



\$1,977,336,272

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2010-166

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be December 29, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
FA	\$ 18,701,712	(5)	PT	FLT	38377RTZ8	December 2040
PA(1)	31,159,769	3.50%	PAC/AD	FIX	38377RUA1	April 2040
PB	2,576,505	4.50	PAC/AD	FIX	38377RUB9	December 2040
PF	15,579,884	(5)	PAC/AD	FLT	38377RUC7	April 2040
PS	15,579,884	(5)	NTL (PAC/AD)	INV/IO	38377RUD5	April 2040
PZ	6,788,978	4.50	SUP	FIX/Z	38377RUE3	December 2040
SA	18,701,712	(5)	NTL (PT)	INV/IO	38377RUF0	December 2040
<b>Security Group 2</b>						
TL(1)	8,509,983	4.75	SC/SEQ	FIX	38377RUG8	April 2040
UI	772,529	4.50	NTL (SC/PT)	FIX/IO	38377RUH6	April 2040
UL(1)	5,484,204	4.75	SC/SEQ	FIX	38377RUJ2	April 2040
WL(1)	3,498,546	4.75	SC/SEQ	FIX	38377RUK9	April 2040
<b>Security Group 3</b>						
EB(1)	5,104,009	4.00	PAC	FIX	38377RUL7	March 2038
EP	200,000,000	2.75	PAC	FIX	38377RUM5	December 2037
FC(1)	100,000,000	(5)	PAC	FLT	38377RUN3	December 2037
HA(1)	52,646,942	4.00	SUP	FIX	38377RUP8	December 2039
HB(1)	17,548,981	4.00	SUP	FIX	38377RUQ6	July 2040
HC(1)	17,548,981	4.00	SUP	FIX	38377RUR4	December 2040
MB(1)	21,475,676	4.00	PAC	FIX	38377RUS2	November 2038
MC(1)	72,871,411	4.00	PAC	FIX	38377RUT0	December 2040
MF	15,000,000	(5)	PAC	FLT	38377RUU7	March 2038
MS	15,000,000	(5)	NTL (PAC)	INV/IO	38377RUV5	March 2038
PM	30,000,000	2.75	PAC	FIX	38377RUV3	March 2038
SC(1)	100,000,000	(5)	NTL (PAC)	INV/IO	38377RUX1	December 2037
<b>Security Group 4</b>						
DB	8,851,804	4.25	PAC/AD	FIX	38377RUY9	December 2040
DF	22,850,924	(5)	PAC/AD	FLT	38377RUZ6	February 2039
DP(1)	29,379,760	2.50	PAC/AD	FIX	38377RAV0	February 2039
DS	22,850,924	(5)	NTL (PAC/AD)	INV/IO	38377RVB8	February 2039
DZ	9,000,000	4.25	SUP	FIX/Z	38377RVC6	December 2040
FD	8,760,310	(5)	PT	FLT	38377RVD4	December 2040
SD	8,760,310	(5)	NTL (PT)	INV/IO	38377RVE2	December 2040
<b>Security Group 5</b>						
GB	159,899,296	4.00	SEQ	FIX	38377RVF9	December 2040
HW(1)	322,931,268	4.00	SEQ	FIX	38377RVG7	March 2034
HY(1)	17,169,436	4.00	SEQ	FIX	38377RVH5	December 2034
<b>Security Group 6</b>						
BG	22,411,654	4.00	PAC/AD	FIX	38377RVJ1	December 2040
GP(1)	103,522,635	3.00	PAC/AD	FIX	38377RVK8	April 2039
GZ	30,820,822	4.50	SUP	FIX/Z	38377RVL6	December 2040
WV(1)	41,409,054	6.50	PAC/AD	FIX	38377RVM4	April 2039
WY(1)	41,835,835	6.50	PAC/AD	FIX	38377RVN2	December 2040

(Cover continued on following page)

Goldman, Sachs & Co.

Loop Capital Markets LLC

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>						
MA . . . . .	\$100,000,000	4.00%	SEQ	FIX	38377RVP7	October 2037
VA(1) . . . . .	8,970,906	4.00	AD/SEQ	FIX	38377RVQ5	February 2022
VZ(1) . . . . .	16,029,094	4.00	SEQ	FIX/Z	38377RVR3	December 2040
<b>Security Group 8</b>						
FB . . . . .	50,000,000	(5)	PAC/AD	FLT	38377RVS1	December 2038
FK . . . . .	50,000,000	(5)	PAC/AD	FLT	38377RVT9	December 2038
KD(1) . . . . .	22,828,978	4.50	PAC/AD	FIX	38377RVU6	January 2040
KE(1) . . . . .	19,235,996	4.50	PAC/AD	FIX	38377RVV4	December 2040
PK . . . . .	150,000,000	3.00	PAC/AD	FIX	38377RVW2	December 2038
SB . . . . .	50,000,000	(5)	NTL (PAC/AD)	INV/IO	38377RVX0	December 2038
SK . . . . .	50,000,000	(5)	NTL (PAC/AD)	INV/IO	38377RVY8	December 2038
ZD(1) . . . . .	34,591,092	4.50	SUP/AD	FIX/Z	38377RVZ5	March 2040
ZE(1) . . . . .	4,275,304	4.50	SUP	FIX/Z	38377RWA9	December 2040
<b>Security Group 9</b>						
JI . . . . .	16,666,666	4.50	NTL (PAC/AD)	FIX/IO	38377RWB7	October 2036
JK . . . . .	50,000,000	3.00	PAC/AD	FIX	38377RWC5	October 2036
QA(1) . . . . .	12,821,391	4.50	PAC/AD	FIX	38377RWD3	June 2039
QB(1) . . . . .	8,141,691	4.50	PAC/AD	FIX	38377RWE1	December 2040
ZA(1) . . . . .	6,450,424	4.50	SUP/AD	FIX/Z	38377RWF8	July 2040
ZB(1) . . . . .	653,017	4.50	SUP	FIX/Z	38377RWG6	December 2040
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38377RWH4	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. The Class Notional Balance of Class UI will be reduced with the outstanding principal balance of the related Trust Asset Subgroup.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

## AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 2 securities, the disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Document”).

The Base Offering Circular and the Underlying Certificate Disclosure Document 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:** Goldman, Sachs & Co.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** December 29, 2010

**Distribution Dates:** For the Group 1, 5 and 8 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in January 2011. For the Group 2, 3, 4, 6, 7 and 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 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	5.0%	30
2A	Underlying Certificates	(1)	(1)
2B	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	4.0	30
4	Ginnie Mae II	4.5	30
5	Ginnie Mae I	4.0	30
6	Ginnie Mae II	4.5	30
7	Ginnie Mae II	4.0	30
8	Ginnie Mae I	4.5	30
9	Ginnie Mae II	4.5	30

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

<sup>(2)</sup> The Group 2 Trust Assets consist of two subgroups, Subgroup 2A and Subgroup 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, 4, 5, 6, 7, 8 and 9 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$ 74,806,848	348	10	5.50%
<b>Group 3 Trust Assets</b>			
\$532,196,000	359	1	4.40%
<b>Group 4 Trust Assets</b>			
\$ 78,842,798	357	2	4.84%
<b>Group 5 Trust Assets</b>			
\$500,000,000	359	1	4.50%
<b>Group 6 Trust Assets</b>			
\$240,000,000	357	2	4.84%
<b>Group 7 Trust Assets</b>			
\$125,000,000	358	2	4.50%
<b>Group 8 Trust Assets</b>			
\$330,931,370	336	22	5.00%
<b>Group 9 Trust Assets</b>			
\$ 78,066,523	357	2	4.84%

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DF . . . . .	LIBOR + 0.45%	0.715%	0.45%	6.50%	0	0.00%
DS . . . . .	6.05% – LIBOR	5.785%	0.00%	6.05%	0	6.05%
EF . . . . .	LIBOR + 0.45%	0.703%	0.45%	6.50%	0	0.00%
ES . . . . .	6.05% – LIBOR	5.797%	0.00%	6.05%	0	6.05%
FA . . . . .	LIBOR + 0.45%	0.703%	0.45%	6.50%	0	0.00%
FB . . . . .	LIBOR + 0.38%	0.645%	0.38%	6.50%	0	0.00%
FC . . . . .	LIBOR + 0.60%	0.853%	0.60%	6.50%	0	0.00%
FD . . . . .	LIBOR + 0.48%	0.745%	0.48%	6.50%	0	0.00%
FE . . . . .	LIBOR + 0.50%	0.753%	0.50%	6.50%	0	0.00%
FG . . . . .	LIBOR + 0.55%	0.803%	0.55%	6.50%	0	0.00%
FH . . . . .	LIBOR + 1.00%	1.253%	1.00%	6.00%	19	0.00%
FJ . . . . .	LIBOR + 1.10%	1.353%	1.10%	6.00%	19	0.00%
FK . . . . .	LIBOR + 0.32%	0.585%	0.32%	7.00%	0	0.00%
FL . . . . .	LIBOR + 1.20%	1.453%	1.20%	6.00%	19	0.00%
FM . . . . .	LIBOR + 1.30%	1.553%	1.30%	6.00%	19	0.00%
FN . . . . .	LIBOR + 1.00%	1.253%	1.00%	6.00%	19	0.00%
FP . . . . .	LIBOR + 1.10%	1.353%	1.10%	6.00%	19	0.00%
FQ . . . . .	LIBOR + 1.20%	1.453%	1.20%	6.00%	19	0.00%
FT . . . . .	LIBOR + 1.30%	1.553%	1.30%	6.00%	19	0.00%
GF . . . . .	LIBOR + 0.50%	0.764%	0.50%	6.50%	0	0.00%
GS . . . . .	6.00% – LIBOR	5.736%	0.00%	6.00%	0	6.00%
HF . . . . .	LIBOR + 0.55%	0.814%	0.55%	6.50%	0	0.00%
HS . . . . .	5.95% – LIBOR	5.686%	0.00%	5.95%	0	5.95%
JF . . . . .	LIBOR + 0.60%	0.864%	0.60%	6.50%	0	0.00%
JS . . . . .	5.90% – LIBOR	5.636%	0.00%	5.90%	0	5.90%
KF . . . . .	LIBOR + 0.65%	0.914%	0.65%	6.50%	0	0.00%
KS . . . . .	5.85% – LIBOR	5.586%	0.00%	5.85%	0	5.85%
MF . . . . .	LIBOR + 0.45%	0.703%	0.45%	6.50%	0	0.00%
MS . . . . .	6.05% – LIBOR	5.797%	0.00%	6.05%	0	6.05%
PF . . . . .	LIBOR + 0.45%	0.703%	0.45%	6.50%	0	0.00%
PS . . . . .	6.05% – LIBOR	5.797%	0.00%	6.05%	0	6.05%
SA . . . . .	6.05% – LIBOR	5.797%	0.00%	6.05%	0	6.05%
SB . . . . .	6.12% – LIBOR	5.855%	0.00%	6.12%	0	6.12%
SC . . . . .	5.90% – LIBOR	5.647%	0.00%	5.90%	0	5.90%
SD . . . . .	6.02% – LIBOR	5.755%	0.00%	6.02%	0	6.02%
SE . . . . .	6.00% – LIBOR	5.747%	0.00%	6.00%	0	6.00%
SG . . . . .	5.95% – LIBOR	5.697%	0.00%	5.95%	0	5.95%

