . . . .	0.00	11,161,598.76	22,694,089.60	9,132.82
July 2025 . . . . .	0.00	10,969,744.18	22,302,889.14	0.00
August 2025 . . . . .	0.00	10,780,880.56	21,917,748.79	0.00
September 2025 . . . . .	0.00	10,594,963.65	21,538,579.46	0.00
October 2025 . . . . .	0.00	10,411,949.80	21,165,293.35	0.00
November 2025 . . . . .	0.00	10,231,796.01	20,797,803.90	0.00
December 2025 . . . . .	0.00	10,054,459.90	20,436,025.76	0.00
January 2026 . . . . .	0.00	9,879,899.68	20,079,874.85	0.00
February 2026 . . . . .	0.00	9,708,074.17	19,729,268.25	0.00
March 2026. . . . .	0.00	9,538,942.78	19,384,124.23	0.00
April 2026. . . . .	0.00	9,372,465.51	19,044,362.23	0.00
May 2026 . . . . .	0.00	9,208,602.93	18,709,902.86	0.00
June 2026 . . . . .	0.00	9,047,316.17	18,380,667.84	0.00
July 2026 . . . . .	0.00	8,888,566.94	18,056,580.01	0.00
August 2026 . . . . .	0.00	8,732,317.47	17,737,563.32	0.00
September 2026 . . . . .	0.00	8,578,530.56	17,423,542.82	0.00
October 2026 . . . . .	0.00	8,427,169.53	17,114,444.60	0.00
November 2026 . . . . .	0.00	8,278,198.25	16,810,195.85	0.00
December 2026 . . . . .	0.00	8,131,581.08	16,510,724.76	0.00
January 2027 . . . . .	0.00	7,987,282.91	16,215,960.57	0.00
February 2027 . . . . .	0.00	7,845,269.14	15,925,833.54	0.00
March 2027. . . . .	0.00	7,705,505.67	15,640,274.92	0.00
April 2027. . . . .	0.00	7,567,958.88	15,359,216.93	0.00

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May 2027 . . . . .	\$ 0.00	\$ 7,432,595.63	\$ 15,082,592.79	\$ 0.00
June 2027 . . . . .	0.00	7,299,383.29	14,810,336.66	0.00
July 2027 . . . . .	0.00	7,168,289.66	14,542,383.65	0.00
August 2027 . . . . .	0.00	7,039,283.04	14,278,669.80	0.00
September 2027 . . . . .	0.00	6,912,332.18	14,019,132.06	0.00
October 2027 . . . . .	0.00	6,787,406.25	13,763,708.31	0.00
November 2027 . . . . .	0.00	6,664,474.92	13,512,337.29	0.00
December 2027 . . . . .	0.00	6,543,508.25	13,264,958.64	0.00
January 2028 . . . . .	0.00	6,424,476.75	13,021,512.86	0.00
February 2028 . . . . .	0.00	6,307,351.38	12,781,941.31	0.00
March 2028 . . . . .	0.00	6,192,103.49	12,546,186.19	0.00
April 2028 . . . . .	0.00	6,078,704.85	12,314,190.54	0.00
May 2028 . . . . .	0.00	5,967,127.65	12,085,898.20	0.00
June 2028 . . . . .	0.00	5,857,344.47	11,861,253.83	0.00
July 2028 . . . . .	0.00	5,749,328.30	11,640,202.90	0.00
August 2028 . . . . .	0.00	5,643,052.52	11,422,691.65	0.00
September 2028 . . . . .	0.00	5,538,490.89	11,208,667.08	0.00
October 2028 . . . . .	0.00	5,435,617.55	10,998,076.99	0.00
November 2028 . . . . .	0.00	5,334,407.02	10,790,869.91	0.00
December 2028 . . . . .	0.00	5,234,834.18	10,586,995.11	0.00
January 2029 . . . . .	0.00	5,136,874.30	10,386,402.60	0.00
February 2029 . . . . .	0.00	5,040,502.98	10,189,043.11	0.00
March 2029 . . . . .	0.00	4,945,696.19	9,994,868.08	0.00
April 2029 . . . . .	0.00	4,852,430.25	9,803,829.65	0.00
May 2029 . . . . .	0.00	4,760,681.82	9,615,880.65	0.00
June 2029 . . . . .	0.00	4,670,427.90	9,430,974.61	0.00
July 2029 . . . . .	0.00	4,581,645.83	9,249,065.70	0.00
August 2029 . . . . .	0.00	4,494,313.27	9,070,108.77	0.00
September 2029 . . . . .	0.00	4,408,408.21	8,894,059.34	0.00
October 2029 . . . . .	0.00	4,323,908.97	8,720,873.54	0.00
November 2029 . . . . .	0.00	4,240,794.18	8,550,508.15	0.00
December 2029 . . . . .	0.00	4,159,042.77	8,382,920.59	0.00
January 2030 . . . . .	0.00	4,078,633.98	8,218,068.88	0.00
February 2030 . . . . .	0.00	3,999,547.38	8,055,911.64	0.00
March 2030 . . . . .	0.00	3,921,762.81	7,896,408.12	0.00
April 2030 . . . . .	0.00	3,845,260.41	7,739,518.13	0.00
May 2030 . . . . .	0.00	3,770,020.62	7,585,202.09	0.00
June 2030 . . . . .	0.00	3,696,024.15	7,433,420.97	0.00
July 2030 . . . . .	0.00	3,623,252.01	7,284,136.33	0.00
August 2030 . . . . .	0.00	3,551,685.47	7,137,310.26	0.00

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September 2030 . . . . .	\$ 0.00	\$ 3,481,306.09	\$ 6,992,905.43	\$ 0.00
October 2030 . . . . .	0.00	3,412,095.69	6,850,885.03	0.00
November 2030 . . . . .	0.00	3,344,036.36	6,711,212.80	0.00
December 2030 . . . . .	0.00	3,277,110.45	6,573,853.00	0.00
January 2031 . . . . .	0.00	3,211,300.58	6,438,770.42	0.00
February 2031 . . . . .	0.00	3,146,589.60	6,305,930.35	0.00
March 2031 . . . . .	0.00	3,082,960.64	6,175,298.60	0.00
April 2031 . . . . .	0.00	3,020,397.05	6,046,841.45	0.00
May 2031 . . . . .	0.00	2,958,882.45	5,920,525.70	0.00
June 2031 . . . . .	0.00	2,898,400.69	5,796,318.63	0.00
July 2031 . . . . .	0.00	2,838,935.86	5,674,187.98	0.00
August 2031 . . . . .	0.00	2,780,472.27	5,554,101.98	0.00
September 2031 . . . . .	0.00	2,722,994.47	5,436,029.32	0.00
October 2031 . . . . .	0.00	2,666,487.25	5,319,939.14	0.00
November 2031 . . . . .	0.00	2,610,935.61	5,205,801.03	0.00
December 2031 . . . . .	0.00	2,556,324.77	5,093,585.03	0.00
January 2032 . . . . .	0.00	2,502,640.17	4,983,261.63	0.00
February 2032 . . . . .	0.00	2,449,867.46	4,874,801.72	0.00
March 2032 . . . . .	0.00	2,397,992.53	4,768,176.65	0.00
April 2032 . . . . .	0.00	2,347,001.43	4,663,358.17	0.00
May 2032 . . . . .	0.00	2,296,880.45	4,560,318.44	0.00
June 2032 . . . . .	0.00	2,247,616.08	4,459,030.05	0.00
July 2032 . . . . .	0.00	2,199,195.00	4,359,465.97	0.00
August 2032 . . . . .	0.00	2,151,604.09	4,261,599.58	0.00
September 2032 . . . . .	0.00	2,104,830.42	4,165,404.63	0.00
October 2032 . . . . .	0.00	2,058,861.26	4,070,855.29	0.00
November 2032 . . . . .	0.00	2,013,684.07	3,977,926.08	0.00
December 2032 . . . . .	0.00	1,969,286.47	3,886,591.90	0.00
January 2033 . . . . .	0.00	1,925,656.30	3,796,828.04	0.00
February 2033 . . . . .	0.00	1,882,781.55	3,708,610.12	0.00
March 2033 . . . . .	0.00	1,840,650.41	3,621,914.14	0.00
April 2033 . . . . .	0.00	1,799,251.24	3,536,716.45	0.00
May 2033 . . . . .	0.00	1,758,572.56	3,452,993.74	0.00
June 2033 . . . . .	0.00	1,718,603.07	3,370,723.06	0.00
July 2033 . . . . .	0.00	1,679,331.63	3,289,881.79	0.00
August 2033 . . . . .	0.00	1,640,747.29	3,210,447.63	0.00
September 2033 . . . . .	0.00	1,602,839.24	3,132,398.63	0.00
October 2033 . . . . .	0.00	1,565,596.82	3,055,713.16	0.00
November 2033 . . . . .	0.00	1,529,009.57	2,980,369.89	0.00
December 2033 . . . . .	0.00	1,493,067.14	2,906,347.82	0.00

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January 2034 . . . . .	\$ 0.00	\$ 1,457,759.36	\$ 2,833,626.28	\$ 0.00
February 2034 . . . . .	0.00	1,423,076.22	2,762,184.87	0.00
March 2034. . . . .	0.00	1,389,007.82	2,692,003.50	0.00
April 2034. . . . .	0.00	1,355,544.45	2,623,062.41	0.00
May 2034 . . . . .	0.00	1,322,676.53	2,555,342.08	0.00
June 2034 . . . . .	0.00	1,290,394.61	2,488,823.33	0.00
July 2034 . . . . .	0.00	1,258,689.40	2,423,487.23	0.00
August 2034 . . . . .	0.00	1,227,551.74	2,359,315.14	0.00
September 2034 . . . . .	0.00	1,196,972.61	2,296,288.70	0.00
October 2034 . . . . .	0.00	1,166,943.12	2,234,389.82	0.00
November 2034 . . . . .	0.00	1,137,454.51	2,173,600.69	0.00
December 2034 . . . . .	0.00	1,108,498.17	2,113,903.74	0.00
January 2035 . . . . .	0.00	1,080,065.60	2,055,281.69	0.00
February 2035 . . . . .	0.00	1,052,148.44	1,997,717.49	0.00
March 2035. . . . .	0.00	1,024,738.44	1,941,194.37	0.00
April 2035. . . . .	0.00	997,827.48	1,885,695.78	0.00
May 2035 . . . . .	0.00	971,407.58	1,831,205.45	0.00
June 2035 . . . . .	0.00	945,470.86	1,777,707.33	0.00
July 2035 . . . . .	0.00	920,009.55	1,725,185.61	0.00
August 2035 . . . . .	0.00	895,016.03	1,673,624.72	0.00
September 2035 . . . . .	0.00	870,482.77	1,623,009.34	0.00
October 2035 . . . . .	0.00	846,402.35	1,573,324.35	0.00
November 2035 . . . . .	0.00	822,767.48	1,524,554.87	0.00
December 2035 . . . . .	0.00	799,570.97	1,476,686.23	0.00
January 2036 . . . . .	0.00	776,805.73	1,429,704.02	0.00
February 2036 . . . . .	0.00	754,464.79	1,383,593.99	0.00
March 2036. . . . .	0.00	732,541.28	1,338,342.14	0.00
April 2036. . . . .	0.00	711,028.45	1,293,934.67	0.00
May 2036 . . . . .	0.00	689,919.61	1,250,357.99	0.00
June 2036 . . . . .	0.00	669,208.22	1,207,598.71	0.00
July 2036 . . . . .	0.00	648,887.82	1,165,643.64	0.00
August 2036 . . . . .	0.00	628,952.02	1,124,479.79	0.00
September 2036 . . . . .	0.00	609,394.58	1,084,094.36	0.00
October 2036 . . . . .	0.00	590,209.31	1,044,474.76	0.00
November 2036 . . . . .	0.00	571,390.14	1,005,608.58	0.00
December 2036 . . . . .	0.00	552,931.07	967,483.58	0.00
January 2037 . . . . .	0.00	534,826.22	930,087.73	0.00
February 2037 . . . . .	0.00	517,069.77	893,409.17	0.00
March 2037. . . . .	0.00	499,656.01	857,436.21	0.00
April 2037. . . . .	0.00	482,579.31	822,157.36	0.00

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May 2037 . . . . .	\$ 0.00	\$ 465,834.12	\$ 787,561.29	\$ 0.00
June 2037 . . . . .	0.00	449,414.99	753,636.83	0.00
July 2037 . . . . .	0.00	433,316.52	720,373.00	0.00
August 2037 . . . . .	0.00	417,533.44	687,758.97	0.00
September 2037 . . . . .	0.00	402,060.52	655,784.08	0.00
October 2037 . . . . .	0.00	386,892.63	624,437.84	0.00
November 2037 . . . . .	0.00	372,024.72	593,709.90	0.00
December 2037 . . . . .	0.00	357,451.80	563,590.09	0.00
January 2038 . . . . .	0.00	343,168.97	534,068.38	0.00
February 2038 . . . . .	0.00	329,171.41	505,134.88	0.00
March 2038 . . . . .	0.00	315,454.36	476,779.89	0.00
April 2038 . . . . .	0.00	302,013.14	448,993.82	0.00
May 2038 . . . . .	0.00	288,843.14	421,767.24	0.00
June 2038 . . . . .	0.00	275,939.83	395,090.86	0.00
July 2038 . . . . .	0.00	263,298.74	368,955.54	0.00
August 2038 . . . . .	0.00	250,915.47	343,352.28	0.00
September 2038 . . . . .	0.00	238,785.68	318,272.20	0.00
October 2038 . . . . .	0.00	226,905.12	293,706.57	0.00
November 2038 . . . . .	0.00	215,269.58	269,646.79	0.00
December 2038 . . . . .	0.00	203,874.93	246,084.40	0.00
January 2039 . . . . .	0.00	192,717.10	223,011.05	0.00
February 2039 . . . . .	0.00	181,792.08	200,418.54	0.00
March 2039 . . . . .	0.00	171,095.93	178,298.78	0.00
April 2039 . . . . .	0.00	160,624.76	156,643.82	0.00
May 2039 . . . . .	0.00	150,374.75	135,445.81	0.00
June 2039 . . . . .	0.00	140,342.14	114,697.03	0.00
July 2039 . . . . .	0.00	130,523.21	94,389.90	0.00
August 2039 . . . . .	0.00	120,914.32	74,516.91	0.00
September 2039 . . . . .	0.00	111,511.88	55,070.72	0.00
October 2039 . . . . .	0.00	102,312.35	36,044.07	0.00
November 2039 . . . . .	0.00	93,312.24	17,429.81	0.00
December 2039 . . . . .	0.00	84,508.14	0.00	0.00
January 2040 . . . . .	0.00	75,896.67	0.00	0.00
February 2040 . . . . .	0.00	67,474.51	0.00	0.00
March 2040 . . . . .	0.00	59,238.39	0.00	0.00
April 2040 . . . . .	0.00	51,185.08	0.00	0.00
May 2040 . . . . .	0.00	43,311.44	0.00	0.00
June 2040 . . . . .	0.00	35,614.32	0.00	0.00
July 2040 . . . . .	0.00	28,090.67	0.00	0.00
August 2040 . . . . .	0.00	20,737.47	0.00	0.00

<u>Distribution Date</u>	<u>Classes CD, CE and CG (in the aggregate)</u>	<u>Classes EA, EB, EC and MD (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, CA, CZ, FT, KZ and TF (in the aggregate)</u>	<u>Classes BA, BC, BD, BE, FT and TF (in the aggregate)</u>
September 2040 . . . . .	\$ 0.00	\$ 13,551.74	\$ 0.00	\$ 0.00
October 2040 . . . . .	0.00	6,530.55	0.00	0.00
November 2040 and thereafter . . . . .	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Class CA</u>	<u>Class TF</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>	
				<u>Class CB</u>
Initial Balance . . .	\$4,236,762.00	\$31,203,895.00	\$250,000,000.00	\$4,236,762.00
January 2011 . . . . .	4,176,234.95	31,053,302.32	249,141,775.49	4,176,234.96
February 2011 . . . . .	4,176,231.40	30,902,008.74	248,384,503.46	4,176,231.40
March 2011 . . . . .	4,176,227.83	30,750,012.52	247,551,443.32	4,176,227.83
April 2011 . . . . .	4,176,224.25	30,597,311.92	246,642,996.56	4,176,224.25
May 2011 . . . . .	4,176,220.66	30,443,905.17	245,659,623.22	4,176,220.66
June 2011 . . . . .	4,176,217.06	30,289,790.53	244,601,841.61	4,176,217.06
July 2011 . . . . .	4,176,213.44	30,134,966.23	243,470,227.97	4,176,213.44
August 2011 . . . . .	4,176,209.81	29,979,430.52	242,265,415.98	4,176,209.81
September 2011 . . . . .	4,176,206.16	29,823,181.62	240,988,096.32	4,176,206.16
October 2011 . . . . .	4,166,686.45	29,666,217.77	239,639,016.04	4,166,686.46
November 2011 . . . . .	4,144,250.73	29,508,537.17	238,218,977.90	4,144,250.73
December 2011 . . . . .	4,109,162.88	29,350,138.07	236,728,839.67	4,109,162.87
January 2012 . . . . .	4,061,705.77	29,191,018.66	235,169,513.29	4,061,705.77
February 2012 . . . . .	4,002,181.04	29,031,177.16	233,541,964.01	4,002,181.04
March 2012 . . . . .	3,930,908.52	28,870,611.79	231,847,209.45	3,930,908.53
April 2012 . . . . .	3,848,225.90	28,709,320.73	230,086,318.55	3,848,225.90
May 2012 . . . . .	3,754,488.15	28,547,302.19	228,260,410.51	3,754,488.15
June 2012 . . . . .	3,650,067.10	28,384,554.36	226,370,653.62	3,650,067.10
July 2012 . . . . .	3,535,350.84	28,221,075.43	224,418,264.06	3,535,350.84
August 2012 . . . . .	3,410,743.15	28,056,863.60	222,404,504.60	3,410,743.14
September 2012 . . . . .	3,276,662.88	27,891,917.02	220,330,683.24	3,276,662.87
October 2012 . . . . .	3,133,543.35	27,726,233.90	218,198,151.85	3,133,543.35
November 2012 . . . . .	2,981,831.67	27,559,812.39	216,008,304.65	2,981,831.68
December 2012 . . . . .	2,821,988.08	27,392,650.66	213,762,576.74	2,821,988.08
January 2013 . . . . .	2,654,485.17	27,224,746.88	211,462,442.49	2,654,485.16
February 2013 . . . . .	2,479,807.22	27,056,099.21	209,109,413.95	2,479,807.21
March 2013 . . . . .	2,298,449.39	26,886,705.80	206,705,039.12	2,298,449.39
April 2013 . . . . .	2,124,582.87	26,716,685.09	204,320,923.21	2,124,582.88
May 2013 . . . . .	1,958,131.34	26,546,034.69	201,956,902.10	1,958,131.35
June 2013 . . . . .	1,799,019.26	26,374,752.18	199,612,813.00	1,799,019.26
July 2013 . . . . .	1,647,171.84	26,202,835.15	197,288,494.40	1,647,171.85
August 2013 . . . . .	1,502,515.12	26,030,281.16	194,983,786.10	1,502,515.13
September 2013 . . . . .	1,364,975.83	25,857,087.77	192,698,529.14	1,364,975.84
October 2013 . . . . .	1,234,481.48	25,683,252.54	190,432,565.85	1,234,481.49
November 2013 . . . . .	1,110,960.35	25,508,773.02	188,185,739.81	1,110,960.36
December 2013 . . . . .	994,341.41	25,333,646.72	185,957,895.83	994,341.41
January 2014 . . . . .	884,554.41	25,157,871.18	183,748,879.99	884,554.41
February 2014 . . . . .	781,529.79	24,981,443.91	181,558,539.56	781,529.79
March 2014 . . . . .	685,198.74	24,804,362.41	179,386,723.04	685,198.73

<u>Distribution Date</u>	<u>Class CA</u>	<u>Class TF</u>	<u>Classes CB, FY,</u>	<u>Class CB</u>
			<u>LZ, PA, PB, PC, VA, VB, YF, ZC and ZP</u> <u>(in the aggregate)</u>	
April 2014 . . . . .	\$ 595,493.14	\$24,626,624.19	\$177,233,280.14	\$ 595,493.14
May 2014 . . . . .	512,345.59	24,448,226.71	175,098,061.76	512,345.59
June 2014 . . . . .	435,689.39	24,269,167.47	172,980,919.99	435,689.38
July 2014 . . . . .	365,458.53	24,089,443.93	170,881,708.11	365,458.53
August 2014 . . . . .	301,587.69	23,909,053.54	168,800,280.54	301,587.69
September 2014 . . . . .	244,012.24	23,727,993.75	166,736,492.89	244,012.24
October 2014 . . . . .	192,668.21	23,546,262.00	164,690,201.90	192,668.21
November 2014 . . . . .	147,492.32	23,363,855.71	162,661,265.46	147,492.32
December 2014 . . . . .	108,421.92	23,180,772.30	160,649,542.59	108,421.92
January 2015 . . . . .	75,395.06	22,997,009.18	158,654,893.43	75,395.06
February 2015 . . . . .	48,350.42	22,812,563.74	156,677,179.24	48,350.43
March 2015 . . . . .	27,227.34	22,627,433.37	154,716,262.40	27,227.34
April 2015 . . . . .	11,965.78	22,441,615.46	152,772,006.34	11,965.77
May 2015 . . . . .	2,506.34	22,255,107.35	150,844,275.64	2,506.35
June 2015 . . . . .	0.00	22,067,906.43	148,932,935.90	0.00
July 2015 . . . . .	0.00	21,880,010.02	147,037,853.84	0.00
August 2015 . . . . .	0.00	21,691,415.47	145,158,897.22	0.00
September 2015 . . . . .	0.00	21,502,120.10	143,295,934.85	0.00
October 2015 . . . . .	0.00	21,312,121.23	141,448,836.59	0.00
November 2015 . . . . .	0.00	21,121,416.16	139,617,473.35	0.00
December 2015 . . . . .	0.00	20,930,002.20	137,801,717.05	0.00
January 2016 . . . . .	0.00	20,737,876.62	136,001,440.64	0.00
February 2016 . . . . .	0.00	20,545,036.70	134,216,518.10	0.00
March 2016 . . . . .	0.00	20,351,479.70	132,446,824.38	0.00
April 2016 . . . . .	0.00	20,157,202.88	130,692,235.46	0.00
May 2016 . . . . .	0.00	19,962,203.48	128,952,628.30	0.00
June 2016 . . . . .	0.00	19,766,478.74	127,227,880.82	0.00
July 2016 . . . . .	0.00	19,570,025.87	125,517,871.94	0.00
August 2016 . . . . .	0.00	19,372,842.09	123,822,481.54	0.00
September 2016 . . . . .	0.00	19,174,924.60	122,141,590.46	0.00
October 2016 . . . . .	0.00	18,976,270.58	120,475,080.48	0.00
November 2016 . . . . .	0.00	18,776,877.22	118,822,834.34	0.00
December 2016 . . . . .	0.00	18,576,741.68	117,184,735.69	0.00
January 2017 . . . . .	0.00	18,375,861.13	115,560,669.14	0.00
February 2017 . . . . .	0.00	18,174,232.70	113,950,520.21	0.00
March 2017 . . . . .	0.00	17,971,853.54	112,354,175.32	0.00
April 2017 . . . . .	0.00	17,768,720.77	110,771,521.82	0.00
May 2017 . . . . .	0.00	17,564,831.50	109,202,447.93	0.00
June 2017 . . . . .	0.00	17,360,182.83	107,646,842.79	0.00
July 2017 . . . . .	0.00	17,154,771.85	106,104,596.41	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
August 2017 . . . . .	\$ 0.00	\$16,948,595.65	\$104,575,599.70	\$ 0.00
September 2017 . . . . .	0.00	16,741,651.30	103,059,744.40	0.00
October 2017 . . . . .	0.00	16,533,935.85	101,556,923.16	0.00
November 2017 . . . . .	0.00	16,325,446.34	100,067,029.46	0.00
December 2017 . . . . .	0.00	16,116,179.82	98,589,957.63	0.00
January 2018 . . . . .	0.00	15,906,133.30	97,125,602.87	0.00
February 2018 . . . . .	0.00	15,695,303.81	95,673,861.19	0.00
March 2018. . . . .	0.00	15,483,688.33	94,234,629.44	0.00
April 2018. . . . .	0.00	15,271,283.86	92,807,805.29	0.00
May 2018 . . . . .	0.00	15,058,087.37	91,393,287.25	0.00
June 2018 . . . . .	0.00	14,844,095.84	89,990,974.62	0.00
July 2018 . . . . .	0.00	14,629,306.21	88,600,767.50	0.00
August 2018 . . . . .	0.00	14,413,715.43	87,222,566.81	0.00
September 2018 . . . . .	0.00	14,197,320.43	85,863,715.40	0.00
October 2018 . . . . .	0.00	13,980,118.13	84,524,885.38	0.00
November 2018 . . . . .	0.00	13,762,105.43	83,205,790.89	0.00
December 2018 . . . . .	0.00	13,543,279.24	81,906,150.10	0.00
January 2019 . . . . .	0.00	13,323,636.43	80,625,685.10	0.00
February 2019 . . . . .	0.00	13,103,173.88	79,364,121.89	0.00
March 2019. . . . .	0.00	12,881,888.44	78,121,190.31	0.00
April 2019. . . . .	0.00	12,659,776.96	76,896,623.98	0.00
May 2019 . . . . .	0.00	12,436,836.28	75,690,160.25	0.00
June 2019 . . . . .	0.00	12,213,063.22	74,501,540.14	0.00
July 2019 . . . . .	0.00	11,988,454.60	73,330,508.33	0.00
August 2019 . . . . .	0.00	11,763,007.20	72,176,813.05	0.00
September 2019 . . . . .	0.00	11,536,717.83	71,040,206.08	0.00
October 2019 . . . . .	0.00	11,309,583.24	69,920,442.67	0.00
November 2019 . . . . .	0.00	11,081,600.20	68,817,281.52	0.00
December 2019 . . . . .	0.00	10,852,765.47	67,730,484.68	0.00
January 2020 . . . . .	0.00	10,623,075.78	66,659,817.59	0.00
February 2020 . . . . .	0.00	10,392,527.85	65,605,048.93	0.00
March 2020. . . . .	0.00	10,161,118.39	64,565,950.67	0.00
April 2020. . . . .	0.00	9,928,844.11	63,542,297.96	0.00
May 2020 . . . . .	0.00	9,695,701.68	62,533,869.11	0.00
June 2020 . . . . .	0.00	9,461,687.79	61,540,445.55	0.00
July 2020 . . . . .	0.00	9,226,799.10	60,561,811.77	0.00
August 2020 . . . . .	0.00	8,991,032.24	59,597,755.30	0.00
September 2020 . . . . .	0.00	8,754,383.86	58,648,066.66	0.00
October 2020 . . . . .	0.00	8,516,850.59	57,712,539.29	0.00
November 2020 . . . . .	0.00	8,279,070.80	56,790,969.57	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
December 2020 . . .	\$ 0.00	\$ 8,044,741.18	\$ 55,883,156.71	\$ 0.00
January 2021 . . . .	0.00	7,813,807.74	54,988,902.76	0.00
February 2021 . . .	0.00	7,586,217.32	54,108,012.57	0.00
March 2021 . . . . .	0.00	7,361,917.55	53,240,293.71	0.00
April 2021 . . . . .	0.00	7,140,856.83	52,385,556.47	0.00
May 2021 . . . . .	0.00	6,922,984.35	51,543,613.81	0.00
June 2021 . . . . .	0.00	6,708,250.03	50,714,281.32	0.00
July 2021 . . . . .	0.00	6,496,604.57	49,897,377.20	0.00
August 2021 . . . . .	0.00	6,287,999.40	49,092,722.20	0.00
September 2021 . .	0.00	6,082,386.65	48,300,139.59	0.00
October 2021 . . . .	0.00	5,879,719.19	47,519,455.15	0.00
November 2021 . .	0.00	5,679,950.59	46,750,497.10	0.00
December 2021 . .	0.00	5,483,035.11	45,993,096.07	0.00
January 2022 . . . .	0.00	5,288,927.71	45,247,085.12	0.00
February 2022 . . .	0.00	5,097,583.99	44,512,299.63	0.00
March 2022 . . . . .	0.00	4,908,960.24	43,788,577.30	0.00
April 2022 . . . . .	0.00	4,723,013.40	43,075,758.15	0.00
May 2022 . . . . .	0.00	4,539,701.05	42,373,684.43	0.00
June 2022 . . . . .	0.00	4,358,981.41	41,682,200.62	0.00
July 2022 . . . . .	0.00	4,180,813.31	41,001,153.42	0.00
August 2022 . . . . .	0.00	4,005,156.22	40,330,391.67	0.00
September 2022 . .	0.00	3,831,970.19	39,669,766.35	0.00
October 2022 . . . .	0.00	3,661,215.89	39,019,130.55	0.00
November 2022 . .	0.00	3,492,854.57	38,378,339.44	0.00
December 2022 . .	0.00	3,326,848.06	37,747,250.23	0.00
January 2023 . . . .	0.00	3,163,158.75	37,125,722.15	0.00
February 2023 . . .	0.00	3,001,749.62	36,513,616.43	0.00
March 2023 . . . . .	0.00	2,842,584.18	35,910,796.25	0.00
April 2023 . . . . .	0.00	2,685,626.49	35,317,126.73	0.00
May 2023 . . . . .	0.00	2,530,841.16	34,732,474.91	0.00
June 2023 . . . . .	0.00	2,378,193.32	34,156,709.69	0.00
July 2023 . . . . .	0.00	2,227,648.63	33,589,701.85	0.00
August 2023 . . . . .	0.00	2,079,173.26	33,031,323.99	0.00
September 2023 . .	0.00	1,932,733.88	32,481,450.50	0.00
October 2023 . . . .	0.00	1,788,297.67	31,939,957.58	0.00
November 2023 . .	0.00	1,645,832.30	31,406,723.16	0.00
December 2023 . .	0.00	1,505,305.92	30,881,626.90	0.00
January 2024 . . . .	0.00	1,366,687.16	30,364,550.20	0.00
February 2024 . . .	0.00	1,229,945.12	29,855,376.10	0.00
March 2024 . . . . .	0.00	1,095,049.36	29,353,989.32	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
April 2024 . . . . .	\$ 0.00	\$ 961,969.90	\$ 28,860,276.21	\$ 0.00
May 2024 . . . . .	0.00	830,677.21	28,374,124.74	0.00
June 2024 . . . . .	0.00	701,142.20	27,895,424.47	0.00
July 2024 . . . . .	0.00	573,336.22	27,424,066.52	0.00
August 2024 . . . . .	0.00	447,231.05	26,959,943.55	0.00
September 2024 . . . . .	0.00	322,798.89	26,502,949.78	0.00
October 2024 . . . . .	0.00	200,012.34	26,052,980.89	0.00
November 2024 . . . . .	0.00	78,844.45	25,609,934.08	0.00
December 2024 . . . . .	0.00	0.00	25,173,707.98	0.00
January 2025 . . . . .	0.00	0.00	24,744,202.68	0.00
February 2025 . . . . .	0.00	0.00	24,321,319.69	0.00
March 2025 . . . . .	0.00	0.00	23,904,961.91	0.00
April 2025 . . . . .	0.00	0.00	23,495,033.65	0.00
May 2025 . . . . .	0.00	0.00	23,091,440.54	0.00
June 2025 . . . . .	0.00	0.00	22,694,089.60	0.00
July 2025 . . . . .	0.00	0.00	22,302,889.14	0.00
August 2025 . . . . .	0.00	0.00	21,917,748.79	0.00
September 2025 . . . . .	0.00	0.00	21,538,579.46	0.00
October 2025 . . . . .	0.00	0.00	21,165,293.35	0.00
November 2025 . . . . .	0.00	0.00	20,797,803.90	0.00
December 2025 . . . . .	0.00	0.00	20,436,025.76	0.00
January 2026 . . . . .	0.00	0.00	20,079,874.85	0.00
February 2026 . . . . .	0.00	0.00	19,729,268.25	0.00
March 2026 . . . . .	0.00	0.00	19,384,124.23	0.00
April 2026 . . . . .	0.00	0.00	19,044,362.23	0.00
May 2026 . . . . .	0.00	0.00	18,709,902.86	0.00
June 2026 . . . . .	0.00	0.00	18,380,667.84	0.00
July 2026 . . . . .	0.00	0.00	18,056,580.01	0.00
August 2026 . . . . .	0.00	0.00	17,737,563.32	0.00
September 2026 . . . . .	0.00	0.00	17,423,542.82	0.00
October 2026 . . . . .	0.00	0.00	17,114,444.60	0.00
November 2026 . . . . .	0.00	0.00	16,810,195.85	0.00
December 2026 . . . . .	0.00	0.00	16,510,724.76	0.00
January 2027 . . . . .	0.00	0.00	16,215,960.57	0.00
February 2027 . . . . .	0.00	0.00	15,925,833.54	0.00
March 2027 . . . . .	0.00	0.00	15,640,274.92	0.00
April 2027 . . . . .	0.00	0.00	15,359,216.93	0.00
May 2027 . . . . .	0.00	0.00	15,082,592.79	0.00
June 2027 . . . . .	0.00	0.00	14,810,336.66	0.00
July 2027 . . . . .	0.00	0.00	14,542,383.65	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
August 2027 . . . . .	\$ 0.00	\$ 0.00	\$ 14,278,669.80	\$ 0.00
September 2027 . . . . .	0.00	0.00	14,019,132.06	0.00
October 2027 . . . . .	0.00	0.00	13,763,708.31	0.00
November 2027 . . . . .	0.00	0.00	13,512,337.29	0.00
December 2027 . . . . .	0.00	0.00	13,264,958.64	0.00
January 2028 . . . . .	0.00	0.00	13,021,512.86	0.00
February 2028 . . . . .	0.00	0.00	12,781,941.31	0.00
March 2028. . . . .	0.00	0.00	12,546,186.19	0.00
April 2028. . . . .	0.00	0.00	12,314,190.54	0.00
May 2028 . . . . .	0.00	0.00	12,085,898.20	0.00
June 2028 . . . . .	0.00	0.00	11,861,253.83	0.00
July 2028 . . . . .	0.00	0.00	11,640,202.90	0.00
August 2028 . . . . .	0.00	0.00	11,422,691.65	0.00
September 2028 . . . . .	0.00	0.00	11,208,667.08	0.00
October 2028 . . . . .	0.00	0.00	10,998,076.99	0.00
November 2028 . . . . .	0.00	0.00	10,790,869.91	0.00
December 2028 . . . . .	0.00	0.00	10,586,995.11	0.00
January 2029 . . . . .	0.00	0.00	10,386,402.60	0.00
February 2029 . . . . .	0.00	0.00	10,189,043.11	0.00
March 2029. . . . .	0.00	0.00	9,994,868.08	0.00
April 2029. . . . .	0.00	0.00	9,803,829.65	0.00
May 2029 . . . . .	0.00	0.00	9,615,880.65	0.00
June 2029 . . . . .	0.00	0.00	9,430,974.61	0.00
July 2029 . . . . .	0.00	0.00	9,249,065.70	0.00
August 2029 . . . . .	0.00	0.00	9,070,108.77	0.00
September 2029 . . . . .	0.00	0.00	8,894,059.34	0.00
October 2029 . . . . .	0.00	0.00	8,720,873.54	0.00
November 2029 . . . . .	0.00	0.00	8,550,508.15	0.00
December 2029 . . . . .	0.00	0.00	8,382,920.59	0.00
January 2030 . . . . .	0.00	0.00	8,218,068.88	0.00
February 2030 . . . . .	0.00	0.00	8,055,911.64	0.00
March 2030. . . . .	0.00	0.00	7,896,408.12	0.00
April 2030. . . . .	0.00	0.00	7,739,518.13	0.00
May 2030 . . . . .	0.00	0.00	7,585,202.09	0.00
June 2030 . . . . .	0.00	0.00	7,433,420.97	0.00
July 2030 . . . . .	0.00	0.00	7,284,136.33	0.00
August 2030 . . . . .	0.00	0.00	7,137,310.26	0.00
September 2030 . . . . .	0.00	0.00	6,992,905.43	0.00
October 2030 . . . . .	0.00	0.00	6,850,885.03	0.00
November 2030 . . . . .	0.00	0.00	6,711,212.80	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
December 2030 . .	\$ 0.00	\$ 0.00	\$ 6,573,853.00	\$ 0.00
January 2031 . . . .	0.00	0.00	6,438,770.42	0.00
February 2031 . . .	0.00	0.00	6,305,930.35	0.00
March 2031 . . . . .	0.00	0.00	6,175,298.60	0.00
April 2031 . . . . .	0.00	0.00	6,046,841.45	0.00
May 2031 . . . . .	0.00	0.00	5,920,525.70	0.00
June 2031 . . . . .	0.00	0.00	5,796,318.63	0.00
July 2031 . . . . .	0.00	0.00	5,674,187.98	0.00
August 2031 . . . . .	0.00	0.00	5,554,101.98	0.00
September 2031 . .	0.00	0.00	5,436,029.32	0.00
October 2031 . . . .	0.00	0.00	5,319,939.14	0.00
November 2031 . .	0.00	0.00	5,205,801.03	0.00
December 2031 . .	0.00	0.00	5,093,585.03	0.00
January 2032 . . . .	0.00	0.00	4,983,261.63	0.00
February 2032 . . .	0.00	0.00	4,874,801.72	0.00
March 2032 . . . . .	0.00	0.00	4,768,176.65	0.00
April 2032 . . . . .	0.00	0.00	4,663,358.17	0.00
May 2032 . . . . .	0.00	0.00	4,560,318.44	0.00
June 2032 . . . . .	0.00	0.00	4,459,030.05	0.00
July 2032 . . . . .	0.00	0.00	4,359,465.97	0.00
August 2032 . . . . .	0.00	0.00	4,261,599.58	0.00
September 2032 . .	0.00	0.00	4,165,404.63	0.00
October 2032 . . . .	0.00	0.00	4,070,855.29	0.00
November 2032 . .	0.00	0.00	3,977,926.08	0.00
December 2032 . .	0.00	0.00	3,886,591.90	0.00
January 2033 . . . .	0.00	0.00	3,796,828.04	0.00
February 2033 . . .	0.00	0.00	3,708,610.12	0.00
March 2033 . . . . .	0.00	0.00	3,621,914.14	0.00
April 2033 . . . . .	0.00	0.00	3,536,716.45	0.00
May 2033 . . . . .	0.00	0.00	3,452,993.74	0.00
June 2033 . . . . .	0.00	0.00	3,370,723.06	0.00
July 2033 . . . . .	0.00	0.00	3,289,881.79	0.00
August 2033 . . . . .	0.00	0.00	3,210,447.63	0.00
September 2033 . .	0.00	0.00	3,132,398.63	0.00
October 2033 . . . .	0.00	0.00	3,055,713.16	0.00
November 2033 . .	0.00	0.00	2,980,369.89	0.00
December 2033 . .	0.00	0.00	2,906,347.82	0.00
January 2034 . . . .	0.00	0.00	2,833,626.28	0.00
February 2034 . . .	0.00	0.00	2,762,184.87	0.00
March 2034 . . . . .	0.00	0.00	2,692,003.50	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
April 2034. . . . .	\$ 0.00	\$ 0.00	\$ 2,623,062.41	\$ 0.00
May 2034 . . . . .	0.00	0.00	2,555,342.08	0.00
June 2034 . . . . .	0.00	0.00	2,488,823.33	0.00
July 2034 . . . . .	0.00	0.00	2,423,487.23	0.00
August 2034 . . . . .	0.00	0.00	2,359,315.14	0.00
September 2034 . . . . .	0.00	0.00	2,296,288.70	0.00
October 2034 . . . . .	0.00	0.00	2,234,389.82	0.00
November 2034 . . . . .	0.00	0.00	2,173,600.69	0.00
December 2034 . . . . .	0.00	0.00	2,113,903.74	0.00
January 2035 . . . . .	0.00	0.00	2,055,281.69	0.00
February 2035 . . . . .	0.00	0.00	1,997,717.49	0.00
March 2035. . . . .	0.00	0.00	1,941,194.37	0.00
April 2035. . . . .	0.00	0.00	1,885,695.78	0.00
May 2035 . . . . .	0.00	0.00	1,831,205.45	0.00
June 2035 . . . . .	0.00	0.00	1,777,707.33	0.00
July 2035 . . . . .	0.00	0.00	1,725,185.61	0.00
August 2035 . . . . .	0.00	0.00	1,673,624.72	0.00
September 2035 . . . . .	0.00	0.00	1,623,009.34	0.00
October 2035 . . . . .	0.00	0.00	1,573,324.35	0.00
November 2035 . . . . .	0.00	0.00	1,524,554.87	0.00
December 2035 . . . . .	0.00	0.00	1,476,686.23	0.00
January 2036 . . . . .	0.00	0.00	1,429,704.02	0.00
February 2036 . . . . .	0.00	0.00	1,383,593.99	0.00
March 2036. . . . .	0.00	0.00	1,338,342.14	0.00
April 2036. . . . .	0.00	0.00	1,293,934.67	0.00
May 2036 . . . . .	0.00	0.00	1,250,357.99	0.00
June 2036 . . . . .	0.00	0.00	1,207,598.71	0.00
July 2036 . . . . .	0.00	0.00	1,165,643.64	0.00
August 2036 . . . . .	0.00	0.00	1,124,479.79	0.00
September 2036 . . . . .	0.00	0.00	1,084,094.36	0.00
October 2036 . . . . .	0.00	0.00	1,044,474.76	0.00
November 2036 . . . . .	0.00	0.00	1,005,608.58	0.00
December 2036 . . . . .	0.00	0.00	967,483.58	0.00
January 2037 . . . . .	0.00	0.00	930,087.73	0.00
February 2037 . . . . .	0.00	0.00	893,409.17	0.00
March 2037. . . . .	0.00	0.00	857,436.21	0.00
April 2037. . . . .	0.00	0.00	822,157.36	0.00
May 2037 . . . . .	0.00	0.00	787,561.29	0.00
June 2037 . . . . .	0.00	0.00	753,636.83	0.00
July 2037 . . . . .	0.00	0.00	720,373.00	0.00