<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>
SH . . . . .	10.00% – (LIBOR x 2)	9.494%	0.00%	10.00%	19	5.00%
SJ . . . . .	9.80% – (LIBOR x 2)	9.294%	0.00%	9.80%	19	4.90%
SK . . . . .	6.68% – LIBOR	6.415%	0.00%	6.68%	0	6.68%
SL . . . . .	9.60% – (LIBOR x 2)	9.094%	0.00%	9.60%	19	4.80%
SM . . . . .	9.40% – (LIBOR x 2)	8.894%	0.00%	9.40%	19	4.70%
SN . . . . .	10.00% – (LIBOR x 2)	9.494%	0.00%	10.00%	19	5.00%
SP . . . . .	9.80% – (LIBOR x 2)	9.294%	0.00%	9.80%	19	4.90%
SQ . . . . .	9.60% – (LIBOR x 2)	9.094%	0.00%	9.60%	19	4.80%
ST . . . . .	9.40% – (LIBOR x 2)	8.894%	0.00%	9.40%	19	4.70%

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

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

**SECURITY GROUP 1**

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

- The PZ Accrual Amount in the following order of priority:
  1. To the Group 1 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, to PA and PF, pro rata, until retired
    - b. To PB, until retired
  2. To PZ, until retired
- The Group 1 Principal Distribution Amount, concurrently, as follows:
  1. 25% to FA, until retired
  2. 75% in the following order of priority:
    - a. To the Group 1 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. Concurrently, to PA and PF, pro rata, until retired
      - ii. To PB, until retired
    - b. To PZ, until retired
    - c. To the Group 1 PAC Classes, 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 2**

The Group 2 Principal Distribution Amount will be allocated, sequentially, to UL, TL and WL, in that order, until retired

**SECURITY GROUP 3**

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

1. To the Group 3 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently, as follows:
    - i. 12.8533232534% concurrently, to MF and PM, pro rata, until retired
    - ii. 87.1466767466% in the following order of priority:
      - A. Concurrently, to EP and FC, pro rata, until retired
      - B. To EB, until retired
  - b. Sequentially, to MB and MC, in that order, until retired
2. Sequentially, to HA, HB and HC, in that order, until retired
3. To the Group 3 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 4**

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

- The DZ Accrual Amount in the following order of priority:
  1. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, to DF and DP, pro rata, until retired
    - b. To DB, until retired
  2. To DZ, until retired
- The Group 4 Principal Distribution Amount, concurrently, as follows:
  1. 11.1111099837% to FD, until retired
  2. 88.8888900163% in the following order of priority:
    - a. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - i. Concurrently, to DF and DP, pro rata, until retired
      - ii. To DB, until retired
    - b. To DZ, until retired

c. To the Group 4 PAC Classes, 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 5**

The Group 5 Principal Distribution Amount will be allocated, sequentially, to HW, HY and GB, in that order, until retired

#### **SECURITY GROUP 6**

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

1. To the Group 6 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
  - a. 80.0000002868%, in the following order of priority:
    - i. Concurrently, to GP and WV, pro rata, until retired
    - ii. To BG, until retired
  - b. 19.9999997132% to WY, until retired
2. To GZ, until retired
3. To the Group 6 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 7**

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

- The VZ Accrual Amount, sequentially, to VA and VZ, in that order, until retired
- The Group 7 Principal Distribution Amount, sequentially, to MA, VA and VZ, in that order, until retired

#### **SECURITY GROUP 8**

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

1. To the Group 8 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order or priority:
  - a. Concurrently, to FB, FK and PK, pro rata, until retired
  - b. Sequentially, to KD and KE, in that order, until retired
2. Sequentially, to ZD and ZE, in that order, until retired
3. To the Group 8 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 9**

The Group 9 Principal Distribution Amount and the ZA and ZB Accrual Amounts will be allocated in the following order of priority:

1. Sequentially, to JK, QA and QB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to ZA and ZB, in that order, until retired
3. Sequentially, to JK, QA and QB, 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 Classes</b>	
BG, GP, WV and WY (in the aggregate) . . . . .	155% PSA through 230% PSA
DB, DF and DP (in the aggregate) . . . . .	155% PSA through 230% PSA
EB, EP, FC, MB, MC, MF and PM (in the aggregate) . . . . .	150% PSA through 250% PSA
FB, FK, KD, KE and PK (in the aggregate) . . . . .	200% PSA through 280% PSA
JK, QA and QB (in the aggregate) . . . . .	195% PSA through 255% PSA
PA, PB and PF (in the aggregate) . . . . .	175% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI . .	\$ 13,289,842	50% of EB and MB (in the aggregate) (PAC Classes)
DI . .	16,322,088	55.5555555556% of DP (PAC/AD Class)
DS . .	22,850,924	100% of DF (PAC/AD Class)
EI . .	49,725,548	50% of EB, MB and MC (in the aggregate) (PAC Classes)
ES . .	100,000,000	100% of FC (PAC Class)
GI . .	212,562,940	62.5% of HW and HY (in the aggregate) (SEQ Classes)
GS . .	83,244,889	100% of WV and WY (in the aggregate) (PAC/AD Classes)
HS . .	83,244,889	100% of WV and WY (in the aggregate) (PAC/AD Classes)
IB . .	9,347,772	22.2222222222% of KD and KE (in the aggregate) (PAC/AD Classes)
IJ . . .	2,329,231	11.1111111111% of QA and QB (in the aggregate) (PAC/AD Classes)

<b>Class</b>	<b>Original Class Notional Balance</b>	<b>Represents Approximately</b>
IK . .	\$ 4,274,665	22.2222222222% of KE (PAC/AD Class)
IL . .	52,646,942	100% of HA (SUP Class)
IM . .	35,097,962	100% of HB and HC (in the aggregate) (SUP Classes)
IN . .	87,744,904	100% of HA, HB and HC (in the aggregate) (SUP Classes)
IQ . .	201,832,042	62.5% of HW (SEQ Class)
IT . .	2,915,455	16.6666666667% of TL, UL and WL (in the aggregate) (SC/SEQ Classes)
IU . .	914,034	16.6666666667% of UL (SC/SEQ Class)
IW . .	583,091	16.6666666667% of WL (SC/SEQ Class)
IY . .	2,915,455	16.6666666667% of TL, UL and WL (in the aggregate) (SC/SEQ Classes)
JL . .	16,666,666	33.3333333333% of JK (PAC/AD Class)
JS . .	83,244,889	100% of WV and WY (in the aggregate) (PAC/AD Classes)
KI . .	5,073,106	22.2222222222% of KD (PAC/AD Class)
KS . .	83,244,889	100% of WV and WY (in the aggregate) (PAC/AD Classes)
MS . .	15,000,000	100% of MF (PAC Class)
NI . .	34,507,545	33.3333333333% of GP (PAC/AD Class)
PI . .	9,347,930	30% of PA (PAC/AD Class)
PS . .	15,579,884	100% of PF (PAC/AD Class)
SA . .	18,701,712	100% of FA (PT Class)
SB . .	50,000,000	100% of FB (PAC/AD Class)
SC . .	100,000,000	100% of FC (PAC Class)
SD . .	8,760,310	100% of FD (PT Class)
SE . .	100,000,000	100% of FC (PAC Class)
SG . .	100,000,000	100% of FC (PAC Class)
SK . .	50,000,000	100% of FK (PAC/AD Class)
TI . .	1,418,330	16.6666666667% of TL (SC/SEQ Class)
UI . .	772,529	5.5555555556% of the Subgroup 2A 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.

## 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 the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 2 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 underlying series.

As described in the underlying certificate disclosure document, the underlying certificates are

classes that provide support to other classes, and they are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, the underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

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

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

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

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

certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

***The securities may not be a suitable investment for you.*** The securities, especially the group 2 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

have been structured to meet the investment requirements of limited categories of investors.