<u>Distribution Date</u>	<u>Classes CB, FY, LZ, PA, PB, PC, VA, VB, YF, ZC and ZP (in the aggregate)</u>			
	<u>Class CA</u>	<u>Class TF</u>		<u>Class CB</u>
August 2037 . . . . .	\$ 0.00	\$ 0.00	\$ 687,758.97	\$ 0.00
September 2037 . .	0.00	0.00	655,784.08	0.00
October 2037 . . . .	0.00	0.00	624,437.84	0.00
November 2037 . .	0.00	0.00	593,709.90	0.00
December 2037 . .	0.00	0.00	563,590.09	0.00
January 2038 . . . .	0.00	0.00	534,068.38	0.00
February 2038 . . .	0.00	0.00	505,134.88	0.00
March 2038. . . . .	0.00	0.00	476,779.89	0.00
April 2038. . . . .	0.00	0.00	448,993.82	0.00
May 2038 . . . . .	0.00	0.00	421,767.24	0.00
June 2038 . . . . .	0.00	0.00	395,090.86	0.00
July 2038 . . . . .	0.00	0.00	368,955.54	0.00
August 2038 . . . .	0.00	0.00	343,352.28	0.00
September 2038 . .	0.00	0.00	318,272.20	0.00
October 2038 . . . .	0.00	0.00	293,706.57	0.00
November 2038 . .	0.00	0.00	269,646.79	0.00
December 2038 . .	0.00	0.00	246,084.40	0.00
January 2039 . . . .	0.00	0.00	223,011.05	0.00
February 2039 . . .	0.00	0.00	200,418.54	0.00
March 2039. . . . .	0.00	0.00	178,298.78	0.00
April 2039. . . . .	0.00	0.00	156,643.82	0.00
May 2039 . . . . .	0.00	0.00	135,445.81	0.00
June 2039 . . . . .	0.00	0.00	114,697.03	0.00
July 2039 . . . . .	0.00	0.00	94,389.90	0.00
August 2039 . . . .	0.00	0.00	74,516.91	0.00
September 2039 . .	0.00	0.00	55,070.72	0.00
October 2039 . . . .	0.00	0.00	36,044.07	0.00
November 2039 . .	0.00	0.00	17,429.81	0.00
December 2039 and thereafter . .	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
Initial Balance . . . . .	\$245,761,238.00	\$23,048,715.00	\$45,789,767.00	\$58,913,788.00
January 2011 . . . . .	244,963,533.45	22,908,978.80	45,320,785.82	58,287,914.86
February 2011 . . . . .	244,206,257.87	22,768,580.16	44,841,739.67	57,675,196.60
March 2011 . . . . .	243,373,194.16	22,627,517.46	44,352,844.75	57,034,331.30
April 2011 . . . . .	242,464,743.82	22,485,789.09	43,854,795.87	56,365,806.38
May 2011 . . . . .	241,481,366.89	22,343,393.45	43,347,815.13	55,670,135.38
June 2011 . . . . .	240,423,581.67	22,200,328.90	42,834,971.36	54,947,857.38
July 2011 . . . . .	239,291,964.42	22,056,593.84	42,317,211.95	54,199,536.28
August 2011 . . . . .	238,087,148.80	21,912,186.64	41,794,683.47	53,425,760.11
September 2011 . . . . .	236,809,825.49	21,767,105.66	41,267,538.76	52,627,140.24
October 2011 . . . . .	235,470,257.61	21,621,349.28	40,735,936.67	51,804,310.61
November 2011 . . . . .	234,072,647.86	21,474,915.86	40,200,041.88	50,958,070.25
December 2011 . . . . .	232,617,590.12	21,327,803.75	39,660,024.62	50,089,091.35
January 2012 . . . . .	231,105,713.45	21,180,011.32	39,116,060.48	49,198,088.40
February 2012 . . . . .	229,537,681.49	21,031,536.92	38,568,330.09	48,285,771.78
March 2012 . . . . .	227,914,192.00	20,882,378.90	38,025,583.83	47,352,926.08
April 2012 . . . . .	226,235,976.26	20,732,535.59	37,487,795.51	46,415,512.87
May 2012 . . . . .	224,503,798.47	20,582,005.35	36,954,919.53	45,473,832.73
June 2012 . . . . .	222,718,455.11	20,430,786.51	36,426,910.69	44,541,944.09
July 2012 . . . . .	220,880,774.26	20,278,877.40	35,903,724.19	43,619,748.19
August 2012 . . . . .	218,991,614.92	20,126,276.35	35,385,315.65	42,707,147.25
September 2012 . . . . .	217,051,866.23	19,972,981.69	34,871,641.05	41,804,044.46
October 2012 . . . . .	215,062,446.73	19,818,991.75	34,362,656.80	40,910,343.99
November 2012 . . . . .	213,024,303.55	19,664,304.83	33,858,319.67	40,025,950.92
December 2012 . . . . .	210,938,411.55	19,508,919.26	33,358,586.83	39,150,771.33
January 2013 . . . . .	208,805,772.51	19,352,833.35	32,863,415.83	38,284,712.18
February 2013 . . . . .	206,627,414.18	19,196,045.39	32,372,764.59	37,427,681.38
March 2013 . . . . .	204,404,389.41	19,038,553.70	31,886,591.40	36,579,587.76
April 2013 . . . . .	202,194,132.22	18,880,476.87	31,404,854.95	35,740,341.04
May 2013 . . . . .	199,996,554.82	18,721,812.64	30,927,514.26	34,909,851.86
June 2013 . . . . .	197,811,569.96	18,562,558.76	30,454,528.74	34,088,031.71
July 2013 . . . . .	195,639,090.89	18,402,712.95	29,985,858.17	33,274,793.00
August 2013 . . . . .	193,479,031.41	18,242,272.94	29,521,462.65	32,470,049.00
September 2013 . . . . .	191,331,305.81	18,081,236.44	29,061,302.66	31,673,713.81
October 2013 . . . . .	189,195,828.91	17,919,601.15	28,605,339.04	30,885,702.44
November 2013 . . . . .	187,072,516.01	17,757,364.76	28,153,532.97	30,105,930.70
December 2013 . . . . .	184,961,282.96	17,594,524.97	27,705,845.97	29,334,315.25
January 2014 . . . . .	182,862,046.08	17,431,079.45	27,262,239.89	28,570,773.59
February 2014 . . . . .	180,774,722.19	17,267,025.87	26,822,676.96	27,815,224.03
March 2014 . . . . .	178,699,228.63	17,102,361.89	26,387,119.71	27,067,585.70

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
April 2014 . . . . .	\$176,635,483.19	\$16,937,085.16	\$25,955,531.02	\$26,327,778.52
May 2014 . . . . .	174,583,404.20	16,771,193.32	25,527,874.09	25,595,723.22
June 2014 . . . . .	172,542,910.45	16,604,683.99	25,104,112.45	24,871,341.32
July 2014 . . . . .	170,513,921.21	16,437,554.82	24,684,209.96	24,154,555.11
August 2014 . . . . .	168,496,356.23	16,269,803.40	24,268,130.81	23,445,287.65
September 2014 . . . . .	166,490,135.76	16,101,427.34	23,855,839.48	22,743,462.80
October 2014 . . . . .	164,495,180.49	15,932,424.24	23,447,300.79	22,049,005.13
November 2014 . . . . .	162,511,411.61	15,762,791.69	23,042,479.88	21,361,839.99
December 2014 . . . . .	160,538,750.77	15,592,527.25	22,641,342.16	20,681,893.47
January 2015 . . . . .	158,577,120.08	15,421,628.51	22,243,853.39	20,009,092.40
February 2015 . . . . .	156,626,442.10	15,250,093.01	21,849,979.62	19,343,364.31
March 2015 . . . . .	154,686,639.89	15,077,918.30	21,459,687.19	18,684,637.50
April 2015 . . . . .	152,757,636.92	14,905,101.93	21,072,942.76	18,032,840.93
May 2015 . . . . .	150,839,357.13	14,731,641.42	20,689,713.26	17,387,904.32
June 2015 . . . . .	148,931,724.94	14,557,534.30	20,309,965.95	16,749,758.05
July 2015 . . . . .	147,036,638.59	14,382,778.07	19,933,668.35	16,118,333.20
August 2015 . . . . .	145,157,677.67	14,207,370.23	19,560,788.28	15,493,561.57
September 2015 . . . . .	143,294,710.98	14,031,308.28	19,191,293.85	14,875,375.59
October 2015 . . . . .	141,447,608.39	13,854,589.70	18,825,153.44	14,263,708.41
November 2015 . . . . .	139,616,240.80	13,677,211.95	18,462,335.72	13,658,493.80
December 2015 . . . . .	137,800,480.14	13,499,172.51	18,102,809.65	13,059,666.24
January 2016 . . . . .	136,000,199.35	13,320,468.82	17,746,544.45	12,467,160.81
February 2016 . . . . .	134,215,272.41	13,141,098.32	17,393,509.61	11,880,913.29
March 2016 . . . . .	132,445,574.28	12,961,058.45	17,043,674.91	11,300,860.06
April 2016 . . . . .	130,690,980.94	12,780,346.64	16,697,010.37	10,726,938.15
May 2016 . . . . .	128,951,369.34	12,598,960.29	16,353,486.31	10,159,085.22
June 2016 . . . . .	127,226,617.40	12,416,896.80	16,013,073.29	9,597,239.55
July 2016 . . . . .	125,516,604.05	12,234,153.58	15,675,742.13	9,041,340.03
August 2016 . . . . .	123,821,209.16	12,050,727.99	15,341,463.93	8,491,326.17
September 2016 . . . . .	122,140,313.58	11,866,617.42	15,010,210.03	7,947,138.07
October 2016 . . . . .	120,473,799.08	11,681,819.23	14,681,952.03	7,408,716.44
November 2016 . . . . .	118,821,548.40	11,496,330.76	14,356,661.78	6,876,002.57
December 2016 . . . . .	117,183,445.20	11,310,149.37	14,034,923.71	6,348,938.35
January 2017 . . . . .	115,559,374.08	11,123,272.38	13,717,843.14	5,827,466.24
February 2017 . . . . .	113,949,220.56	10,935,697.11	13,405,354.59	5,311,529.28
March 2017 . . . . .	112,352,871.07	10,747,420.88	13,097,393.47	4,801,071.07
April 2017 . . . . .	110,770,212.96	10,558,440.99	12,793,896.10	4,296,035.78
May 2017 . . . . .	109,201,134.43	10,368,754.72	12,494,799.66	3,796,368.13
June 2017 . . . . .	107,645,524.64	10,178,359.36	12,200,042.22	3,302,013.41
July 2017 . . . . .	106,103,273.60	9,987,252.17	11,909,562.71	2,813,526.79

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
August 2017 . . . . .	\$104,574,272.20	\$ 9,795,430.42	\$11,623,300.87	\$ 2,332,166.47
September 2017 . . . . .	103,058,412.21	9,602,891.35	11,341,197.31	1,857,831.56
October 2017 . . . . .	101,555,586.25	9,409,632.20	11,063,193.46	1,390,422.57
November 2017 . . . . .	100,065,687.82	9,215,650.19	10,789,231.52	929,841.40
December 2017 . . . . .	98,588,611.24	9,020,942.56	10,519,254.55	475,991.31
January 2018 . . . . .	97,124,251.71	8,825,506.49	10,253,206.35	252,041.33
February 2018 . . . . .	95,672,505.25	8,629,339.18	9,991,031.52	41,684.22
March 2018 . . . . .	94,233,268.70	8,432,437.82	9,732,675.43	0.00
April 2018 . . . . .	92,806,439.73	8,234,799.58	9,478,084.19	0.00
May 2018 . . . . .	91,391,916.86	8,036,421.63	9,227,204.67	0.00
June 2018 . . . . .	89,989,599.38	7,837,301.11	8,979,984.47	0.00
July 2018 . . . . .	88,599,387.39	7,637,435.16	8,736,371.92	0.00
August 2018 . . . . .	87,221,181.81	7,436,820.91	8,496,316.07	0.00
September 2018 . . . . .	85,862,325.50	7,235,455.49	8,259,766.67	0.00
October 2018 . . . . .	84,523,490.56	7,033,335.99	8,026,674.16	0.00
November 2018 . . . . .	83,204,391.13	6,830,459.52	7,796,989.69	0.00
December 2018 . . . . .	81,904,745.38	6,626,823.16	7,570,665.05	0.00
January 2019 . . . . .	80,624,275.41	6,422,423.98	7,347,652.74	0.00
February 2019 . . . . .	79,362,707.21	6,217,259.04	7,127,905.89	0.00
March 2019 . . . . .	78,119,770.62	6,011,325.40	6,911,378.29	0.00
April 2019 . . . . .	76,895,199.27	5,804,620.09	6,698,024.37	0.00
May 2019 . . . . .	75,688,730.49	5,597,140.14	6,487,799.21	0.00
June 2019 . . . . .	74,500,105.32	5,388,882.57	6,280,658.48	0.00
July 2019 . . . . .	73,329,068.43	5,179,844.39	6,076,558.48	0.00
August 2019 . . . . .	72,175,368.05	4,970,022.57	5,875,456.14	0.00
September 2019 . . . . .	71,038,755.97	4,759,414.12	5,677,308.95	0.00
October 2019 . . . . .	69,918,987.43	4,548,016.00	5,482,075.01	0.00
November 2019 . . . . .	68,815,821.12	4,335,825.16	5,289,713.01	0.00
December 2019 . . . . .	67,729,019.11	4,122,838.55	5,100,182.19	0.00
January 2020 . . . . .	66,658,346.84	3,909,053.11	4,913,442.39	0.00
February 2020 . . . . .	65,603,572.97	3,694,465.76	4,729,453.98	0.00
March 2020 . . . . .	64,564,469.48	3,479,073.41	4,548,177.88	0.00
April 2020 . . . . .	63,540,811.53	3,262,872.96	4,369,575.58	0.00
May 2020 . . . . .	62,532,377.42	3,045,861.30	4,193,609.08	0.00
June 2020 . . . . .	61,538,948.58	2,828,035.30	4,020,240.92	0.00
July 2020 . . . . .	60,560,309.50	2,609,391.83	3,849,434.15	0.00
August 2020 . . . . .	59,596,247.71	2,389,927.74	3,681,152.36	0.00
September 2020 . . . . .	58,646,553.73	2,169,639.86	3,515,359.62	0.00
October 2020 . . . . .	57,711,021.01	1,948,525.02	3,352,020.51	0.00
November 2020 . . . . .	56,789,445.91	1,727,221.83	3,191,100.10	0.00

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
December 2020 . . . . .	\$ 55,881,627.66	\$ 1,509,427.15	\$ 3,032,563.96	\$ 0.00
January 2021 . . . . .	54,987,368.29	1,295,087.22	2,876,378.11	0.00
February 2021 . . . . .	54,106,472.67	1,084,149.08	2,722,509.09	0.00
March 2021 . . . . .	53,238,748.36	876,560.56	2,570,923.85	0.00
April 2021 . . . . .	52,384,005.65	672,270.28	2,421,589.85	0.00
May 2021 . . . . .	51,542,057.50	471,227.63	2,274,474.97	0.00
June 2021 . . . . .	50,712,719.50	273,382.76	2,129,547.56	0.00
July 2021 . . . . .	49,895,809.85	78,686.55	1,986,776.39	0.00
August 2021 . . . . .	49,091,149.30	0.00	1,846,130.68	0.00
September 2021 . . . . .	48,298,561.12	0.00	1,707,580.09	0.00
October 2021 . . . . .	47,517,871.09	0.00	1,571,094.67	0.00
November 2021 . . . . .	46,748,907.43	0.00	1,436,644.92	0.00
December 2021 . . . . .	45,991,500.78	0.00	1,304,201.74	0.00
January 2022 . . . . .	45,245,484.18	0.00	1,173,736.43	0.00
February 2022 . . . . .	44,510,693.02	0.00	1,045,220.70	0.00
March 2022 . . . . .	43,786,965.00	0.00	918,626.65	0.00
April 2022 . . . . .	43,074,140.15	0.00	793,926.77	0.00
May 2022 . . . . .	42,372,060.70	0.00	671,093.93	0.00
June 2022 . . . . .	41,680,571.14	0.00	550,101.40	0.00
July 2022 . . . . .	40,999,518.17	0.00	430,922.79	0.00
August 2022 . . . . .	40,328,750.63	0.00	313,532.11	0.00
September 2022 . . . . .	39,668,119.50	0.00	197,903.72	0.00
October 2022 . . . . .	39,017,477.87	0.00	84,012.33	0.00
November 2022 . . . . .	38,376,680.91	0.00	0.00	0.00
December 2022 . . . . .	37,745,585.83	0.00	0.00	0.00
January 2023 . . . . .	37,124,051.85	0.00	0.00	0.00
February 2023 . . . . .	36,511,940.22	0.00	0.00	0.00
March 2023 . . . . .	35,909,114.11	0.00	0.00	0.00
April 2023 . . . . .	35,315,438.63	0.00	0.00	0.00
May 2023 . . . . .	34,730,780.83	0.00	0.00	0.00
June 2023 . . . . .	34,155,009.62	0.00	0.00	0.00
July 2023 . . . . .	33,587,995.76	0.00	0.00	0.00
August 2023 . . . . .	33,029,611.86	0.00	0.00	0.00
September 2023 . . . . .	32,479,732.31	0.00	0.00	0.00
October 2023 . . . . .	31,938,233.30	0.00	0.00	0.00
November 2023 . . . . .	31,404,992.78	0.00	0.00	0.00
December 2023 . . . . .	30,879,890.39	0.00	0.00	0.00
January 2024 . . . . .	30,362,807.54	0.00	0.00	0.00
February 2024 . . . . .	29,853,627.27	0.00	0.00	0.00
March 2024 . . . . .	29,352,234.30	0.00	0.00	0.00

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
April 2024 . . . . .	\$ 28,858,514.98	\$ 0.00	\$ 0.00	\$ 0.00
May 2024 . . . . .	28,372,357.27	0.00	0.00	0.00
June 2024 . . . . .	27,893,650.75	0.00	0.00	0.00
July 2024 . . . . .	27,422,286.52	0.00	0.00	0.00
August 2024 . . . . .	26,958,157.24	0.00	0.00	0.00
September 2024 . . . . .	26,501,157.15	0.00	0.00	0.00
October 2024 . . . . .	26,051,181.91	0.00	0.00	0.00
November 2024 . . . . .	25,608,128.73	0.00	0.00	0.00
December 2024 . . . . .	25,171,896.24	0.00	0.00	0.00
January 2025 . . . . .	24,742,384.53	0.00	0.00	0.00
February 2025 . . . . .	24,319,495.10	0.00	0.00	0.00
March 2025 . . . . .	23,903,130.86	0.00	0.00	0.00
April 2025 . . . . .	23,493,196.12	0.00	0.00	0.00
May 2025 . . . . .	23,089,596.50	0.00	0.00	0.00
June 2025 . . . . .	22,692,239.03	0.00	0.00	0.00
July 2025 . . . . .	22,301,032.02	0.00	0.00	0.00
August 2025 . . . . .	21,915,885.10	0.00	0.00	0.00
September 2025 . . . . .	21,536,709.17	0.00	0.00	0.00
October 2025 . . . . .	21,163,416.44	0.00	0.00	0.00
November 2025 . . . . .	20,795,920.34	0.00	0.00	0.00
December 2025 . . . . .	20,434,135.53	0.00	0.00	0.00
January 2026 . . . . .	20,077,977.93	0.00	0.00	0.00
February 2026 . . . . .	19,727,364.61	0.00	0.00	0.00
March 2026 . . . . .	19,382,213.85	0.00	0.00	0.00
April 2026 . . . . .	19,042,445.09	0.00	0.00	0.00
May 2026 . . . . .	18,707,978.93	0.00	0.00	0.00
June 2026 . . . . .	18,378,737.10	0.00	0.00	0.00
July 2026 . . . . .	18,054,642.43	0.00	0.00	0.00
August 2026 . . . . .	17,735,618.88	0.00	0.00	0.00
September 2026 . . . . .	17,421,591.50	0.00	0.00	0.00
October 2026 . . . . .	17,112,486.37	0.00	0.00	0.00
November 2026 . . . . .	16,808,230.69	0.00	0.00	0.00
December 2026 . . . . .	16,508,752.64	0.00	0.00	0.00
January 2027 . . . . .	16,213,981.47	0.00	0.00	0.00
February 2027 . . . . .	15,923,847.43	0.00	0.00	0.00
March 2027 . . . . .	15,638,281.78	0.00	0.00	0.00
April 2027 . . . . .	15,357,216.73	0.00	0.00	0.00
May 2027 . . . . .	15,080,585.51	0.00	0.00	0.00
June 2027 . . . . .	14,808,322.27	0.00	0.00	0.00
July 2027 . . . . .	14,540,362.13	0.00	0.00	0.00