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

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

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

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

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

## THE TRUST ASSETS

### General

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

### The Trust MBS (Groups 1, 3, 4, 5, 6, 7, 8 and 9)

The Group 1, 5 and 8 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 3, 4, 6, 7 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 (Group 2)**

The Group 2 Trust Assets are Underlying Certificates that represent beneficial ownership interests in a separate trust, 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 Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The 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 the 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, 3, 4, 5, 6, 7, 8 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, 3, 4, 5, 6, 7, 8 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 3, 4, 6, 7 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 3, 4, 6, 7 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 Delay Classes	The calendar month preceding the related Distribution Date
Group 1 and 8 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 3, 4 and 6 Floating Rate and Inverse Floating Rate Classes other than Delay Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

### *Fixed Rate Classes*

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

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

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

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

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

### *Accrual Classes*

Each of Classes DZ, GZ, PZ, VZ, ZA, ZB, ZD and ZE is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

### **Principal Distributions**

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

### *Categories of Classes*

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

### *Notional Classes*

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

### **Residual Securities**

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

## **Class Factors**

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

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

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

## **Termination**

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

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

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1 through 19, 21 through 23 and 25, 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 through 5, 7 through 19, 21 through 23 and 25, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-166. 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 2 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on and reductions in the notional balances of the group 2 securities” in this Supplement.

### Accretion Directed Classes

Classes BG, DB, DF, DP, FB, FK, GP, JK, KD, KE, PA, PB, PF, PK, QA, QB, VA, WV, WY, ZA and ZD 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 DS, JI, PS, SB and SK is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the related Accretion Directed Class shown under “Terms Sheet — Notional Classes” in this Supplement.

Each of the Accretion Directed Classes (other than Class VA) 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. Class VA will have principal payment stability only through the prepayment rate shown in the table below. 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.

Class VA is entitled to principal payments in an amount equal to interest accrued on the related Accrual Class. The Weighted Average Life of Class VA 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 Class VA shown in the table below, the Class Principal Balance of Class VA would be reduced to zero on, but not before, its Final Distribution Date, and the Weighted Average Life of Class VA would equal its maximum Weighted Average Life shown in the table below.
- However, the Weighted Average Life of Class VA will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.

### Accretion Directed Class

Class	Maximum Weighted Average Life (in years)(1)	Final Distribution Date	Prepayment Rate at or below
VA	6.0	February 2022	210% PSA

(1) The maximum Weighted Average Life for Class VA 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 Class VA, the Class Principal Balance of that Class could be reduced to zero before its Final Distribution Date, and its Weighted Average Life could be shortened.

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

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

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

<b>PAC Classes</b>	<b><u>Initial Effective Ranges</u></b>
BG, GP, WV and WY (in the aggregate) . . . . .	143% PSA through 230% PSA
DB, DF and DP (in the aggregate) . . . . .	144% PSA through 230% PSA
EB, EP, FC, MB, MC, MF and PM (in the aggregate) . . . . .	150% PSA through 250% PSA
FB, FK, KD, KE and PK (in the aggregate) . . . . .	191% PSA through 280% PSA
JK, QA and QB (in the aggregate) . . . . .	186% PSA through 255% PSA
PA, PB and PF (in the aggregate) . . . . .	175% PSA through 250% PSA

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

**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 table, that Class could fail to receive Scheduled Payments.

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

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

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

### **Assumability**

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

### **Final Distribution Date**

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

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

### **Modeling Assumptions**

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates, the characteristics of the Mortgage Loans underlying the Underlying Certificates based on information as of the first Business Day of 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, 3, 4, 5, 6, 7, 8 and 9 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 3, 4, 5, 6, 7, 8 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, 3, 4, 5, 6, 7, 8 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 3, 4, 6, 7 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, 5 and 8 Securities are always received on the 16th day of the month, and distributions on the Group 2, 3, 4, 6, 7 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 Trust does not occur.

5. The Closing Date for the Securities is December 29, 2010.

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

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

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

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

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

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

## Decrement Tables

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

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

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

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

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

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

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

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

### Security Group 1 PSA Prepayment Assumption Rates

Distribution Date	Classes FA and SA					Classes PA, PC, PD, PE, PF, PG, PH, PI, PJ and PS					Class PB					Class PZ									
	0%	175%	220%	250%	500%	0%	175%	220%	250%	500%	0%	175%	220%	250%	500%	0%	175%	220%	250%	500%					
	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	99	93	91	90	82	98	91	91	91	91	100	100	100	100	100	100	100	100	100	105	100	88	80	13	
December 2012	97	83	79	77	59	95	79	79	79	65	100	100	100	100	100	100	100	100	100	109	100	71	52	0	
December 2013	96	73	67	64	40	93	67	67	67	43	100	100	100	100	100	100	100	100	100	114	100	57	30	0	
December 2014	94	64	58	54	28	90	57	57	57	28	100	100	100	100	100	100	100	100	100	120	100	48	15	0	
December 2015	92	56	49	45	19	87	47	47	47	17	100	100	100	100	100	100	100	100	100	125	100	42	6	0	
December 2016	91	49	42	37	13	84	39	39	39	10	100	100	100	100	100	100	100	100	100	131	100	38	1	0	
December 2017	89	43	35	31	9	81	32	32	32	5	100	100	100	100	100	100	100	100	100	137	100	37	0	0	
December 2018	87	38	30	26	6	78	25	25	25	2	100	100	100	100	100	100	100	100	100	143	99	36	0	0	
December 2019	85	33	25	21	4	74	20	20	20	0	100	100	100	100	100	90	150	95	34	0	0	0	0	0	
December 2020	83	28	21	18	3	71	16	16	16	0	100	100	100	100	100	62	157	91	32	0	0	0	0	0	
December 2021	80	25	18	14	2	67	12	12	12	0	100	100	100	100	100	42	164	85	29	0	0	0	0	0	
December 2022	78	21	15	12	1	63	9	9	9	0	100	100	100	100	100	28	171	79	26	0	0	0	0	0	
December 2023	75	18	13	10	1	59	6	6	6	0	100	100	100	100	100	19	179	72	24	0	0	0	0	0	
December 2024	72	16	10	8	1	54	4	4	4	0	100	100	100	100	100	13	188	65	21	0	0	0	0	0	
December 2025	69	14	9	6	0	49	2	2	2	0	100	100	100	100	9	196	59	19	0	0	0	0	0	0	
December 2026	66	12	7	5	0	44	1	1	1	0	100	100	100	100	6	205	52	16	0	0	0	0	0	0	
December 2027	63	10	6	4	0	39	0	0	0	0	100	91	91	91	4	215	46	14	0	0	0	0	0	0	
December 2028	60	8	5	3	0	34	0	0	0	0	100	73	73	73	2	224	40	12	0	0	0	0	0	0	
December 2029	56	7	4	3	0	28	0	0	0	0	100	58	58	58	2	235	35	10	0	0	0	0	0	0	
December 2030	52	6	3	2	0	22	0	0	0	0	100	45	45	45	1	246	30	9	0	0	0	0	0	0	
December 2031	48	5	2	2	0	15	0	0	0	0	100	35	35	35	1	257	25	7	0	0	0	0	0	0	
December 2032	44	4	2	1	0	8	0	0	0	0	100	27	27	27	0	269	20	6	0	0	0	0	0	0	
December 2033	40	3	1	1	0	1	0	0	0	0	100	20	20	20	0	281	17	5	0	0	0	0	0	0	
December 2034	35	2	1	1	0	0	0	0	0	0	15	15	15	15	0	282	13	3	0	0	0	0	0	0	
December 2035	30	2	1	0	0	0	0	0	0	0	10	10	10	10	0	242	10	3	0	0	0	0	0	0	
December 2036	24	1	1	0	0	0	0	0	0	0	7	7	7	7	0	199	7	2	0	0	0	0	0	0	
December 2037	19	1	0	0	0	0	0	0	0	0	4	4	4	4	0	154	4	1	0	0	0	0	0	0	
December 2038	13	0	0	0	0	0	0	0	0	0	2	2	2	2	0	106	2	0	0	0	0	0	0	0	
December 2039	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	55	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	0	0	0	
Weighted Average Life (years)	18.9	7.6	6.5	5.8	3.2	13.9	5.6	5.6	5.6	3.1	23.8	20.4	20.4	20.4	11.3	27.1	16.9	7.4	2.3	0.6					

### Security Group 2 PSA Prepayment Assumption Rates

Distribution Date	Classes II, IY, YJ, YK, YL and YM					Classes IU, UA, UJ, UK and UL					Classes IW, UC, WJ, WK and WL				
	0%	100%	235%	400%	500%	0%	100%	235%	400%	500%	0%	100%	235%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	96	96	96	100	100	87	87	87	100	100	100	100	100
December 2012	100	100	90	2	0	100	100	68	0	0	100	100	100	11	0
December 2013	100	100	84	0	0	100	100	50	0	0	100	100	100	0	0
December 2014	100	100	49	0	0	100	100	0	0	0	100	100	100	0	0
December 2015	100	100	30	0	0	100	100	0	0	0	100	100	100	0	0
December 2016	100	100	18	0	0	100	100	0	0	0	100	100	91	0	0
December 2017	100	100	13	0	0	100	100	0	0	0	100	100	65	0	0
December 2018	100	100	12	0	0	100	100	0	0	0	100	100	61	0	0
December 2019	100	100	12	0	0	100	100	0	0	0	100	100	61	0	0
December 2020	100	100	12	0	0	100	100	0	0	0	100	100	60	0	0
December 2021	100	100	11	0	0	100	100	0	0	0	100	100	57	0	0
December 2022	100	100	11	0	0	100	100	0	0	0	100	100	53	0	0
December 2023	100	100	10	0	0	100	100	0	0	0	100	100	48	0	0
December 2024	100	91	9	0	0	100	70	0	0	0	100	100	43	0	0
December 2025	100	58	8	0	0	100	0	0	0	0	100	100	39	0	0
December 2026	100	41	7	0	0	100	0	0	0	0	100	100	34	0	0
December 2027	100	26	6	0	0	100	0	0	0	0	100	100	29	0	0
December 2028	100	22	5	0	0	100	0	0	0	0	100	100	25	0	0
December 2029	100	19	4	0	0	100	0	0	0	0	100	95	21	0	0
December 2030	100	16	4	0	0	100	0	0	0	0	100	79	18	0	0
December 2031	100	13	3	0	0	100	0	0	0	0	100	66	15	0	0
December 2032	100	11	2	0	0	100	0	0	0	0	100	54	12	0	0
December 2033	100	9	2	0	0	100	0	0	0	0	100	43	9	0	0
December 2034	100	7	1	0	0	100	0	0	0	0	100	33	7	0	0
December 2035	100	5	1	0	0	100	0	0	0	0	100	25	5	0	0
December 2036	37	3	1	0	0	0	0	0	0	0	100	17	4	0	0
December 2037	2	2	0	0	0	0	0	0	0	0	11	11	2	0	0
December 2038	1	1	0	0	0	0	0	0	0	0	5	5	1	0	0
December 2039	0	0	0	0	0	0	0	0	0	0	1	1	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.9	16.8	5.5	1.6	1.3	25.4	14.2	2.5	1.3	1.1	26.7	22.8	13.1	1.9	1.5