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
August 2027 . . . . .	\$ 14,276,641.12	\$ 0.00	\$ 0.00	\$ 0.00
September 2027 . . . . .	14,017,096.20	0.00	0.00	0.00
October 2027 . . . . .	13,761,665.24	0.00	0.00	0.00
November 2027 . . . . .	13,510,286.99	0.00	0.00	0.00
December 2027 . . . . .	13,262,901.08	0.00	0.00	0.00
January 2028 . . . . .	13,019,448.01	0.00	0.00	0.00
February 2028 . . . . .	12,779,869.15	0.00	0.00	0.00
March 2028 . . . . .	12,544,106.70	0.00	0.00	0.00
April 2028 . . . . .	12,312,103.68	0.00	0.00	0.00
May 2028 . . . . .	12,083,803.96	0.00	0.00	0.00
June 2028 . . . . .	11,859,152.17	0.00	0.00	0.00
July 2028 . . . . .	11,638,093.80	0.00	0.00	0.00
August 2028 . . . . .	11,420,575.08	0.00	0.00	0.00
September 2028 . . . . .	11,206,543.02	0.00	0.00	0.00
October 2028 . . . . .	10,995,945.41	0.00	0.00	0.00
November 2028 . . . . .	10,788,730.78	0.00	0.00	0.00
December 2028 . . . . .	10,584,848.41	0.00	0.00	0.00
January 2029 . . . . .	10,384,248.30	0.00	0.00	0.00
February 2029 . . . . .	10,186,881.18	0.00	0.00	0.00
March 2029 . . . . .	9,992,698.49	0.00	0.00	0.00
April 2029 . . . . .	9,801,652.38	0.00	0.00	0.00
May 2029 . . . . .	9,613,695.67	0.00	0.00	0.00
June 2029 . . . . .	9,428,781.90	0.00	0.00	0.00
July 2029 . . . . .	9,246,865.22	0.00	0.00	0.00
August 2029 . . . . .	9,067,900.50	0.00	0.00	0.00
September 2029 . . . . .	8,891,843.25	0.00	0.00	0.00
October 2029 . . . . .	8,718,649.61	0.00	0.00	0.00
November 2029 . . . . .	8,548,276.34	0.00	0.00	0.00
December 2029 . . . . .	8,380,680.88	0.00	0.00	0.00
January 2030 . . . . .	8,215,821.24	0.00	0.00	0.00
February 2030 . . . . .	8,053,656.04	0.00	0.00	0.00
March 2030 . . . . .	7,894,144.53	0.00	0.00	0.00
April 2030 . . . . .	7,737,246.53	0.00	0.00	0.00
May 2030 . . . . .	7,582,922.45	0.00	0.00	0.00
June 2030 . . . . .	7,431,133.26	0.00	0.00	0.00
July 2030 . . . . .	7,281,840.52	0.00	0.00	0.00
August 2030 . . . . .	7,135,006.32	0.00	0.00	0.00
September 2030 . . . . .	6,990,593.33	0.00	0.00	0.00
October 2030 . . . . .	6,848,564.74	0.00	0.00	0.00
November 2030 . . . . .	6,708,884.30	0.00	0.00	0.00

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
December 2030 . . . . .	\$ 6,571,516.25	\$ 0.00	\$ 0.00	\$ 0.00
January 2031 . . . . .	6,436,425.40	0.00	0.00	0.00
February 2031 . . . . .	6,303,577.03	0.00	0.00	0.00
March 2031 . . . . .	6,172,936.94	0.00	0.00	0.00
April 2031 . . . . .	6,044,471.43	0.00	0.00	0.00
May 2031 . . . . .	5,918,147.29	0.00	0.00	0.00
June 2031 . . . . .	5,793,931.80	0.00	0.00	0.00
July 2031 . . . . .	5,671,792.70	0.00	0.00	0.00
August 2031 . . . . .	5,551,698.22	0.00	0.00	0.00
September 2031 . . . . .	5,433,617.04	0.00	0.00	0.00
October 2031 . . . . .	5,317,518.32	0.00	0.00	0.00
November 2031 . . . . .	5,203,371.64	0.00	0.00	0.00
December 2031 . . . . .	5,091,147.04	0.00	0.00	0.00
January 2032 . . . . .	4,980,815.01	0.00	0.00	0.00
February 2032 . . . . .	4,872,346.43	0.00	0.00	0.00
March 2032 . . . . .	4,765,712.67	0.00	0.00	0.00
April 2032 . . . . .	4,660,885.47	0.00	0.00	0.00
May 2032 . . . . .	4,557,836.98	0.00	0.00	0.00
June 2032 . . . . .	4,456,539.80	0.00	0.00	0.00
July 2032 . . . . .	4,356,966.91	0.00	0.00	0.00
August 2032 . . . . .	4,259,091.67	0.00	0.00	0.00
September 2032 . . . . .	4,162,887.84	0.00	0.00	0.00
October 2032 . . . . .	4,068,329.59	0.00	0.00	0.00
November 2032 . . . . .	3,975,391.43	0.00	0.00	0.00
December 2032 . . . . .	3,884,048.28	0.00	0.00	0.00
January 2033 . . . . .	3,794,275.41	0.00	0.00	0.00
February 2033 . . . . .	3,706,048.45	0.00	0.00	0.00
March 2033 . . . . .	3,619,343.40	0.00	0.00	0.00
April 2033 . . . . .	3,534,136.61	0.00	0.00	0.00
May 2033 . . . . .	3,450,404.77	0.00	0.00	0.00
June 2033 . . . . .	3,368,124.92	0.00	0.00	0.00
July 2033 . . . . .	3,287,274.45	0.00	0.00	0.00
August 2033 . . . . .	3,207,831.06	0.00	0.00	0.00
September 2033 . . . . .	3,129,772.79	0.00	0.00	0.00
October 2033 . . . . .	3,053,078.02	0.00	0.00	0.00
November 2033 . . . . .	2,977,725.42	0.00	0.00	0.00
December 2033 . . . . .	2,903,693.99	0.00	0.00	0.00
January 2034 . . . . .	2,830,963.05	0.00	0.00	0.00
February 2034 . . . . .	2,759,512.21	0.00	0.00	0.00
March 2034 . . . . .	2,689,321.38	0.00	0.00	0.00

<u>Distribution Date</u>	<b>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</b>			
	<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
April 2034 . . . . .	\$ 2,620,370.79	\$ 0.00	\$ 0.00	\$ 0.00
May 2034 . . . . .	2,552,640.93	0.00	0.00	0.00
June 2034 . . . . .	2,486,112.62	0.00	0.00	0.00
July 2034 . . . . .	2,420,766.92	0.00	0.00	0.00
August 2034 . . . . .	2,356,585.20	0.00	0.00	0.00
September 2034 . . . . .	2,293,549.09	0.00	0.00	0.00
October 2034 . . . . .	2,231,640.51	0.00	0.00	0.00
November 2034 . . . . .	2,170,841.65	0.00	0.00	0.00
December 2034 . . . . .	2,111,134.93	0.00	0.00	0.00
January 2035 . . . . .	2,052,503.07	0.00	0.00	0.00
February 2035 . . . . .	1,994,929.03	0.00	0.00	0.00
March 2035 . . . . .	1,938,396.04	0.00	0.00	0.00
April 2035 . . . . .	1,882,887.54	0.00	0.00	0.00
May 2035 . . . . .	1,828,387.27	0.00	0.00	0.00
June 2035 . . . . .	1,774,879.17	0.00	0.00	0.00
July 2035 . . . . .	1,722,347.43	0.00	0.00	0.00
August 2035 . . . . .	1,670,776.49	0.00	0.00	0.00
September 2035 . . . . .	1,620,151.03	0.00	0.00	0.00
October 2035 . . . . .	1,570,455.92	0.00	0.00	0.00
November 2035 . . . . .	1,521,676.28	0.00	0.00	0.00
December 2035 . . . . .	1,473,797.45	0.00	0.00	0.00
January 2036 . . . . .	1,426,805.01	0.00	0.00	0.00
February 2036 . . . . .	1,380,684.71	0.00	0.00	0.00
March 2036 . . . . .	1,335,422.56	0.00	0.00	0.00
April 2036 . . . . .	1,291,004.76	0.00	0.00	0.00
May 2036 . . . . .	1,247,417.70	0.00	0.00	0.00
June 2036 . . . . .	1,204,648.01	0.00	0.00	0.00
July 2036 . . . . .	1,162,682.49	0.00	0.00	0.00
August 2036 . . . . .	1,121,508.16	0.00	0.00	0.00
September 2036 . . . . .	1,081,112.20	0.00	0.00	0.00
October 2036 . . . . .	1,041,482.04	0.00	0.00	0.00
November 2036 . . . . .	1,002,605.27	0.00	0.00	0.00
December 2036 . . . . .	964,469.63	0.00	0.00	0.00
January 2037 . . . . .	927,063.11	0.00	0.00	0.00
February 2037 . . . . .	890,373.84	0.00	0.00	0.00
March 2037 . . . . .	854,390.13	0.00	0.00	0.00
April 2037 . . . . .	819,100.50	0.00	0.00	0.00
May 2037 . . . . .	784,493.60	0.00	0.00	0.00
June 2037 . . . . .	750,558.28	0.00	0.00	0.00
July 2037 . . . . .	717,283.55	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes FY, LZ, PA, PB, PC, VA, VB and YF (in the aggregate)</u>				<u>Class YF</u>	<u>Class YM</u>	<u>Class UA</u>	
August 2037 . . . . .	\$	684,658.58	\$	0.00	\$	0.00	\$	0.00
September 2037 . . . . .		652,672.71		0.00		0.00		0.00
October 2037 . . . . .		621,315.45		0.00		0.00		0.00
November 2037 . . . . .		590,576.46		0.00		0.00		0.00
December 2037 . . . . .		560,445.55		0.00		0.00		0.00
January 2038 . . . . .		530,912.71		0.00		0.00		0.00
February 2038 . . . . .		501,968.03		0.00		0.00		0.00
March 2038 . . . . .		473,601.83		0.00		0.00		0.00
April 2038 . . . . .		445,804.50		0.00		0.00		0.00
May 2038 . . . . .		418,566.63		0.00		0.00		0.00
June 2038 . . . . .		391,878.92		0.00		0.00		0.00
July 2038 . . . . .		365,732.22		0.00		0.00		0.00
August 2038 . . . . .		340,117.55		0.00		0.00		0.00
September 2038 . . . . .		315,026.02		0.00		0.00		0.00
October 2038 . . . . .		290,448.89		0.00		0.00		0.00
November 2038 . . . . .		266,377.58		0.00		0.00		0.00
December 2038 . . . . .		242,803.61		0.00		0.00		0.00
January 2039 . . . . .		219,718.64		0.00		0.00		0.00
February 2039 . . . . .		197,114.47		0.00		0.00		0.00
March 2039 . . . . .		174,983.01		0.00		0.00		0.00
April 2039 . . . . .		153,316.31		0.00		0.00		0.00
May 2039 . . . . .		132,106.52		0.00		0.00		0.00
June 2039 . . . . .		111,345.92		0.00		0.00		0.00
July 2039 . . . . .		91,026.92		0.00		0.00		0.00
August 2039 . . . . .		71,142.02		0.00		0.00		0.00
September 2039 . . . . .		51,683.88		0.00		0.00		0.00
October 2039 . . . . .		32,645.24		0.00		0.00		0.00
November 2039 . . . . .		14,018.94		0.00		0.00		0.00
December 2039 and thereafter . . . . .		0.00		0.00		0.00		0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
7	Ginnie Mae	2009-106	MA	November 30, 2009	38376JAH7	4.5%	FIX	January 2039	PAC I/AD	\$188,800,000	0.90052779	\$46,827,445	27.5423728814%	5.902%	336	22	II
7	Ginnie Mae	2009-106	MC(4)	November 30, 2009	38376JDR2	3.0	FIX	January 2039	PAC I/AD	188,800,000	0.90052779	3,962,322	2.3305084746	5.902	336	22	II
7	Ginnie Mae	2009-106	MI(4)	November 30, 2009	38376JDW1	5.5	FIX/IO	January 2039	NTL (PAC I/AD)	51,490,909	0.90052779	1,080,633	2.3305084787	5.902	336	22	II
8	Ginnie Mae	2009-113	LA(4)	November 30, 2009	38376EE92	5.0	FIX	March 2036	SEQ	180,047,645	0.81743464	32,779,129	22.2718825342	5.331	346	13	II
8	Ginnie Mae	2009-097	A	October 30, 2009	38376KZG9	5.0	FIX	February 2036	SEQ	75,000,000	0.79818285	36,157,683	60.4000000000	5.368	344	15	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of December 2010.
- (3) Based on information as of the first Business Day of December 2010.
- (4) MX Class.

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



**\$1,778,874,828**

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2009-106**

**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-13 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)
<b>Security Group 1</b>						
BI(1)	\$ 10,410,000	4.0%	NTL(SEQ)	FIX/IO	38376JAA2	November 2024
BO(1)	10,410,000	0.0	SEQ	PO	38376JAB0	November 2024
CA(1)	50,000,000	4.0	SEQ	FIX	38376JAC8	December 2022
<b>Security Group 2</b>						
FC	142,784,000	(5)	PAC/AD	FLT	38376JAD6	November 2039
IM(1)	18,440,000	4.5	NTL(PAC I/AD)	FIX/IO	38376JAE4	November 2039
LA	6,926,000	4.5	PAC II/AD	FIX	38376JAF1	November 2039
LZ	30,000,000	5.5	SUP	FIX/Z	38376JAG9	November 2039
MA(1)	188,800,000	4.5	PAC I/AD	FIX	38376JAH7	January 2039
OM(1)	18,440,000	0.0	PAC I/AD	PO	38376JAJ3	November 2039
SC	142,784,000	(5)	NTL(PAC/AD)	INV/IO	38376JAK0	November 2039
UZ	80,000,000	5.5	SUP	FIX/Z	38376JAL8	November 2039
ZL	10,000	4.5	PAC II/AD	FIX/Z	38376JAM6	November 2039
<b>Security Group 3</b>						
AB	50,000,000	5.0	SEQ	FIX	38376JAN4	January 2036
AC	50,000,000	5.0	SEQ	FIX	38376JAP9	January 2036
VC(1)	10,125,000	5.0	SEQ/AD	FIX	38376JAQ7	November 2020
VD(1)	11,017,000	5.0	SEQ/AD	FIX	38376JAR5	June 2028
ZV(1)	13,912,680	5.0	SEQ	FIX/Z	38376JAS3	November 2039
<b>Security Group 4</b>						
BF	21,954,057	(5)	SC/PT	FLT	38376JAT1	August 2039
BS	21,954,057	(5)	NTL(SC/PT)	INV/IO	38376JAU8	August 2039
FG	21,954,056	(5)	SC/PT	FLT	38376JAV6	August 2039
SG	21,954,056	(5)	NTL(SC/PT)	INV/IO	38376JAW4	August 2039
<b>Security Group 5</b>						
DA(1)	38,891,500	4.0	PAC/AD	FIX	38376JAX2	July 2039
DZ	587,000	5.5	PAC/AD	FIX/Z	38376JAY0	November 2039
HF	38,891,500	(5)	PAC/AD	FLT	38376JAZ7	July 2039
HS(1)	38,891,500	(5)	NTL(PAC/AD)	INV/IO	38376JBA1	July 2039
JF	184,802,673	(5)	PT	FLT	38376JBB9	November 2039
JS(1)	184,802,673	(5)	NTL(PT)	INV/IO	38376JBC7	November 2039
ZA(1)	14,031,337	5.5	SUP	FIX/Z	38376JBD5	November 2039
<b>Security Group 6</b>						
IP(1)	28,380,000	4.5	NTL(PAC I)	FIX/IO	38376JBE3	November 2039
JA	7,140,000	4.5	PAC II	FIX	38376JBF0	July 2039
JB	3,472,000	4.5	PAC II	FIX	38376JBG8	October 2039
JC	2,843,000	4.5	PAC II	FIX	38376JBH6	November 2039
PA(1)	77,430,000	4.5	PAC I	FIX	38376JBJ2	November 2032
PB	14,220,000	4.5	PAC I	FIX	38376JBK9	January 2034
PC(1)	37,250,000	4.5	PAC I	FIX	38376JBL7	October 2036
PD(1)	22,800,000	4.5	PAC I	FIX	38376JBM5	April 2038
PO(1)	28,380,000	0.0	PAC I	PO	38376JBN3	November 2039
WA	37,859,000	4.5	SUP	FIX	38376JBP8	November 2038
WB	5,419,000	4.5	SUP	FIX	38376JBQ6	February 2039
WC	4,400,000	4.5	SUP	FIX	38376JBR4	June 2039
WD	4,698,000	4.5	SUP	FIX	38376JBS2	September 2039
WE	4,089,000	4.5	SUP	FIX	38376JBT0	November 2039
<b>Security Group 7</b>						
A	100,000,000	3.5	PT	FIX	38376JBU7	November 2024
AI	12,500,000	4.0	NTL(PT)	FIX/IO	38376JBV5	November 2024

(Cover continued on next page)