Security Group 2 PSA Prepayment Assumption Rates										
Distribution Date	Classes TI, TJ, TK, TL and UB					Class UI				
	0%	100%	235%	400%	500%	0%	100%	235%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	95	95	95
December 2012	100	100	100	0	0	100	100	87	3	0
December 2013	100	100	100	0	0	100	100	80	0	0
December 2014	100	100	60	0	0	100	100	51	0	0
December 2015	100	100	20	0	0	100	100	37	0	0
December 2016	100	100	0	0	0	100	100	23	0	0
December 2017	100	100	0	0	0	100	100	16	0	0
December 2018	100	100	0	0	0	100	100	15	0	0
December 2019	100	100	0	0	0	100	100	15	0	0
December 2020	100	100	0	0	0	100	100	15	0	0
December 2021	100	100	0	0	0	100	100	14	0	0
December 2022	100	100	0	0	0	100	100	13	0	0
December 2023	100	100	0	0	0	100	100	12	0	0
December 2024	100	100	0	0	0	100	88	11	0	0
December 2025	100	77	0	0	0	100	51	10	0	0
December 2026	100	44	0	0	0	100	51	9	0	0
December 2027	100	12	0	0	0	100	33	7	0	0
December 2028	100	5	0	0	0	100	28	6	0	0
December 2029	100	0	0	0	0	100	24	5	0	0
December 2030	100	0	0	0	0	100	20	4	0	0
December 2031	100	0	0	0	0	100	17	4	0	0
December 2032	100	0	0	0	0	100	13	3	0	0
December 2033	100	0	0	0	0	100	11	2	0	0
December 2034	100	0	0	0	0	100	8	2	0	0
December 2035	100	0	0	0	0	100	6	1	0	0
December 2036	35	0	0	0	0	47	4	1	0	0
December 2037	0	0	0	0	0	3	3	1	0	0
December 2038	0	0	0	0	0	1	1	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)	25.9	15.9	4.3	1.6	1.3	25.9	17.1	5.9	1.6	1.3

Security Group 3 PSA Prepayment Assumption Rates																				
Distribution Date	Classes CA, CB, CD, CE, CG, CH, CI, CJ, CK and CL					Class EB					Classes EF, EP, ES, FC, FE, FG, SC, SE and SG					Classes EG, EH, EI, EJ, EK, EL, EM, EN, EQ and EV				
	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	100	98	94	94	94	94	100	100	100	100	100
December 2012	100	100	100	100	100	100	100	100	100	100	96	83	83	83	83	100	100	100	100	100
December 2013	100	100	100	100	100	100	100	100	100	100	93	68	68	68	60	100	100	100	100	100
December 2014	100	100	100	100	100	100	100	100	100	100	91	55	55	55	37	100	100	100	100	100
December 2015	100	100	100	100	100	100	100	100	100	100	88	43	43	43	20	100	100	100	100	100
December 2016	100	100	100	100	100	100	100	100	100	100	86	32	32	32	8	100	100	100	100	100
December 2017	100	100	100	100	78	100	100	100	100	0	83	23	23	23	0	100	100	100	100	94
December 2018	100	100	100	100	0	100	100	100	100	0	80	14	14	14	0	100	100	100	100	70
December 2019	100	100	100	100	0	100	100	100	100	0	76	6	6	6	0	100	100	100	100	51
December 2020	100	100	100	100	0	100	100	100	100	0	73	0	0	0	0	100	100	100	100	38
December 2021	100	38	38	38	0	100	0	0	0	0	69	0	0	0	0	100	83	83	83	28
December 2022	100	0	0	0	0	100	0	0	0	0	66	0	0	0	0	100	68	68	68	20
December 2023	100	0	0	0	0	100	0	0	0	0	62	0	0	0	0	100	56	56	56	15
December 2024	100	0	0	0	0	100	0	0	0	0	57	0	0	0	0	100	46	46	46	11
December 2025	100	0	0	0	0	100	0	0	0	0	53	0	0	0	0	100	37	37	37	8
December 2026	100	0	0	0	0	100	0	0	0	0	48	0	0	0	0	100	30	30	30	6
December 2027	100	0	0	0	0	100	0	0	0	0	43	0	0	0	0	100	24	24	24	4
December 2028	100	0	0	0	0	100	0	0	0	0	38	0	0	0	0	100	19	19	19	3
December 2029	100	0	0	0	0	100	0	0	0	0	32	0	0	0	0	100	15	15	15	2
December 2030	100	0	0	0	0	100	0	0	0	0	26	0	0	0	0	100	12	12	12	1
December 2031	100	0	0	0	0	100	0	0	0	0	20	0	0	0	0	100	9	9	9	1
December 2032	100	0	0	0	0	100	0	0	0	0	13	0	0	0	0	100	7	7	7	1
December 2033	100	0	0	0	0	100	0	0	0	0	6	0	0	0	0	100	6	6	6	0
December 2034	90	0	0	0	0	49	0	0	0	0	0	0	0	0	0	97	4	4	4	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	71	3	3	3	0
December 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	42	2	2	2	0
December 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	12	1	1	1	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	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)	24.4	10.8	10.8	10.8	7.3	24.0	10.2	10.2	10.2	6.9	14.5	4.7	4.7	4.7	3.5	25.7	14.8	14.8	14.8	10.1

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes EU, FH, FJ, FL, FM, IN, SH, SJ, SL, SM, WA, WB, WC, WD, WG, WH, WM, WN and WO					Classes FN, FP, FQ, FT, HA, IL, SN, SP, SQ, ST, TA, TB, TC, TD, TG, TH, TM, TN and TO					Class HB					Class HC					
	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	96	91	77	100	100	93	85	62	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	85	70	25	100	100	75	49	0	100	100	100	100	26	100	100	100	100	100	100
December 2013	100	100	71	44	0	100	100	52	6	0	100	100	100	100	0	100	100	100	100	0	0
December 2014	100	100	61	25	0	100	100	35	0	0	100	100	100	23	0	100	100	100	100	0	0
December 2015	100	100	54	12	0	100	100	23	0	0	100	100	100	0	0	100	100	100	60	0	0
December 2016	100	100	49	4	0	100	100	15	0	0	100	100	100	0	0	100	100	100	22	0	0
December 2017	100	100	46	1	0	100	100	10	0	0	100	100	100	0	0	100	100	100	4	0	0
December 2018	100	100	45	0	0	100	100	8	0	0	100	100	100	0	0	100	100	100	0	0	0
December 2019	100	98	43	0	0	100	97	6	0	0	100	100	100	0	0	100	100	100	0	0	0
December 2020	100	95	41	0	0	100	91	2	0	0	100	100	100	0	0	100	100	100	0	0	0
December 2021	100	90	38	0	0	100	84	0	0	0	100	100	92	0	0	100	100	100	0	0	0
December 2022	100	85	35	0	0	100	75	0	0	0	100	100	77	0	0	100	100	100	0	0	0
December 2023	100	79	32	0	0	100	64	0	0	0	100	100	61	0	0	100	100	100	0	0	0
December 2024	100	72	29	0	0	100	54	0	0	0	100	100	45	0	0	100	100	100	0	0	0
December 2025	100	66	26	0	0	100	43	0	0	0	100	100	29	0	0	100	100	100	0	0	0
December 2026	100	59	23	0	0	100	32	0	0	0	100	100	14	0	0	100	100	100	0	0	0
December 2027	100	53	20	0	0	100	22	0	0	0	100	100	0	0	0	100	100	100	0	0	0
December 2028	100	47	17	0	0	100	12	0	0	0	100	100	0	0	0	100	100	87	0	0	0
December 2029	100	41	15	0	0	100	2	0	0	0	100	100	0	0	0	100	100	74	0	0	0
December 2030	100	36	13	0	0	100	0	0	0	0	100	79	0	0	0	100	100	63	0	0	0
December 2031	100	31	11	0	0	100	0	0	0	0	100	53	0	0	0	100	100	53	0	0	0
December 2032	100	26	9	0	0	100	0	0	0	0	100	29	0	0	0	100	100	44	0	0	0
December 2033	100	21	7	0	0	100	0	0	0	0	100	7	0	0	0	100	100	35	0	0	0
December 2034	100	17	6	0	0	100	0	0	0	0	100	0	0	0	0	100	87	28	0	0	0
December 2035	100	14	4	0	0	100	0	0	0	0	100	0	0	0	0	100	68	21	0	0	0
December 2036	100	10	3	0	0	100	0	0	0	0	100	0	0	0	0	100	51	16	0	0	0
December 2037	100	7	2	0	0	100	0	0	0	0	100	0	0	0	0	100	36	11	0	0	0
December 2038	77	4	1	0	0	62	0	0	0	0	100	0	0	0	0	100	22	7	0	0	0
December 2039	40	2	1	0	0	0	0	0	0	0	99	0	0	0	0	100	10	3	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)	28.7	18.1	9.3	3.0	1.5	28.2	14.3	3.7	1.9	1.1	29.3	21.2	13.7	3.7	1.9	29.8	26.3	21.9	5.4	2.3	