**Barclays Capital Inc.**

**Sandgrain Securities Inc.**

**The date of this Offering Circular Supplement is November 20, 2009.**

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 8</b>						
EA(1) . . . . .	\$212,726,000	4.5%	SEQ	FIX	38376JBW3	August 2034
VA(1) . . . . .	28,869,000	4.5	SEQ/AD	FIX	38376JBX1	November 2020
VB(1) . . . . .	28,869,000	4.5	SEQ/AD	FIX	38376JBY9	March 2028
VZ(1) . . . . .	45,436,000	4.5	SEQ	FIX/Z	38376JBZ6	November 2039
<b>Security Group 9</b>						
AF(1) . . . . .	86,292,016	(5)	PT	FLT	38376JCA0	November 2039
DS(1) . . . . .	86,292,016	(5)	NTL(PT)	INV/IO	38376JCB8	November 2039
QA(1) . . . . .	86,292,016	(5)	NTL(PT)	INV/IO	38376JCC6	November 2039
QB(1) . . . . .	86,292,016	(5)	NTL(PT)	INV/IO	38376JCD4	November 2039
QC(1) . . . . .	29,664,642	(5)	NTL(PAC/AD)	INV/IO	38376JCE2	November 2039
QD(1) . . . . .	29,664,642	(5)	NTL(PAC/AD)	INV/IO	38376JCF9	November 2039
QF(1) . . . . .	29,664,642	(5)	NTL(PAC/AD)	FLT/IO	38376JCG7	November 2039
QO(1) . . . . .	37,755,000	0.0	PAC/AD	PO	38376JCH5	November 2039
SK(1) . . . . .	29,664,642	(5)	NTL(PAC/AD)	INV/IO	38376JCJ1	November 2039
WZ . . . . .	35,000	5.5	PAC/AD	FIX/Z	38376JCK8	November 2039
ZU(1) . . . . .	5,356,009	5.5	SUP	FIX/Z	38376JCL6	November 2039
<b>Security Group 10</b>						
SM(1) . . . . .	224,913,774	(5)	NTL(SC/PT)	INV/IO	38376JCM4	February 2038
<b>Security Group 11</b>						
SI(1) . . . . .	22,544,536	(5)	NTL(SC/PT)	INV/IO	38376JCN2	May 2037
SN(1) . . . . .	22,544,536	(5)	NTL(SC/PT)	INV/IO	38376JCP7	May 2037
<b>Security Group 12</b>						
SL . . . . .	268,540,059	(5)	NTL(SC/PT)	INV/IO	38376JCQ5	April 2036
<b>Security Group 13</b>						
SP(1) . . . . .	156,059,463	(5)	NTL(SC/PT)	INV/IO	38376JCR3	May 2037
<b>Security Group 14</b>						
SQ(1) . . . . .	18,939,937	(5)	NTL(SC/PT)	INV/IO	38376JCS1	March 2036
SV(1) . . . . .	18,939,937	(5)	NTL(SC/PT)	INV/IO	38376JCT9	March 2036
<b>Security Group 15</b>						
SA(1) . . . . .	120,604,840	(5)	NTL(SC/PT)	INV/IO	38376JCU6	March 2036
<b>Security Group 16</b>						
SB(1) . . . . .	8,485,111	(5)	NTL(SC/PT)	INV/IO	38376JCV4	October 2035
SE(1) . . . . .	8,485,111	(5)	NTL(SC/PT)	INV/IO	38376JCW2	October 2035
<b>Security Group 17</b>						
MS . . . . .	122,170,620	(5)	NTL(SC/PT)	INV/IO	38376JCX0	November 2038
<b>Security Group 18</b>						
LS . . . . .	130,696,693	(5)	NTL(SC/PT)	INV/IO	38376JCY8	May 2037
<b>Security Group 19</b>						
LT(1) . . . . .	93,971,334	(5)	NTL(SC/PT)	INV/IO	38376JCZ5	July 2036
<b>Security Group 20</b>						
LM(1) . . . . .	19,083,647	(5)	NTL(SC/PT)	INV/IO	38376JDA9	June 2036
LN(1) . . . . .	19,083,647	(5)	NTL(SC/PT)	INV/IO	38376JDB7	June 2036
<b>Security Group 21</b>						
XL . . . . .	109,682,542	(5)	NTL(SC/PT)	INV/IO	38376JDC5	June 2037
<b>Security Group 22</b>						
XI . . . . .	439,096,183	(5)	NTL(SC/PT)	INV/IO	38376JDD3	May 2037
<b>Security Group 23</b>						
XN . . . . .	58,744,673	(5)	NTL(SC/PT)	INV/IO	38376JDE1	April 2035
<b>Security Group 24</b>						
CK(1) . . . . .	352,470,183	(5)	NTL(SC/PT)	INV/IO	38376JDF8	February 2039
<b>Security Group 25</b>						
CL(1) . . . . .	23,280,820	(5)	NTL(SC/PT)	INV/IO	38376JDG6	January 2034
CN(1) . . . . .	23,280,820	(5)	NTL(SC/PT)	INV/IO	38376JDH4	January 2034
<b>Residual</b>						
RR . . . . .	0	0.0	NPR	NPR	38376JDJ0	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 certain classes that reduce with the notional balances of their related Trust Asset Groups.
- (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:** Barclays Capital 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, 7, 9, 24 and 25 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. For the Group 2 through 6, 8 and 10 through 23 Securities and Classes AZ and WT, 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.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	4.0%	15
2	Ginnie Mae II	5.5%	30
3	Ginnie Mae II	5.0%	30
4	Underlying Certificates	(1)	(1)
5	Ginnie Mae II	6.5%	30
6	Ginnie Mae II	4.5%	30
7	Ginnie Mae I	4.0%	15
8	Ginnie Mae II	4.5%	30
9	Ginnie Mae I	6.5%	30
10	Underlying Certificates	(1)	(1)
11	Underlying Certificate	(1)	(1)
12	Underlying Certificates	(1)	(1)
13	Underlying Certificates	(1)	(1)
14	Underlying Certificate	(1)	(1)
15	Underlying Certificates	(1)	(1)
16	Underlying Certificate	(1)	(1)
17	Underlying Certificates	(1)	(1)
18	Underlying Certificates	(1)	(1)
19	Underlying Certificate	(1)	(1)
20	Underlying Certificate	(1)	(1)
21	Underlying Certificates	(1)	(1)
22	Underlying Certificates	(1)	(1)
23	Underlying Certificates	(1)	(1)

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
24	Underlying Certificates	(1)	(1)
25	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 5, 9, 10, 11, 13, 14, 15, 16, 19, 20, 24 and 25, 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, 5, 6, 7, 8 and 9 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$ 60,410,000	178	1	4.500%
<b>Group 2 Trust Assets</b>			
\$466,960,000	348	11	6.060%
<b>Group 3 Trust Assets</b>			
\$135,054,680	358	1	5.400%
<b>Group 5 Trust Assets</b>			
\$262,165,526	330	27	6.885%
10,349,967	251	101	7.260%
4,688,517	211	134	7.274%
<u>\$277,204,010</u>			
<b>Group 6 Trust Assets</b>			
\$250,000,000	357	2	4.910%
<b>Group 7 Trust Assets</b>			
\$100,000,000	179	1	4.500%
<b>Group 8 Trust Assets</b>			
\$315,900,000	355	4	4.920%
<b>Group 9 Trust Assets</b>			
\$101,092,918	318	38	7.000%
28,345,107	331	25	7.000%
<u>\$129,438,025</u>			

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

<sup>2</sup> Does not include the Group 8 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 2, 3, 5, 6 and 8 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 2, 3, 5, 6 and 8 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 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 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 Weighted Average Coupon Class. See “*Description of the Securities — Form of Securities*” in this Supplement.

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AF . . . . .	LIBOR + 0.60%	0.85000%	0.60%	7.00%	0	0.00%
AS . . . . .	6.40% – LIBOR	6.15000%	0.00%	6.40%	0	6.40%
BF . . . . .	LIBOR + 0.65%	0.90000%	0.65%	7.00%	0	0.00%
BS . . . . .	6.35% – LIBOR	6.10000%	0.00%	6.35%	0	6.35%
CF . . . . .	LIBOR + 0.65%	0.90000%	0.65%	7.00%	0	0.00%
CK . . . . .	6.60% – LIBOR	6.36125%	0.00%	6.60%	0	6.60%
CL . . . . .	6.60% – LIBOR	6.36125%	0.00%	6.60%	0	6.60%
CM . . . . .	6.60% – LIBOR	6.36125%	0.00%	6.60%	0	6.60%
CN . . . . .	7.06% – LIBOR	0.46000%	0.00%	0.46%	0	7.06%
CS . . . . .	6.35% – LIBOR	6.10000%	0.00%	6.35%	0	6.35%
DF . . . . .	LIBOR + 0.70%	0.95000%	0.70%	7.00%	0	0.00%
DS . . . . .	6.30% – LIBOR	6.05000%	0.00%	6.30%	0	6.30%
FC . . . . .	LIBOR + 0.65%	0.90000%	0.65%	7.00%	0	0.00%
FG . . . . .	LIBOR + 0.40%	0.65000%	0.40%	8.00%	0	0.00%
FH . . . . .	LIBOR + 0.60%	0.85000%	0.60%	7.00%	0	0.00%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FJ. ....	LIBOR + 0.65%	0.90000%	0.65%	7.00%	0	0.00%
FK. ....	LIBOR + 0.70%	0.95000%	0.70%	7.00%	0	0.00%
HF. ....	LIBOR + 0.60%	0.85000%	0.60%	7.00%	0	0.00%
HS. ....	6.40% - LIBOR	6.15000%	0.00%	6.40%	0	6.40%
JF. ....	LIBOR + 0.60%	0.85000%	0.60%	7.00%	0	0.00%
JS. ....	6.40% - LIBOR	6.15000%	0.00%	6.40%	0	6.40%
KS. ....	6.40% - LIBOR	6.15000%	0.00%	6.40%	0	6.40%
LM. ....	6.61% - LIBOR	6.37344%	0.00%	6.61%	0	6.61%
LN. ....	6.65% - LIBOR	0.04000%	0.00%	0.04%	0	6.65%
LP. ....	6.61% - LIBOR	6.37344%	0.00%	6.61%	0	6.61%
LS. ....	6.50% - LIBOR	6.26344%	0.00%	6.50%	0	6.50%
LT. ....	6.61% - LIBOR	6.37344%	0.00%	6.61%	0	6.61%
MS. ....	6.40% - LIBOR	6.16344%	0.00%	6.40%	0	6.40%
QA. ....	6.40% - LIBOR	0.05000%	0.00%	0.05%	0	6.40%
QB. ....	6.35% - LIBOR	0.05000%	0.00%	0.05%	0	6.35%
QC. ....	6.40% - LIBOR	0.05000%	0.00%	0.05%	0	6.40%
QD. ....	6.35% - LIBOR	0.05000%	0.00%	0.05%	0	6.35%
QF. ....	LIBOR + 0.60%	0.85000%	0.60%	7.00%	0	0.00%
SA. ....	6.25% - LIBOR	6.01344%	0.00%	6.25%	0	6.25%
SB. ....	6.25% - LIBOR	6.01344%	0.00%	6.25%	0	6.25%
SC. ....	6.35% - LIBOR	6.10000%	0.00%	6.35%	0	6.35%
SD. ....	6.25% - LIBOR	6.01344%	0.00%	6.25%	0	6.25%
SE. ....	6.30% - LIBOR	0.05000%	0.00%	0.05%	0	6.30%
SG. ....	7.60% - LIBOR	7.35000%	0.00%	7.60%	0	7.60%
SH. ....	6.40% - LIBOR	6.15000%	0.00%	6.40%	0	6.40%
SI. ....	6.05% - LIBOR	0.05000%	0.00%	0.05%	0	6.05%
SJ. ....	6.35% - LIBOR	6.10000%	0.00%	6.35%	0	6.35%
SK. ....	6.30% - LIBOR	6.05000%	0.00%	6.30%	0	6.30%
SL. ....	6.10% - LIBOR	5.86344%	0.00%	6.10%	0	6.10%
SM. ....	6.00% - LIBOR	5.76344%	0.00%	6.00%	0	6.00%
SN. ....	6.00% - LIBOR	5.76344%	0.00%	6.00%	0	6.00%
SP. ....	6.20% - LIBOR	5.96344%	0.00%	6.20%	0	6.20%
SQ. ....	6.20% - LIBOR	5.96344%	0.00%	6.20%	0	6.20%
ST. ....	6.00% - LIBOR	5.76344%	0.00%	6.00%	0	6.00%
SU. ....	6.20% - LIBOR	5.96344%	0.00%	6.20%	0	6.20%
SV. ....	6.24% - LIBOR	0.04000%	0.00%	0.04%	0	6.24%
XI. ....	6.80% - LIBOR	6.56344%	0.00%	6.80%	0	6.80%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
XL . . . . .	6.75% – LIBOR	6.51344%	0.00%	6.75%	0	6.75%
XN . . . . .	6.90% – LIBOR	6.66344%	0.00%	6.90%	0	6.90%

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

Class WT is a Weighted Average Coupon Class. Class WT 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 notional balance for such Accrual Period. The approximate Initial Interest Rate for Class WT, which will be in effect for the first Accrual Period, will be approximately 0.14926%.

**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, sequentially, to CA and BO, in that order, until retired

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount and the LZ, UZ and ZL Accrual Amounts, will be allocated as follows:

- The ZL Accrual Amount will be allocated, sequentially, to LA and ZL, in that order, until retired
- The Group 2 Principal Distribution Amount and LZ and UZ Accrual Amounts will be allocated in the in the following order of priority:

1. To FC, LA, MA, OM and ZL until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently as follows:

- a. 60% in the following order of priority:
  - i. Sequentially, to MA and OM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - ii. Sequentially, to LA and ZL, in that order, until retired
  - iii. Sequentially, to MA and OM, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

b. 40% to FC, until retired

2. Concurrently, to LZ and UZ, pro rata, until retired

3. To FC, LA, MA, OM and ZL, 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 ZV Accrual Amount, will be allocated as follows:

- The ZV Accrual Amount, sequentially, to VC, VD and ZV, in that order, until retired
- The Group 3 Principal Distribution Amount in the following order of priority:
  1. Concurrently, to AB and AC, pro rata, until retired
  2. Sequentially, to VC, VD and ZV, in that order, until retired

### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, concurrently, to BF and FG, pro rata, until retired

### **SECURITY GROUP 5**

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

- The ZA Accrual Amount in the following order of priority:
  1. To the Group 5 PAC Classes until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
    - a. Concurrently, to DA and HF, pro rata, until retired
    - b. To DZ, until retired
  2. To ZA, until retired
- The DZ Accrual Amount in the following order of priority:
  1. Concurrently, to DA and HF, pro rata, until retired
  2. To DZ, until retired
- The Group 5 Principal Distribution Amount, concurrently, as follows:
  1. 66.6666665464% to JF, until retired
  2. 33.3333334536% in the following order of priority:
    - a. To the Group 5 PAC Classes until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
      - i. Concurrently, to DA and HF, pro rata, until retired
      - ii. To DZ, until retired
    - b. To ZA, until retired
    - c. To the Group 5 PAC Classes, in the same order and priority described in step 2a above, but without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 6**

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

1. Sequentially, to PA, PB, PC, PD and PO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to JA, JB and JC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to WA, WB, WC, WD and WE, in that order, until retired
4. Sequentially, to JA, JB and JC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to PA, PB, PC, PD and PO, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 7**

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

### **SECURITY GROUP 8**

A percentage of the Group 8 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 8 Principal Distribution Amount (the "Group 8 Adjusted Principal Distribution Amount") and the VZ Accrual Amount, will be allocated as follows:

- The VZ Accrual Amount, sequentially, to VA, VB and VZ, in that order, until retired
- The Group 8 Adjusted Principal Distribution Amount, sequentially, to EA, VA, VB and VZ, in that order, until retired

### **SECURITY GROUP 9**

The Group 9 Principal Distribution Amount and the WZ and ZU Accrual Amounts, will be allocated as follows:

- The WZ Accrual Amount, sequentially, to QO and WZ, in that order, until retired
- The ZU Accrual Amount in the following order of priority:
  1. Sequentially, to QO and WZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To ZU, until retired
- The Group 9 Principal Distribution Amount concurrently as follows:
  1. 66.6666661516% to AF, until retired
  2. 33.3333338484% in the following order of priority:
    - a. Sequentially, to QO and WZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. To ZU, until retired
    - c. Sequentially, to the QO and WZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
MA and OM (in the aggregate) . . . . .	100% PSA through 300% PSA
PA, PB, PC, PD and PO (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
JA, JB and JC (in the aggregate) . . . . .	115% PSA through 200% PSA
<b>PAC Classes</b>	
DA, DZ and HF (in the aggregate)* . . . . .	250% PSA through 375% PSA
FC, LA, MA, OM and ZL (in the aggregate) . . . . .	150% PSA through 300% PSA
QO and WZ (in the aggregate) . . . . .	400% PSA through 540% PSA

\* The initial Effective Range is 248% PSA through 373% PSA.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$ 12,500,000	12.5% of A (PT Class)
AS . . . . .	86,292,016	100% of AF (PT Class)
BI . . . . .	10,410,000	100% of BO (SEQ Class)
BS . . . . .	21,954,057	100% of BF (SC/PT Class)
CI . . . . .	12,500,000	25% of CA (SEQ Class)
CK . . . . .	352,470,183	100% of Group 24 Trust Assets
CL . . . . .	23,280,820	100% of Group 25 Trust Assets
CM . . . . .	375,751,003	100% of Group 24 and 25 Trust Assets (in the aggregate)
CN . . . . .	23,280,820	100% of Group 25 Trust Assets
CS . . . . .	86,292,016	100% of AF (PT Class)
DI . . . . .	5,983,307	15.3846153846% of DB (PAC/AD Class)
DS . . . . .	86,292,016	100% of AF (PT Class)
EI . . . . .	82,726,777	38.888888889% of EA (SEQ Class)
HI . . . . .	31,946,537	84.6153846154% of QO (PAC/AD Class)
HS . . . . .	38,891,500	100% of HF (PAC/AD Class)
IM . . . . .	18,440,000	100% of OM (PAC I/AD Class)

<b>Class</b>	<b>Original Class Notional Balance</b>	<b>Represents Approximately</b>
IP .....	\$ 28,380,000	100% of PO (PAC I Class)
JS .....	184,802,673	100% of JF (PT Class)
KS .....	\$ 38,891,500	100% of HF (PAC/AD Class)
	<u>184,802,673</u>	100% of JF (PT Class)
	<u>\$223,694,173</u>	
LM .....	\$ 19,083,647	100% of Group 20 Trust Assets
LN .....	19,083,647	100% of Group 20 Trust Assets
LP .....	113,054,981	100% of Group 19 and 20 Trust Assets (in the aggregate)
LS .....	130,696,693	100% of Group 18 Trust Assets
LT .....	93,971,334	100% of Group 19 Trust Assets
MI .....	51,490,909	27.2727272727% of MA (PAC I/AD Class)
MS .....	122,170,620	100% of Group 17 Trust Assets
PI .....	25,810,000	33.3333333333% of PA (PAC I Class)
QA .....	86,292,016	100% of AF (PT Class)
QB .....	86,292,016	100% of AF (PT Class)
QC .....	29,664,642	78.5714285714% of QO (PAC/AD Class)
QD .....	29,664,642	78.5714285714% of QO (PAC/AD Class)
QF .....	29,664,642	78.5714285714% of QO (PAC/AD Class)
SA .....	120,604,840	100% of Group 15 Trust Assets
SB .....	8,485,111	100% of Group 16 Trust Assets
SC .....	142,784,000	100% of FC (PAC/AD Class)
SD .....	129,089,951	100% of Group 15 and 16 Trust Assets (in the aggregate)
SE .....	8,485,111	100% of Group 16 Trust Assets
SG .....	21,954,056	100% of FG (SC/PT Class)
SH .....	29,664,642	78.5714285714% of QO (PAC/AD Class)
SI .....	22,544,536	100% of Group 11 Trust Assets
SJ .....	29,664,642	78.5714285714% of QO (PAC/AD Class)
SK .....	29,664,642	78.5714285714% of QO (PAC/AD Class)
SL .....	268,540,059	100% of Group 12 Trust Assets
SM .....	224,913,774	100% of Group 10 Trust Assets
SN .....	22,544,536	100% of Group 11 Trust Assets
SP .....	156,059,463	100% of Group 13 Trust Assets
SQ .....	18,939,937	100% of Group 14 Trust Assets
ST .....	247,458,310	100% of Group 10 and 11 Trust Assets (in the aggregate)
SU .....	174,999,400	100% of Group 13 and 14 Trust Assets (in the aggregate)
SV .....	18,939,937	100% of Group 14 Trust Assets

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
WT . . . . .	\$ 92,334,051	100% of Group 11, 14, 16, 20 and 25 Trust Assets (in the aggregate)
XI . . . . .	439,096,183	100% of Group 22 Trust Assets
XL . . . . .	109,682,542	100% of Group 21 Trust Assets
XN . . . . .	58,744,673	100% of Group 23 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.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1(6)								
CA	\$ 50,000,000	CB	\$ 50,000,000	SEQ	3.00%	FIX	38376JDK7	December 2022
		CD	50,000,000	SEQ	3.25	FIX	38376JDL5	December 2022
		CE	50,000,000	SEQ	3.50	FIX	38376JDM3	December 2022
		CG	50,000,000	SEQ	3.75	FIX	38376JDN1	December 2022
		CI	12,500,000	NTL(SEQ)	4.00	FIX/IO	38376JDP6	December 2022
Combination 2								
BI	\$ 10,410,000	B	\$ 10,410,000	SEQ	4.00%	FIX	38376JDQ4	November 2024
BO	10,410,000							
<b>Security Group 2</b>								
Combination 3(6)								
MA	\$188,800,000	MC	\$188,800,000	PAC I/AD	3.00%	FIX	38376JDR2	January 2039
		MD	188,800,000	PAC I/AD	3.25	FIX	38376JDS0	January 2039
		ME	188,800,000	PAC I/AD	3.50	FIX	38376JDT8	January 2039
		MG	188,800,000	PAC I/AD	3.75	FIX	38376JDU5	January 2039
		MH	188,800,000	PAC I/AD	4.00	FIX	38376JDV3	January 2039
		MI	51,490,909	NTL(PAC I/AD)	5.50	FIX/IO	38376JDW1	January 2039
		MJ	188,800,000	PAC I/AD	4.25	FIX	38376JDX9	January 2039
Combination 4								
IM	\$ 18,440,000	MB	\$ 18,440,000	PAC I/AD	4.50%	FIX	38376JDY7	November 2039
OM	18,440,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 3</b>								
Combination 5								
VC	\$ 10,125,000	BA	\$ 35,054,680	SEQ	5.00%	FIX	38376JDZ4	November 2039
VD	11,017,000							
ZV	13,912,680							
<b>Security Group 5</b>								
Combination 6(6)								
DA	\$ 38,891,500	DB	\$ 38,891,500	PAC/AD	3.00%	FIX	38376JEA8	July 2039
		DC	38,891,500	PAC/AD	3.25	FIX	38376JEB6	July 2039
		DE	38,891,500	PAC/AD	3.50	FIX	38376JEC4	July 2039
		DG	38,891,500	PAC/AD	3.75	FIX	38376JED2	July 2039
		DI	5,983,307	NTL(PAC/AD)	6.50	FIX/IO	38376JEE0	July 2039
Combination 7								
HS	\$ 38,891,500	KS	\$ 223,694,173	NTL(PT/PAC/AD)	(5)	INV/IO	38376JEF7	November 2039
JS	184,802,673							
<b>Security Group 6</b>								
Combination 8(6)								
PA	\$ 77,430,000	PH	\$ 77,430,000	PAC I	3.00%	FIX	38376JEG5	November 2032
		PI	25,810,000	NTL(PAC I)	4.50	FIX/IO	38376JEH3	November 2032
		PJ	77,430,000	PAC I	3.25	FIX	38376JEJ9	November 2032
		PK	77,430,000	PAC I	3.50	FIX	38376JEK6	November 2032
		PL	77,430,000	PAC I	3.75	FIX	38376JEL4	November 2032
		PM	77,430,000	PAC I	4.00	FIX	38376JEM2	November 2032
		PN	77,430,000	PAC I	4.25	FIX	38376JEN0	November 2032

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum 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								
PC	\$ 37,250,000	PG	\$ 60,050,000	PAC I	4.50%	FIX	38376JEP5	April 2038
PD	22,800,000							
Combination 10								
IP	28,380,000	PE	\$ 28,380,000	PAC I	4.50%	FIX	38376JEQ3	November 2039
PO	28,380,000							
<b>Security Group 8</b>								
Combination 11(6)								
EA	\$212,726,000	EC	\$212,726,000	SEQ	3.00%	FIX	38376JER1	August 2034
		ED	212,726,000	SEQ	3.25	FIX	38376JES9	August 2034
		EG	212,726,000	SEQ	3.50	FIX	38376JET7	August 2034
		EH	212,726,000	SEQ	3.75	FIX	38376JEU4	August 2034
		EI	82,726,777	NTL(SEQ)	4.50	FIX/IO	38376JEV2	August 2034
		EJ	212,726,000	SEQ	4.00	FIX	38376JEW0	August 2034
		EK	212,726,000	SEQ	4.25	FIX	38376JEX8	August 2034
		EL	212,726,000	SEQ	2.75	FIX	38376JFY6	August 2034
Combination 12								
VA	\$ 28,869,000	EB	\$103,174,000	SEQ	4.50%	FIX	38376JEZ3	November 2039
VB	28,869,000							
VZ	45,436,000							
<b>Security Group 9</b>								
Combination 13								
DS	\$ 86,292,016	CS	\$ 86,292,016	NTL(PT)	(5)	INV/IO	38376JFA7	November 2039
QB	86,292,016							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum 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								
DS	\$ 86,292,016	AS	\$ 86,292,016	NTL(PT)	(5)	INV/IO	38376JFB5	November 2039
QA	86,292,016							
QB	86,292,016							
Combination 15								
AF	\$ 86,292,016	CF	\$ 86,292,016	PT	(5)	FLT	38376JFC3	November 2039
QB	86,292,016							
Combination 16								
AF	\$ 86,292,016	DF	\$ 86,292,016	PT	(5)	FLT	38376JFD1	November 2039
QA	86,292,016							
QB	86,292,016							
Combination 17								
QF	\$ 29,664,642	FH	\$ 29,664,642	PAC/AD	(5)	FLT	38376JFE9	November 2039
QO	29,664,642							
Combination 18								
QC	\$ 29,664,642	FJ	\$ 29,664,642	PAC/AD	(5)	FLT	38376JFF6	November 2039
QF	29,664,642							
QO	29,664,642							
Combination 19								
QC	\$ 29,664,642	FK	\$ 29,664,642	PAC/AD	(5)	FLT	38376JFG4	November 2039
QD	29,664,642							
QF	29,664,642							
QO	29,664,642							

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 20								
QD	\$ 29,664,642	SJ	\$ 29,664,642	NTL(PAC/AD)	(5)	INV/IO	38376JFH2	November 2039
SK	29,664,642							
Combination 21								
QC	\$ 29,664,642	SH	\$ 29,664,642	NTL(PAC/AD)	(5)	INV/IO	38376JFJ8	November 2039
QD	29,664,642							
SK	29,664,642							
Combination 22								
QC	\$ 16,180,715	HB	\$ 37,755,000	PAC/AD	3.00%	FIX	38376JFK5	November 2039
QD	16,180,715							
QF	16,180,715							
QO	37,755,000							
SK	16,180,715							
Combination 23								
QC	\$ 17,529,108	HC	\$ 37,755,000	PAC/AD	3.25%	FIX	38376JFL3	November 2039
QD	17,529,108							
QF	17,529,108							
QO	37,755,000							
SK	17,529,108							
Combination 24								
QC	\$ 18,877,500	HD	\$ 37,755,000	PAC/AD	3.50%	FIX	38376JFM1	November 2039
QD	18,877,500							
QF	18,877,500							
QO	37,755,000							
SK	18,877,500							

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 25								
QC	\$ 20,225,893	HE	\$ 37,755,000	PAC/AD	3.75%	FIX	38376JFN9	November 2039
QD	20,225,893							
QF	20,225,893							
QO	37,755,000							
SK	20,225,893							
Combination 26								
QC	\$ 21,574,286	HA	\$ 37,755,000	PAC/AD	4.00%	FIX	38376JFP4	November 2039
QD	21,574,286							
QF	21,574,286							
QO	37,755,000							
SK	21,574,286							
Combination 27								
QC	\$ 22,922,679	HG	\$ 37,755,000	PAC/AD	4.25%	FIX	38376JFQ2	November 2039
QD	22,922,679							
QF	22,922,679							
QO	37,755,000							
SK	22,922,679							
Combination 28								
QC	\$ 24,271,072	HJ	\$ 37,755,000	PAC/AD	4.50%	FIX	38376JFR0	November 2039
QD	24,271,072							
QF	24,271,072							
QO	37,755,000							
SK	24,271,072							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 29								
QC	\$ 26,967,858	HK	\$ 37,755,000	PAC/AD	5.00%	FIX	38376JFS8	November 2039
QD	26,967,858							
QF	26,967,858							
QO	37,755,000							
SK	26,967,858							
Combination 30								
QC	\$ 29,664,642	HL	\$ 37,755,000	PAC/AD	5.50%	FIX	38376JFT6	November 2039
QD	29,664,642							
QF	29,664,642							
QO	37,755,000							
SK	29,664,642							
Combination 31								
QC	\$ 29,664,642	HI	\$ 31,946,537	NTL(PAC/AD)	6.50%	FIX/IO	38376JFU3	November 2039
QD	29,664,642							
QF	29,664,642							
SK	29,664,642							
<b>Security Groups 5 and 9</b>								
Combination 32(7)								
ZA	14,031,337	AZ	\$ 19,387,346	SUP	5.5%	FIX/Z	38376JFV1	November 2039
ZU	5,356,009							
<b>Security Groups 10 and 11</b>								
Combination 33(7)								
SM	\$224,913,774	ST	\$247,458,310	NTL(SC/PT)	(5)	INV/IO	38376JFW9	February 2038
SN	22,544,536							

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)
<b>Security Groups 13 and 14</b>								
Combination 34(7)								
SP	\$156,059,463	SU	\$174,999,400	NTL(SC/PT)	(5)	INV/IO	38376JFX7	May 2037
SQ	18,939,937							
<b>Security Groups 15 and 16</b>								
Combination 35(7)								
SA	\$120,604,840	SD	\$129,089,951	NTL(SC/PT)	(5)	INV/IO	38376JFY5	March 2036
SB	8,485,111							
<b>Security Groups 19 and 20</b>								
Combination 36(7)								
LM	\$ 19,083,647	LP	\$113,054,981	NTL(SC/PT)	(5)	INV/IO	38376JFZ2	July 2036
LT	93,971,334							
<b>Security Groups 24 and 25</b>								
Combination 37(7)								
CK	\$352,470,183	CM	\$375,751,003	NTL(SC/PT)	(5)	INV/IO	38376JGA6	February 2039
CL	23,280,820							
<b>Security Groups 11, 14, 16, 20 and 25</b>								
Combination 38(7)								
CN	\$ 23,280,820	WT	\$ 92,334,051	NTL(SC/PT)	(5)	INV/WAC/IO	38376JGB4	May 2037
LN	19,083,647							
SE	8,485,111							
SI	22,544,536							
SV	18,939,937							

(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, 3, 6, 8 and 11, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.
- (7) Combinations 32, 33, 34, 35, 36, 37 and 38 are derived from REMIC classes of separate Security Groups.