**PSA Prepayment Assumption Rates**

Distribution Date	Classes IM, UD, UE, UG, UH, UM, UN, UO, UP, UQ and UW					Class MB					Class MC					Classes MF, MS and PM					
	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	0%	150%	200%	250%	400%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	94	94
December 2012	100	100	100	100	63	100	100	100	100	100	100	100	100	100	100	100	100	100	100	96	83
December 2013	100	100	100	100	0	100	100	100	100	100	100	100	100	100	100	100	100	100	100	94	69
December 2014	100	100	100	62	0	100	100	100	100	100	100	100	100	100	100	100	100	100	91	56	56
December 2015	100	100	100	30	0	100	100	100	100	100	100	100	100	100	100	100	100	100	89	44	44
December 2016	100	100	100	11	0	100	100	100	100	100	100	100	100	100	100	100	100	86	34	34	34
December 2017	100	100	100	2	0	100	100	100	100	97	100	100	100	100	100	100	100	83	24	24	24
December 2018	100	100	100	0	0	100	100	100	100	0	100	100	100	100	95	80	15	15	15	0	0
December 2019	100	100	100	0	0	100	100	100	100	0	100	100	100	100	70	77	8	8	8	0	0
December 2020	100	100	100	0	0	100	100	100	100	0	100	100	100	100	52	73	2	2	2	0	0
December 2021	100	100	96	0	0	100	47	47	47	0	100	100	100	100	38	70	0	0	0	0	0
December 2022	100	100	88	0	0	100	0	0	0	0	100	93	93	93	28	66	0	0	0	0	0
December 2023	100	100	80	0	0	100	0	0	0	0	100	76	76	76	20	62	0	0	0	0	0
December 2024	100	100	72	0	0	100	0	0	0	0	100	62	62	62	15	58	0	0	0	0	0
December 2025	100	100	65	0	0	100	0	0	0	0	100	51	51	51	11	54	0	0	0	0	0
December 2026	100	100	57	0	0	100	0	0	0	0	100	41	41	41	8	49	0	0	0	0	0
December 2027	100	100	50	0	0	100	0	0	0	0	100	33	33	33	6	44	0	0	0	0	0
December 2028	100	100	43	0	0	100	0	0	0	0	100	26	26	26	4	39	0	0	0	0	0
December 2029	100	100	37	0	0	100	0	0	0	0	100	21	21	21	3	33	0	0	0	0	0
December 2030	100	89	32	0	0	100	0	0	0	0	100	17	17	17	2	28	0	0	0	0	0
December 2031	100	77	26	0	0	100	0	0	0	0	100	13	13	13	1	21	0	0	0	0	0
December 2032	100	65	22	0	0	100	0	0	0	0	100	10	10	10	1	15	0	0	0	0	0
December 2033	100	54	18	0	0	100	0	0	0	0	100	8	8	8	1	8	0	0	0	0	0
December 2034	100	43	14	0	0	100	0	0	0	0	100	6	6	6	0	1	0	0	0	0	0
December 2035	100	34	11	0	0	0	0	0	0	0	97	4	4	4	0	0	0	0	0	0	0
December 2036	100	26	8	0	0	0	0	0	0	0	58	3	3	3	0	0	0	0	0	0	0
December 2037	100	18	5	0	0	0	0	0	0	0	17	2	2	2	0	0	0	0	0	0	0
December 2038	100	11	3	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
December 2039	99	5	1	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)	29.5	23.7	17.8	4.6	2.1	24.5	11.0	11.0	11.0	7.4	26.2	16.2	16.2	16.2	11.1	14.7	4.8	4.8	4.8	3.6	

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class DB					Classes DC, DF, DG, DI, DK, DM, DO, DP, DQ, DS and DW					Class DZ					Classes FD and SD				
	0%	155%	200%	230%	400%	0%	155%	200%	230%	400%	0%	155%	200%	230%	400%	0%	155%	200%	230%	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	100	100	100	98	94	94	94	94	104	100	94	90	68	99	96	95	95	92
December 2012	100	100	100	100	100	95	84	84	84	84	109	100	81	69	0	97	88	86	84	75
December 2013	100	100	100	100	100	92	72	72	72	59	114	100	66	43	0	96	79	74	72	57
December 2014	100	100	100	100	100	90	60	60	60	40	118	100	54	25	0	95	70	64	61	42
December 2015	100	100	100	100	100	87	49	49	49	25	124	100	46	13	0	93	62	55	51	31
December 2016	100	100	100	100	100	83	40	40	40	14	129	100	41	5	0	91	55	48	43	23
December 2017	100	100	100	100	100	80	32	32	32	6	135	100	38	1	0	90	49	41	36	17
December 2018	100	100	100	100	100	77	24	24	24	0	140	100	36	0	0	88	43	35	31	13
December 2019	100	100	100	100	75	73	17	17	17	0	146	99	35	0	0	86	38	30	26	10
December 2020	100	100	100	100	56	69	12	12	12	0	153	96	34	0	0	84	34	26	21	7
December 2021	100	100	100	100	41	65	7	7	7	0	159	91	32	0	0	81	30	22	18	5
December 2022	100	100	100	100	30	60	3	3	3	0	166	86	29	0	0	79	26	19	15	4
December 2023	100	98	98	98	22	56	0	0	0	0	174	80	27	0	0	77	23	16	12	3
December 2024	100	81	81	81	16	51	0	0	0	0	181	74	24	0	0	74	20	13	10	2
December 2025	100	67	67	67	12	46	0	0	0	0	189	68	22	0	0	71	17	11	8	1
December 2026	100	55	55	55	8	40	0	0	0	0	197	61	19	0	0	68	15	9	7	1
December 2027	100	45	45	45	6	35	0	0	0	0	206	55	17	0	0	65	13	8	6	1
December 2028	100	36	36	36	4	29	0	0	0	0	215	49	15	0	0	61	11	7	5	1
December 2029	100	29	29	29	3	22	0	0	0	0	224	43	13	0	0	58	9	5	4	0
December 2030	100	23	23	23	2	15	0	0	0	0	234	37	11	0	0	54	8	4	3	0
December 2031	100	19	19	19	2	8	0	0	0	0	244	32	9	0	0	50	6	4	2	0
December 2032	100	15	15	15	1	0	0	0	0	0	254	27	8	0	0	46	5	3	2	0
December 2033	55	11	11	11	1	0	0	0	0	0	265	22	6	0	0	41	4	2	1	0
December 2034	8	8	8	8	0	0	0	0	0	0	273	18	5	0	0	36	3	2	1	0
December 2035	6	6	6	6	0	0	0	0	0	0	235	14	4	0	0	31	3	1	1	0
December 2036	4	4	4	4	0	0	0	0	0	0	195	11	3	0	0	26	2	1	1	0
December 2037	3	3	3	3	0	0	0	0	0	0	151	7	2	0	0	20	1	1	0	0
December 2038	2	2	2	2	0	0	0	0	0	0	104	4	1	0	0	14	1	0	0	0
December 2039	1	1	1	1	0	0	0	0	0	0	54	2	0	0	0	7	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)	23.3	17.5	17.5	17.5	11.3	13.2	5.5	5.5	5.5	3.7	27.2	18.3	8.2	3.0	1.3	19.3	8.6	7.3	6.7	4.4

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Classes GA, GE, GH, GI, GJ, GK, GL, GM, GN, GQ, GV and GW					Class GB					Classes HW, IQ, JA, JC, JD, JE, JG, JH, JP, JY, KA and KC					Class HY				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	98	95	93	91	89	100	100	100	100	100	98	95	93	91	88	100	100	100	100	100
December 2012	95	88	80	73	66	100	100	100	100	100	95	87	79	71	64	100	100	100	100	100
December 2013	93	77	63	50	38	100	100	100	100	100	92	76	61	47	34	100	100	100	100	100
December 2014	90	68	48	31	16	100	100	100	100	100	89	66	45	27	12	100	100	100	100	100
December 2015	87	58	35	16	0	100	100	100	100	100	86	56	31	11	0	100	100	100	100	0
December 2016	84	50	23	3	0	100	100	100	100	74	83	47	19	0	0	100	100	100	63	0
December 2017	81	42	14	0	0	100	100	100	85	55	80	39	9	0	0	100	100	100	0	0
December 2018	78	34	5	0	0	100	100	100	68	41	76	31	0	0	0	100	100	97	0	0
December 2019	74	27	0	0	0	100	100	95	54	30	73	24	0	0	0	100	100	0	0	0
December 2020	71	21	0	0	0	100	100	81	43	22	69	17	0	0	0	100	100	0	0	0
December 2021	67	15	0	0	0	100	100	69	34	16	65	10	0	0	0	100	100	0	0	0
December 2022	63	9	0	0	0	100	100	58	27	12	61	4	0	0	0	100	100	0	0	0
December 2023	59	4	0	0	0	100	100	50	22	9	57	0	0	0	0	100	75	0	0	0
December 2024	55	0	0	0	0	100	98	42	17	6	52	0	0	0	0	100	0	0	0	0
December 2025	50	0	0	0	0	100	88	35	13	5	48	0	0	0	0	100	0	0	0	0
December 2026	46	0	0	0	0	100	78	29	10	3	43	0	0	0	0	100	0	0	0	0
December 2027	41	0	0	0	0	100	70	25	8	2	38	0	0	0	0	100	0	0	0	0
December 2028	36	0	0	0	0	100	62	20	6	2	32	0	0	0	0	100	0	0	0	0
December 2029	30	0	0	0	0	100	54	17	5	1	27	0	0	0	0	100	0	0	0	0
December 2030	25	0	0	0	0	100	47	14	4	1	21	0	0	0	0	100	0	0	0	0
December 2031	19	0	0	0	0	100	41	11	3	1	15	0	0	0	0	100	0	0	0	0
December 2032	13	0	0	0	0	100	35	9	2	0	8	0	0	0	0	100	0	0	0	0
December 2033	7	0	0	0	0	100	29	7	1	0	2	0	0	0	0	100	0	0	0	0
December 2034	0	0	0	0	0	100	24	5	1	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	85	19	4	1	0	0	0	0	0	0	0	0	0	0	0
December 2036	0	0	0	0	0	69	15	3	0	0	0	0	0	0	0	0	0	0	0	0
December 2037	0	0	0	0	0	53	10	2	0	0	0	0	0	0	0	0	0	0	0	0
December 2038	0	0	0	0	0	36	7	1	0	0	0	0	0	0	0	0	0	0	0	0
December 2039	0	0	0	0	0	19	3	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)	14.1	6.4	4.1	3.1	2.6	27.1	20.3	14.3	10.6	8.3	13.6	6.0	3.9	3.0	2.5	23.6	13.3	8.3	6.1	4.8

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Class BG					Classes GF, GS, HF, HS, JF, JS, KF, KS and WQ					Classes GP, NC, ND, NE, NG, NH, NI, NJ and WV				
	0%	155%	200%	230%	400%	0%	155%	200%	230%	400%	0%	155%	200%	230%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	98	95	95	95	95	98	95	95	95	95
December 2012	100	100	100	100	100	95	86	86	86	85	95	84	84	84	84
December 2013	100	100	100	100	100	93	74	74	74	62	92	72	72	72	59
December 2014	100	100	100	100	100	90	63	63	63	44	90	60	60	60	40
December 2015	100	100	100	100	100	87	53	53	53	31	87	50	50	50	26
December 2016	100	100	100	100	100	84	45	45	45	21	83	41	41	41	15
December 2017	100	100	100	100	100	81	37	37	37	14	80	32	32	32	8
December 2018	100	100	100	100	100	78	30	30	30	8	76	25	25	25	2
December 2019	100	100	100	100	82	75	24	24	24	5	73	18	18	18	0
December 2020	100	100	100	100	60	71	19	19	19	4	69	13	13	13	0
December 2021	100	100	100	100	44	67	14	14	14	3	65	8	8	8	0
December 2022	100	100	100	100	33	63	11	11	11	2	60	4	4	4	0
December 2023	100	100	100	100	24	58	8	8	8	2	55	1	1	1	0
December 2024	100	88	88	88	17	54	6	6	6	1	51	0	0	0	0
December 2025	100	72	72	72	13	49	5	5	5	1	45	0	0	0	0
December 2026	100	59	59	59	9	44	4	4	4	1	40	0	0	0	0
December 2027	100	49	49	49	7	38	3	3	3	0	34	0	0	0	0
December 2028	100	39	39	39	5	33	3	3	3	0	28	0	0	0	0
December 2029	100	32	32	32	3	27	2	2	2	0	21	0	0	0	0
December 2030	100	25	25	25	2	20	2	2	2	0	14	0	0	0	0
December 2031	100	20	20	20	2	13	1	1	1	0	7	0	0	0	0
December 2032	95	16	16	16	1	6	1	1	1	0	0	0	0	0	0
December 2033	42	12	12	12	1	3	1	1	1	0	0	0	0	0	0
December 2034	9	9	9	9	1	1	1	1	1	0	0	0	0	0	0
December 2035	7	7	7	7	0	0	0	0	0	0	0	0	0	0	0
December 2036	5	5	5	5	0	0	0	0	0	0	0	0	0	0	0
December 2037	3	3	3	3	0	0	0	0	0	0	0	0	0	0	0
December 2038	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0
December 2039	1	1	1	1	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)	23.1	17.9	17.9	17.9	11.6	13.8	6.4	6.4	6.4	4.3	13.1	5.6	5.6	5.6	3.8

**PSA Prepayment Assumption Rates**

Distribution Date	Class GZ					Class WY				
	0%	155%	200%	230%	400%	0%	155%	200%	230%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2011	105	100	94	90	68	98	95	95	95	95
December 2012	109	100	81	69	0	96	87	87	87	86
December 2013	114	100	66	43	0	93	76	76	76	65
December 2014	120	100	54	25	0	91	66	66	66	48
December 2015	125	100	46	13	0	88	57	57	57	36
December 2016	131	100	41	5	0	86	49	49	49	27
December 2017	137	100	38	1	0	83	42	42	42	20
December 2018	143	100	36	0	0	80	35	35	35	15
December 2019	150	99	35	0	0	76	29	29	29	11
December 2020	157	96	34	0	0	73	25	25	25	8
December 2021	164	91	32	0	0	69	21	21	21	6
December 2022	171	86	29	0	0	65	17	17	17	4
December 2023	179	80	27	0	0	61	14	14	14	3
December 2024	188	74	24	0	0	57	12	12	12	2
December 2025	196	68	22	0	0	53	10	10	10	2
December 2026	205	61	19	0	0	48	8	8	8	1
December 2027	215	55	17	0	0	43	7	7	7	1
December 2028	224	49	15	0	0	37	5	5	5	1
December 2029	235	43	13	0	0	32	4	4	4	0
December 2030	246	37	11	0	0	26	3	3	3	0
December 2031	257	32	9	0	0	19	3	3	3	0
December 2032	269	27	8	0	0	13	2	2	2	0
December 2033	281	22	6	0	0	6	2	2	2	0
December 2034	273	18	5	0	0	1	1	1	1	0
December 2035	235	14	4	0	0	1	1	1	1	0
December 2036	195	11	3	0	0	1	1	1	1	0
December 2037	151	7	2	0	0	0	0	0	0	0
December 2038	104	4	1	0	0	0	0	0	0	0
December 2039	54	2	0	0	0	0	0	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.0	18.3	8.2	3.0	1.3	14.5	7.2	7.2	7.2	4.8

**Security Group 7  
PSA Prepayment Assumption Rates**

Distribution Date	Class BM					Class MA					Class VA					Class VZ				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	98	96	94	92	90	93	93	93	93	93	104	104	104	104	104
December 2012	100	100	100	100	100	97	89	82	76	69	85	85	85	85	85	108	108	108	108	108
December 2013	100	100	100	100	100	95	80	68	56	46	77	77	77	77	77	113	113	113	113	113
December 2014	100	100	100	100	100	93	72	55	40	28	69	69	69	69	69	117	117	117	117	117
December 2015	100	100	100	100	100	91	64	44	27	14	61	61	61	61	61	122	122	122	122	122
December 2016	100	100	100	100	100	88	57	34	17	4	52	52	52	52	52	127	127	127	127	127
December 2017	100	100	100	100	86	86	50	26	9	0	42	42	42	42	4	132	132	132	132	132
December 2018	100	100	100	100	64	84	44	19	2	0	33	33	33	33	0	138	138	138	138	100
December 2019	100	100	100	86	47	81	38	12	0	0	23	23	23	0	0	143	143	143	134	74
December 2020	100	100	100	68	35	78	32	7	0	0	12	12	12	0	0	149	149	149	106	54
December 2021	100	100	100	54	26	75	27	2	0	0	1	1	1	0	0	155	155	155	84	40
December 2022	100	100	92	43	19	72	22	0	0	0	0	0	0	0	0	156	156	144	67	29
December 2023	100	100	78	34	14	69	18	0	0	0	0	0	0	0	0	156	156	122	53	21
December 2024	100	100	66	27	10	65	14	0	0	0	0	0	0	0	0	156	156	103	41	16
December 2025	100	100	56	21	7	62	10	0	0	0	0	0	0	0	0	156	156	87	33	11
December 2026	100	100	47	16	5	58	6	0	0	0	0	0	0	0	0	156	156	73	25	8
December 2027	100	100	39	13	4	54	3	0	0	0	0	0	0	0	0	156	156	60	20	6
December 2028	100	98	32	10	3	50	0	0	0	0	0	0	0	0	0	156	153	50	15	4
December 2029	100	86	26	7	2	45	0	0	0	0	0	0	0	0	0	156	134	41	12	3
December 2030	100	75	22	6	1	40	0	0	0	0	0	0	0	0	0	156	117	34	9	2
December 2031	100	65	17	4	1	35	0	0	0	0	0	0	0	0	0	156	101	27	7	1
December 2032	100	55	14	3	1	30	0	0	0	0	0	0	0	0	0	156	86	22	5	1
December 2033	100	46	11	2	0	24	0	0	0	0	0	0	0	0	0	156	72	17	4	1
December 2034	100	38	8	2	0	18	0	0	0	0	0	0	0	0	0	156	59	13	3	0
December 2035	100	30	6	1	0	12	0	0	0	0	0	0	0	0	0	156	47	10	2	0
December 2036	100	23	4	1	0	6	0	0	0	0	0	0	0	0	0	156	36	7	1	0
December 2037	94	16	3	0	0	0	0	0	0	0	0	0	0	0	0	147	25	5	1	0
December 2038	64	10	2	0	0	0	0	0	0	0	0	0	0	0	0	100	16	3	0	0
December 2039	33	4	1	0	0	0	0	0	0	0	0	0	0	0	0	52	7	1	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)	28.5	23.0	16.8	12.5	9.8	16.6	7.7	4.9	3.7	3.0	6.0	6.0	6.0	5.6	5.0	28.5	23.0	16.8	12.9	10.3