**\$650,633,713**

**Government National Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2009-113**

**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-7 which highlights some of these risks.

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
C	\$ 17,566,000	5.00%	SUP	FIX	38376EYQ2	November 2039
CA	4,077,469	5.00	PAC II	FIX	38376EYR0	November 2039
CB	13,000,000	4.50	SUP	FIX	38376EYS8	October 2039
CD	10,838,213	5.00	SUP	FIX	38376EYT6	October 2039
CE	13,000,000	5.50	SUP	FIX	38376EYU3	October 2039
CG	1,100,499	5.00	SUP	FIX	38376EYV1	November 2039
PA(1)	124,324,965	5.00	PAC I	FIX	38376EYW9	June 2035
PB(1)	15,094,743	5.00	PAC I	FIX	38376EYX7	July 2036
PC(1)	26,299,405	5.00	PAC I	FIX	38376EYY5	April 2038
UL(1)	15,240,997	5.00	PAC I	FIX	38376EYZ2	March 2039
UM	11,457,751	5.00	PAC I	FIX	38376EZ A6	November 2039
<b>Security Group 2</b>						
QB(1)	25,383,671	5.00	SC/PT	FIX	38376EZB4	October 2039
QI(1)	14,003,547	5.00	NTL (SC/PT)	FIX/IO	38376EZC2	November 2035
<b>Security Group 3</b>						
GA(1)	168,710,181	5.00	SEQ	FIX	38376EZD0	May 2035
GV(1)	26,690,637	5.00	SEQ/AD	FIX	38376EZE8	September 2021
GW(1)	11,337,464	5.00	SEQ	FIX	38376EZF5	March 2036
GZ(1)	33,261,718	5.00	SEQ	FIX/Z	38376EZG3	November 2039
<b>Security Group 4</b>						
IM(1)	10,000,000	4.00	NTL (SEQ)	FIX/IO	38376EZH1	January 2024
MI(1)	10,000,000	4.00	NTL (SEQ)	FIX/IO	38376EJ7	November 2024
MJ(1)	113,250,000	4.00	SEQ	FIX	38376EJK4	March 2023
MO(1)	10,000,000	0.00	SEQ	PO	38376EKL2	November 2024
OM(1)	10,000,000	0.00	SEQ	PO	38376EZM0	January 2024
<b>Residual</b>						
RR	0	0.00	NPR	NPR	38376EJ30	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.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

**Morgan Stanley**

**Utendahl Capital Partners, L.P.**

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:** Morgan Stanley & Co. Incorporated

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

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

**Tax Administrator:** The Trustee

**Closing Date:** November 30, 2009

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

**Trust Assets:**

<u>Trust Asset Group or Subgroup<sup>(2)</sup></u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	5.00%	30
2	Underlying Certificates	(1)	(1)
3	Ginnie Mae II	5.00%	30
4	Ginnie Mae I	4.00%	15

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

(2) The Group 2 Trust Assets consist of two Subgroups, Subgroup 2A and 2B (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.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 3 and 4 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$252,000,042	340	17	5.500%
<b>Group 3 Trust Assets</b>			
\$240,000,000	357	3	5.382%
<b>Group 4 Trust Assets</b>			
\$133,250,000	175	4	4.500%

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

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

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

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

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

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

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

Class QR 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. The approximate initial Interest Rate for the Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is 7.75837%.

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

#### SECURITY GROUP 1

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

1. Sequentially, to PA, PB, PC, UL and UM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently:
  - a. 29.4819687786% to C, until retired
  - b. 70.5180312214% in the following order of priority:
    - i. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
    - ii. Concurrently, to CB, CD and CE, pro rata, until retired
    - iii. To CG, until retired
    - iv. To CA, without regard to its Scheduled Principal Balance, until retired
3. Sequentially, to PA, PB, PC, UL and UM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

- The Group 2 Principal Distribution Amount will be allocated to QB, 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 Accrual Amount will be allocated as follows:

- The Accrual Amount, sequentially, to GV and GZ, in that order, until retired
- The Group 3 Adjusted Principal Distribution Amount, sequentially, to GA, GW, GV and GZ, in that order, until retired

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, sequentially, to MJ, OM and MO, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
PA, PB, PC, UL and UM (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
CA . . . . .	130% 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 Balances or the outstanding notional balance of the related Trust Asset Subgroup indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI .....	\$72,019,058	40% of GA and GW (in the aggregate) (SEQ Classes)
	<u>10,676,254</u>	40% of GV (SEQ/AD Class)
	<u>\$82,695,312</u>	
GI .....	\$67,484,072	40% of GA (SEQ Class)
IM .....	10,000,000	100% of OM (SEQ Class)
KI .....	49,729,986	40% of PA (PAC I Class)
LI .....	72,019,058	40% of GA and GW (in the aggregate) (SEQ Classes)
MI .....	10,000,000	100% of MO (SEQ Class)
QI .....	14,003,547	100% of Subgroup 2B Trust Assets
TI .....	55,767,883	40% of PA and PB (in the aggregate) (PAC I Classes)
UI .....	66,287,645	40% of PA, PB and PC (in the aggregate) (PAC I Classes)
YI .....	72,384,044	40% of PA, PB, PC and UL (in the aggregate) (PAC I Classes)

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

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

Available Combinations(1)

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
<b>Security Group 1</b>									
Combination 1(6)									
PA	\$124,324,965	KA	\$124,324,965	PAC I	3.00%	FIX	38376EZN8	June 2035	
		KB	124,324,965	PAC I	3.25	FIX	38376EYP3	June 2035	
		KC	124,324,965	PAC I	3.50	FIX	38376EQ1	June 2035	
		KD	124,324,965	PAC I	3.75	FIX	38376EZR9	June 2035	
		KE	124,324,965	PAC I	4.00	FIX	38376EZX7	June 2035	
		KG	124,324,965	PAC I	4.25	FIX	38376EZT5	June 2035	
		KH	124,324,965	PAC I	4.50	FIX	38376EZU2	June 2035	
		KI	49,729,986	NTL (PAC I)	5.00	FIX/IO	38376EZX0	June 2035	
		KJ	124,324,965	PAC I	4.75	FIX	38376EZX8	June 2035	
<b>Combination 2(6)</b>									
PA	\$124,324,965	TA	\$139,419,708	PAC I	3.00%	FIX	38376EZX6	July 2036	
PB	15,094,743	TB	139,419,708	PAC I	3.25	FIX	38376EZY4	July 2036	
		TC	139,419,708	PAC I	3.50	FIX	38376EZZ1	July 2036	
		TD	139,419,708	PAC I	3.75	FIX	38376EA21	July 2036	
		TE	139,419,708	PAC I	4.00	FIX	38376EA39	July 2036	
		TG	139,419,708	PAC I	4.25	FIX	38376EA47	July 2036	
		TH	139,419,708	PAC I	4.50	FIX	38376EA54	July 2036	
		TI	55,767,883	NTL (PAC I)	5.00	FIX/IO	38376EA62	July 2036	
		TJ	139,419,708	PAC I	4.75	FIX	38376EA70	July 2036	
		TK	139,419,708	PAC I	5.00	FIX	38376EA88	July 2036	

REMIC Securities			MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Combination 3(6)									
PA	\$124,324,965	UA	\$165,719,113	PAC I	3.00%	FIX	38376EA96	April 2038	
PB	15,094,743	UB	165,719,113	PAC I	3.25	FIX	38376EB20	April 2038	
PC	26,299,405	UC	165,719,113	PAC I	3.50	FIX	38376EB38	April 2038	
		UD	165,719,113	PAC I	3.75	FIX	38376EB46	April 2038	
		UE	165,719,113	PAC I	4.00	FIX	38376EB53	April 2038	
		UG	165,719,113	PAC I	4.25	FIX	38376EB61	April 2038	
		UH	165,719,113	PAC I	4.50	FIX	38376EB79	April 2038	
		UI	66,287,645	NTL (PAC I)	5.00	FIX/IO	38376EB87	April 2038	
		UJ	165,719,113	PAC I	4.75	FIX	38376EB95	April 2038	
		UK	165,719,113	PAC I	5.00	FIX	38376EC29	April 2038	
Combination 4(6)									
PA	\$124,324,965	YA	\$180,960,110	PAC I	3.00%	FIX	38376EC37	March 2039	
PB	15,094,743	YB	180,960,110	PAC I	3.25	FIX	38376EC45	March 2039	
PC	26,299,405	YC	180,960,110	PAC I	3.50	FIX	38376EC52	March 2039	
UL	15,240,997	YD	180,960,110	PAC I	3.75	FIX	38376EC60	March 2039	
		YE	180,960,110	PAC I	4.00	FIX	38376EC78	March 2039	
		YG	180,960,110	PAC I	4.25	FIX	38376EC86	March 2039	
		YH	180,960,110	PAC I	4.50	FIX	38376EC94	March 2039	
		YI	72,384,044	NTL (PAC I)	5.00	FIX/IO	38376ED28	March 2039	
		YJ	180,960,110	PAC I	4.75	FIX	38376ED36	March 2039	
		YK	180,960,110	PAC I	5.00	FIX	38376ED44	March 2039	
Combination 5									
PB	\$ 15,094,743	PD	\$ 41,394,148	PAC I	5.00%	FIX	38376ED51	April 2038	
PC	26,299,405								
Combination 6									
PB	\$ 15,094,743	PE	\$ 56,635,145	PAC I	5.00%	FIX	38376ED69	March 2039	
PC	26,299,405								
UL	15,240,997								

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 2</b>								
Combination 7								
QB	\$ 25,383,671	QR	\$ 25,383,671	SC/PT	(5)	WAC/DLY	38376ED77	October 2039
QI	14,003,547							
<b>Security Group 3</b>								
Combination 8(6)								
GA	\$168,710,181	GC	\$168,710,181	SEQ	3.00%	FIX	38376ED85	May 2035
		GD	168,710,181	SEQ	3.25	FIX	38376ED93	May 2035
		GE	168,710,181	SEQ	3.50	FIX	38376EE27	May 2035
		GH	168,710,181	SEQ	3.75	FIX	38376EE35	May 2035
		GI	67,484,072	NTL (SEQ)	5.00	FIX/IO	38376EE43	May 2035
		GJ	168,710,181	SEQ	4.00	FIX	38376EE50	May 2035
		GK	168,710,181	SEQ	4.25	FIX	38376EE68	May 2035
		GM	168,710,181	SEQ	4.50	FIX	38376EE76	May 2035
		GN	168,710,181	SEQ	4.75	FIX	38376EE84	May 2035
Combination 9(6)								
GA	\$168,710,181	LA	\$180,047,645	SEQ	5.00%	FIX	38376EE92	March 2036
GW	11,337,464	LC	180,047,645	SEQ	3.00	FIX	38376EF26	March 2036
		LD	180,047,645	SEQ	3.25	FIX	38376EF34	March 2036
		LE	180,047,645	SEQ	3.50	FIX	38376EF42	March 2036
		LH	180,047,645	SEQ	3.75	FIX	38376EF59	March 2036
		LI	72,019,058	NTL (SEQ)	5.00	FIX/IO	38376EF67	March 2036
		IJ	180,047,645	SEQ	4.00	FIX	38376EF75	March 2036
		LK	180,047,645	SEQ	4.25	FIX	38376EF83	March 2036
		LM	180,047,645	SEQ	4.50	FIX	38376EF91	March 2036
		LN	180,047,645	SEQ	4.75	FIX	38376EG25	March 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 10(6)								
GA	\$168,710,181	AC	\$206,738,282	SEQ/AD	3.00%	FIX	38376EG33	March 2036
GV	26,690,637	AD	206,738,282	SEQ/AD	3.25	FIX	38376EG41	March 2036
GW	11,337,464	AE	206,738,282	SEQ/AD	3.50	FIX	38376EG58	March 2036
		AH	206,738,282	SEQ/AD	3.75	FIX	38376EG66	March 2036
		AI	82,695,312	NTL (SEQ/AD)	5.00	FIX/IO	38376EG74	March 2036
		AJ	206,738,282	SEQ/AD	4.00	FIX	38376EG82	March 2036
		AK	206,738,282	SEQ/AD	4.25	FIX	38376EG90	March 2036
		AL	206,738,282	SEQ/AD	4.50	FIX	38376EH24	March 2036
		AM	206,738,282	SEQ/AD	4.75	FIX	38376EH32	March 2036
		AN	206,738,282	SEQ/AD	5.00	FIX	38376EH40	March 2036
Combination 11								
GV	\$ 26,690,637	GB	\$ 71,289,819	SEQ	5.00%	FIX	38376EH57	November 2039
GW	11,337,464							
GZ	33,261,718							
Combination 12								
GV	\$ 26,690,637	GY	\$ 59,952,355	SEQ	5.00%	FIX	38376EH65	November 2039
GZ	33,261,718							
<b>Security Group 4</b>								
Combination 13								
IM	\$ 10,000,000	ML	\$ 10,000,000	SEQ	4.00%	FIX	38376EH73	January 2024
OM	10,000,000							
Combination 14								
MI	\$ 10,000,000	MG	\$ 10,000,000	SEQ	4.00%	FIX	38376EH81	November 2024
MO	10,000,000							
Combination 15								
IM	\$ 10,000,000	MH	\$123,250,000	SEQ	4.00%	FIX	38376EH99	January 2024
MJ	113,250,000							
OM	10,000,000							

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 16								
IM	\$ 10,000,000	MK	\$ 20,000,000	SEQ	4.00%	FIX	38376EJ22	November 2024
MI	10,000,000							
MO	10,000,000							
OM	10,000,000							

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

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

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

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

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

(6) In the case of Combinations 1, 2, 3, 4, 8, 9 and 10, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.



**\$162,776,115**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2009-097**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
PZ . . . . .	\$19,750,850	5.00%	SC/SEQ	FIX/Z	38376KZC8	August 2039
VA . . . . .	14,404,459	5.00	SC/AD/SEQ	FIX	38376KZD6	October 2020
VC(1) . . . . .	12,275,691	5.00	SC/AD/SEQ	FIX	38376KZE4	August 2022
VZ(1) . . . . .	10,000,000	5.00	SC/SEQ/AD	FIX/Z	38376KZF1	November 2030
<b>Security Group 2</b>						
A(1) . . . . .	75,000,000	5.00	SEQ	FIX	38376KZG9	February 2036
AV(1) . . . . .	10,529,743	5.00	SEQ/AD	FIX	38376KZH7	October 2020
Z(1) . . . . .	14,470,257	5.00	SEQ	FIX/Z	38376KZJ3	October 2039
<b>Security Group 3</b>						
JA . . . . .	6,344,115	6.00	SEQ/AD	FIX	38376KZK0	October 2024
JZ . . . . .	1,000	6.00	SEQ	FIX/Z	38376KZL8	October 2024
<b>Residual</b>						
R . . . . .	0	0.0	NPR	NPR	38376KZM6	October 2039

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

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

**See "Risk Factors" beginning on page S-6 which highlights some of these risks.**

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



**Sandgrain Securities Inc.**

**The date of this Offering Circular Supplement is October 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:** RBC Capital Markets Corporation

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

**Trustee:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** October 30, 2009

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

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Underlying Certificate	(1)	(1)
2	Ginnie Mae II	5.0%	30
3	Ginnie Mae I	6.0%	15

(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.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 2 and 3 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>(3)</sup></u>
<b>Group 2 Trust Assets</b>			
\$100,000,000	358	2	5.40%
<b>Group 3 Trust Assets</b>			
\$ 4,289,460	167	13	6.50%
1,332,079	166	13	6.50%
<u>723,576</u>	<u>165</u>	<u>14</u>	<u>6.50%</u>
<u>\$ 6,345,115</u>			

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

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

<sup>3</sup> The Mortgage Loans underlying the Group 2 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 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 2 and Group 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 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 Class:** The Interest Only Class. See *“Description of the Securities— Form of Securities” in this Supplement*.

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

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

#### SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the PZ and VZ Accrual Amounts will be allocated as follows:

- The VZ Accrual Amount, sequentially, to VC and VZ, in that order, until retired
- The Group 1 Principal Distribution Amount and the PZ Accrual Amount, sequentially, to VA, VC, VZ and PZ, 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 Z Accrual Amount will be allocated as follows:

- The Z Accrual Amount, sequentially, to AV and Z, in that order, until retired
- The Group 2 Adjusted Principal Distribution Amount, sequentially, to A, AV and Z, in that order, until retired

#### SECURITY GROUP 3

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

**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 Class:** The Notional Class will not receive distributions of principal but has a Class Notional Balance for convenience in describing its entitlement to interest. The Class Notional Balance of the Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI .....	\$22,500,000	30% of A (SEQ Class)

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

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



**\$1,183,963,995**

*Government National  
Mortgage Association*

***GINNIE MAE***<sup>®</sup>

*Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-164*

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***OFFERING CIRCULAR SUPPLEMENT***  
*December 22, 2010*

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*Morgan Stanley  
Sandgrain Securities Inc.*