**Security Group 8  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BC, BD, BE, BH, IB and KB					Classes FB, FK, PK, SB and SK					Classes IK, KE, KM, KN, KQ and KV					Classes KD, KG, KH, KI, KJ and KL				
	0%	200%	250%	280%	500%	0%	200%	250%	280%	500%	0%	200%	250%	280%	500%	0%	200%	250%	280%	500%
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	100	100	100	97	83	83	83	77	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	95	68	68	68	48	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	100	100	92	54	54	54	28	100	100	100	100	100	100	100	100	100	100
December 2014	100	100	100	100	100	89	42	42	42	14	100	100	100	100	100	100	100	100	100	100
December 2015	100	100	100	100	100	85	32	32	32	4	100	100	100	100	100	100	100	100	100	100
December 2016	100	100	100	100	85	82	23	23	23	0	100	100	100	100	100	100	100	100	100	72
December 2017	100	100	100	100	58	78	15	15	15	0	100	100	100	100	100	100	100	100	100	22
December 2018	100	100	100	100	39	75	9	9	9	0	100	100	100	100	86	100	100	100	100	0
December 2019	100	100	100	100	27	71	4	4	4	0	100	100	100	100	58	100	100	100	100	0
December 2020	100	100	100	100	18	66	0	0	0	0	100	100	100	100	40	100	100	100	100	0
December 2021	100	80	80	80	12	62	0	0	0	0	100	100	100	100	27	100	64	64	64	0
December 2022	100	64	64	64	8	58	0	0	0	0	100	100	100	100	18	100	34	34	34	0
December 2023	100	51	51	51	6	53	0	0	0	0	100	100	100	100	12	100	10	10	10	0
December 2024	100	41	41	41	4	48	0	0	0	0	100	89	89	89	8	100	0	0	0	0
December 2025	100	32	32	32	2	43	0	0	0	0	100	70	70	70	5	100	0	0	0	0
December 2026	100	25	25	25	2	37	0	0	0	0	100	55	55	55	4	100	0	0	0	0
December 2027	100	20	20	20	1	31	0	0	0	0	100	43	43	43	2	100	0	0	0	0
December 2028	100	15	15	15	1	25	0	0	0	0	100	33	33	33	2	100	0	0	0	0
December 2029	100	12	12	12	0	19	0	0	0	0	100	25	25	25	1	100	0	0	0	0
December 2030	100	9	9	9	0	12	0	0	0	0	100	19	19	19	1	100	0	0	0	0
December 2031	100	7	7	7	0	5	0	0	0	0	100	14	14	14	0	100	0	0	0	0
December 2032	85	5	5	5	0	0	0	0	0	0	100	11	11	11	0	73	0	0	0	0
December 2033	39	3	3	3	0	0	0	0	0	0	86	7	7	7	0	0	0	0	0	0
December 2034	2	2	2	2	0	0	0	0	0	0	5	5	5	5	0	0	0	0	0	0
December 2035	1	1	1	1	0	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0
December 2036	1	1	1	1	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0
December 2037	0	0	0	0	0	0	0	0	0	0	1	1	1	1	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
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)	22.8	14.2	14.2	14.2	8.2	12.7	3.8	3.8	3.8	2.2	23.4	17.3	17.3	17.3	10.2	22.3	11.5	11.5	11.5	6.5

**Security Group 8  
PSA Prepayment Assumption Rates**

Distribution Date	Class KZ					Class ZD					Class ZE				
	0%	200%	250%	280%	500%	0%	200%	250%	280%	500%	0%	200%	250%	280%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	105	100	77	63	0	105	99	73	58	0	105	105	105	105	0
December 2012	109	100	59	35	0	109	99	52	25	0	109	109	109	109	0
December 2013	114	100	47	16	0	114	98	38	4	0	114	114	114	114	0
December 2014	120	100	39	6	0	120	98	29	0	0	120	120	120	52	0
December 2015	125	100	35	1	0	125	97	24	0	0	125	125	125	8	0
December 2016	131	100	34	0	0	131	96	22	0	0	131	131	131	0	0
December 2017	137	97	33	0	0	137	93	20	0	0	137	137	137	0	0
December 2018	143	93	31	0	0	143	87	17	0	0	143	143	143	0	0
December 2019	150	87	28	0	0	150	79	13	0	0	150	150	150	0	0
December 2020	157	80	26	0	0	157	71	9	0	0	157	157	157	0	0
December 2021	164	73	23	0	0	164	62	5	0	0	164	164	164	0	0
December 2022	171	66	20	0	0	171	53	1	0	0	171	171	171	0	0
December 2023	179	59	18	0	0	179	44	0	0	0	179	179	160	0	0
December 2024	188	52	15	0	0	188	35	0	0	0	188	188	139	0	0
December 2025	196	45	13	0	0	196	27	0	0	0	196	196	119	0	0
December 2026	205	39	11	0	0	205	19	0	0	0	205	205	101	0	0
December 2027	215	34	9	0	0	215	11	0	0	0	215	215	84	0	0
December 2028	224	29	8	0	0	224	4	0	0	0	224	224	70	0	0
December 2029	235	24	6	0	0	235	0	0	0	0	235	217	57	0	0
December 2030	246	20	5	0	0	246	0	0	0	0	246	178	46	0	0
December 2031	257	16	4	0	0	257	0	0	0	0	257	144	37	0	0
December 2032	269	13	3	0	0	269	0	0	0	0	269	114	28	0	0
December 2033	281	10	2	0	0	281	0	0	0	0	281	88	21	0	0
December 2034	281	7	2	0	0	280	0	0	0	0	294	65	15	0	0
December 2035	241	5	1	0	0	232	0	0	0	0	307	45	10	0	0
December 2036	198	3	1	0	0	182	0	0	0	0	321	27	6	0	0
December 2037	152	1	0	0	0	129	0	0	0	0	336	12	3	0	0
December 2038	104	0	0	0	0	74	0	0	0	0	352	0	0	0	0
December 2039	53	0	0	0	0	15	0	0	0	0	368	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)	27.1	15.0	6.0	1.7	0.4	26.6	12.2	3.5	1.3	0.3	29.6	22.4	17.7	4.0	0.7

**Security Group 9  
PSA Prepayment Assumption Rates**

Distribution Date	Classes IJ, JB, JV and JW					Classes JI and JK					Class QA					Class QB					
	0%	195%	225%	255%	500%	0%	195%	225%	255%	500%	0%	195%	225%	255%	500%	0%	195%	225%	255%	500%	
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	100	100	100	100	97	92	92	92	92	100	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	100	95	78	78	78	68	100	100	100	100	100	100	100	100	100	100	100
December 2013	100	100	100	100	100	92	61	61	61	34	100	100	100	100	100	100	100	100	100	100	100
December 2014	100	100	100	100	100	89	45	45	45	10	100	100	100	100	100	100	100	100	100	100	100
December 2015	100	100	100	100	85	86	32	32	32	0	100	100	100	100	76	100	100	100	100	100	100
December 2016	100	100	100	100	59	82	20	20	20	0	100	100	100	100	32	100	100	100	100	100	100
December 2017	100	100	100	100	40	79	9	9	9	0	100	100	100	100	2	100	100	100	100	100	100
December 2018	100	100	100	100	27	75	0	0	0	0	100	100	100	100	0	100	100	100	100	100	70
December 2019	100	83	83	83	19	71	0	0	0	0	100	72	72	72	0	100	100	100	100	100	48
December 2020	100	68	68	68	13	66	0	0	0	0	100	48	48	48	0	100	100	100	100	100	33
December 2021	100	56	56	56	9	62	0	0	0	0	100	28	28	28	0	100	100	100	100	100	22
December 2022	100	46	46	46	6	57	0	0	0	0	100	12	12	12	0	100	100	100	100	100	15
December 2023	100	37	37	37	4	52	0	0	0	0	100	0	0	0	0	100	96	96	96	96	10
December 2024	100	30	30	30	3	47	0	0	0	0	100	0	0	0	0	100	78	78	78	78	7
December 2025	100	25	25	25	2	41	0	0	0	0	100	0	0	0	0	100	64	64	64	64	5
December 2026	100	20	20	20	1	35	0	0	0	0	100	0	0	0	0	100	51	51	51	51	3
December 2027	100	16	16	16	1	29	0	0	0	0	100	0	0	0	0	100	41	41	41	41	2
December 2028	100	13	13	13	1	22	0	0	0	0	100	0	0	0	0	100	33	33	33	33	1
December 2029	100	10	10	10	0	15	0	0	0	0	100	0	0	0	0	100	26	26	26	26	1
December 2030	100	8	8	8	0	8	0	0	0	0	100	0	0	0	0	100	20	20	20	20	1
December 2031	99	6	6	6	0	0	0	0	0	0	98	0	0	0	0	100	16	16	16	16	0
December 2032	79	5	5	5	0	0	0	0	0	0	65	0	0	0	0	100	12	12	12	12	0
December 2033	58	4	4	4	0	0	0	0	0	0	31	0	0	0	0	100	9	9	9	9	0
December 2034	35	3	3	3	0	0	0	0	0	0	0	0	0	0	0	90	7	7	7	7	0
December 2035	11	2	2	2	0	0	0	0	0	0	0	0	0	0	0	29	5	5	5	5	0
December 2036	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	3	0
December 2037	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	2	0
December 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	1	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)	23.3	12.8	12.8	12.8	7.2	12.5	3.9	3.9	3.9	2.6	22.4	10.1	10.1	10.1	5.7	24.8	17.2	17.2	17.2	17.2	9.7

Security Group 9 PSA Prepayment Assumption Rates															
Distribution Date	Class ZA					Class ZB					Class ZC				
	0%	195%	225%	255%	500%	0%	195%	225%	255%	500%	0%	195%	225%	255%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2011	105	100	93	87	37	105	105	105	105	105	105	100	94	89	43
December 2012	109	99	80	60	0	109	109	109	109	0	109	100	82	65	0
December 2013	114	99	64	30	0	114	114	114	114	0	114	100	69	38	0
December 2014	120	98	53	9	0	120	120	120	120	0	120	100	59	19	0
December 2015	125	97	45	0	0	125	125	125	84	0	125	100	52	8	0
December 2016	131	97	41	0	0	131	131	131	20	0	131	100	49	2	0
December 2017	137	96	38	0	0	137	137	137	0	0	137	100	47	0	0
December 2018	143	94	37	0	0	143	143	143	0	0	143	99	46	0	0
December 2019	150	90	34	0	0	150	150	150	0	0	150	95	44	0	0
December 2020	157	84	30	0	0	157	157	157	0	0	157	90	41	0	0
December 2021	164	76	26	0	0	164	164	164	0	0	164	84	38	0	0
December 2022	171	68	21	0	0	171	171	171	0	0	171	78	35	0	0
December 2023	179	60	16	0	0	179	179	179	0	0	179	71	31	0	0
December 2024	188	51	12	0	0	188	188	188	0	0	188	64	28	0	0
December 2025	196	43	7	0	0	196	196	196	0	0	196	57	25	0	0
December 2026	205	35	3	0	0	205	205	205	0	0	205	50	22	0	0
December 2027	215	27	0	0	0	215	215	203	0	0	215	44	19	0	0
December 2028	224	20	0	0	0	224	224	174	0	0	224	38	16	0	0
December 2029	235	13	0	0	0	235	235	148	0	0	235	33	14	0	0
December 2030	246	6	0	0	0	246	246	124	0	0	246	28	11	0	0
December 2031	257	0	0	0	0	257	255	103	0	0	257	23	9	0	0
December 2032	269	0	0	0	0	269	210	84	0	0	269	19	8	0	0
December 2033	281	0	0	0	0	281	170	67	0	0	281	16	6	0	0
December 2034	294	0	0	0	0	294	135	52	0	0	294	12	5	0	0
December 2035	307	0	0	0	0	307	103	40	0	0	307	9	4	0	0
December 2036	272	0	0	0	0	321	75	29	0	0	277	7	3	0	0
December 2037	202	0	0	0	0	336	51	19	0	0	214	5	2	0	0
December 2038	127	0	0	0	0	352	30	11	0	0	147	3	1	0	0
December 2039	47	0	0	0	0	368	12	4	0	0	76	1	0	0	0
December 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.6	14.0	6.5	2.4	0.8	29.8	24.6	21.5	5.4	1.4	27.8	16.8	9.1	2.7	0.9

## 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 2 Securities, the investor's own projection of principal payment rates 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, 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 necessarily benefit from a higher yield at high 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 Delay Classes*

The effective yield on any Fixed Rate or Delay 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 PI to Prepayments Assumed Price 16.0%\*

PSA Prepayment Assumption Rates				
<u>175%</u>	<u>220%</u>	<u>250%</u>	<u>477%</u>	<u>500%</u>
16.0%	16.0%	16.0%	0.0%	(1.9)%

#### Sensitivity of Class PS to Prepayments Assumed Price 14.53125%\*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>175%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.1500% . . . . .	27.9%	27.9%	27.9%	11.7%
0.2530% . . . . .	27.0%	27.0%	27.0%	10.8%
3.1515% . . . . .	2.8%	2.8%	2.8%	(17.9)%
6.0500% and above . . . . .	**	**	**	**

#### Sensitivity of Class SA to Prepayments Assumed Price 15.46875%\*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>175%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.1500% . . . . .	28.7%	25.9%	24.0%	7.8%
0.2530% . . . . .	27.9%	25.2%	23.3%	7.0%
3.1515% . . . . .	6.7%	3.9%	2.1%	(14.3)%
6.0500% and above . . . . .	**	**	**	**

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

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

**SECURITY GROUP 2**

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

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>235%</b>	<b>242%</b>	<b>400%</b>	<b>500%</b>
23.8%	6.0%	0.1%	(78.4)%	**

**Sensitivity of Class IU to Prepayments  
Assumed Price 13.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>213%</b>	<b>235%</b>	<b>400%</b>	<b>500%</b>
36.1%	0.4%	(10.2)%	(77.9)%	**

**Sensitivity of Class IW to Prepayments  
Assumed Price 40.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>235%</b>	<b>240%</b>	<b>400%</b>	<b>500%</b>
10.2%	5.3%	1.1%	(93.8)%	**

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

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>235%</b>	<b>242%</b>	<b>400%</b>	<b>500%</b>
23.8%	6.0%	0.1%	(78.4)%	**

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

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>228%</b>	<b>235%</b>	<b>400%</b>	<b>500%</b>
20.0%	0.5%	(5.5)%	(85.6)%	**

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

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>235%</b>	<b>242%</b>	<b>400%</b>	<b>500%</b>
23.9%	7.2%	1.2%	(77.5)%	**

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

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

**SECURITY GROUP 3**

**Sensitivity of Class CI to Prepayments  
Assumed Price 35.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>321%</u>	<u>400%</u>
4.0%	4.0%	4.0%	0.1%	(4.8)%

**Sensitivity of Class EI to Prepayments  
Assumed Price 43.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>368%</u>	<u>400%</u>
4.2%	4.2%	4.2%	0.0%	(1.2)%

**Sensitivity of Class ES to Prepayments  
Assumed Price 14.9375%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	25.5%	25.5%	25.5%	17.5%
0.2530% . . . . .	24.6%	24.6%	24.6%	16.5%
3.1515% . . . . .	(2.5)%	(2.5)%	(2.5)%	(15.0)%
6.0500% and above . . . . .	**	**	**	**

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

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>200%</u>	<u>201%</u>	<u>250%</u>	<u>400%</u>
28.8%	1.4%	0.1%	(42.4)%	**

**Sensitivity of Class IM to Prepayments  
Assumed Price 20.15625%\***

<b>PSA Prepayment Assumption Rates</b>				
<u>150%</u>	<u>200%</u>	<u>247%</u>	<u>250%</u>	<u>400%</u>
20.2%	19.3%	1.3%	(4.5)%	(60.3)%

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

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

**Sensitivity of Class IN to Prepayments  
Assumed Price 16.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>150%</b>	<b>200%</b>	<b>239%</b>	<b>250%</b>	<b>400%</b>
24.4%	14.3%	0.2%	(15.5)%	(74.8)%

**Sensitivity of Class MS to Prepayments  
Assumed Price 15.0625%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>200%</b>	<b>250%</b>	<b>400%</b>
0.1500% . . . . .	25.5%	25.5%	25.5%	17.6%
0.2530% . . . . .	24.6%	24.6%	24.6%	16.6%
3.1515% . . . . .	(2.1)%	(2.1)%	(2.1)%	(14.4)%
6.0500% and above . . . . .	**	**	**	**

**Sensitivity of Class SC to Prepayments  
Assumed Price 14.9375%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>200%</b>	<b>250%</b>	<b>400%</b>
0.1500% . . . . .	24.1%	24.1%	24.1%	16.0%
0.2530% . . . . .	23.2%	23.2%	23.2%	15.0%
3.0765% . . . . .	(3.3)%	(3.3)%	(3.3)%	(15.9)%
5.9000% and above . . . . .	**	**	**	**

**Sensitivity of Class SE to Prepayments  
Assumed Price 14.9375%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>200%</b>	<b>250%</b>	<b>400%</b>
0.1500% . . . . .	25.0%	25.0%	25.0%	17.0%
0.2530% . . . . .	24.1%	24.1%	24.1%	16.0%
3.1265% . . . . .	(2.7)%	(2.7)%	(2.7)%	(15.3)%
6.0000% 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 SG to Prepayments**  
**Assumed Price 14.9375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	24.6%	24.6%	24.6%	16.5%
0.2530% . . . . .	23.7%	23.7%	23.7%	15.5%
3.1015% . . . . .	(3.0)%	(3.0)%	(3.0)%	(15.6)%
5.9500% and above . . . . .	**	**	**	**

**Sensitivity of Class SH to Prepayments**  
**Assumed Price 85.1875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.9%	13.4%	16.6%	22.0%
0.2530% . . . . .	11.7%	13.1%	16.4%	21.8%
2.6265% . . . . .	6.2%	7.4%	11.0%	16.3%
5.0000% and above . . . . .	0.9%	1.8%	5.6%	11.0%

**Sensitivity of Class SJ to Prepayments**  
**Assumed Price 85.1875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.7%	13.1%	16.4%	21.8%
0.2530% . . . . .	11.5%	12.9%	16.2%	21.5%
2.5765% . . . . .	6.1%	7.3%	10.8%	16.2%
4.9000% and above . . . . .	0.9%	1.8%	5.6%	11.0%

**Sensitivity of Class SL to Prepayments**  
**Assumed Price 85.1875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.5%	12.9%	16.2%	21.5%
0.2530% . . . . .	11.2%	12.6%	15.9%	21.3%
2.5265% . . . . .	6.0%	7.2%	10.7%	16.1%
4.8000% and above . . . . .	0.9%	1.8%	5.6%	11.0%

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

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

**Sensitivity of Class SM to Prepayments**  
**Assumed Price 85.1875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.2%	12.6%	16.0%	21.3%
0.2530% . . . . .	11.0%	12.4%	15.7%	21.1%
2.4765% . . . . .	5.9%	7.0%	10.6%	16.0%
4.7000% and above . . . . .	0.9%	1.8%	5.6%	11.0%

**Sensitivity of Class SN to Prepayments**  
**Assumed Price 89.3125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.4%	13.9%	16.6%	20.9%
0.2530% . . . . .	11.2%	13.6%	16.3%	20.6%
2.6265% . . . . .	5.9%	8.4%	11.1%	15.5%
5.0000% and above . . . . .	0.8%	3.2%	6.1%	10.4%

**Sensitivity of Class SP to Prepayments**  
**Assumed Price 89.3125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.2%	13.6%	16.3%	20.7%
0.2530% . . . . .	11.0%	13.4%	16.1%	20.4%
2.5765% . . . . .	5.8%	8.2%	11.0%	15.4%
4.9000% and above . . . . .	0.8%	3.2%	6.1%	10.4%

**Sensitivity of Class SQ to Prepayments**  
**Assumed Price 89.3125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	11.0%	13.4%	16.1%	20.4%
0.2530% . . . . .	10.7%	13.2%	15.9%	20.2%
2.5265% . . . . .	5.7%	8.1%	10.9%	15.3%
4.8000% and above . . . . .	0.8%	3.2%	6.1%	10.4%

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

**Sensitivity of Class ST to Prepayments  
Assumed Price 89.3125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.1500% . . . . .	10.7%	13.2%	15.9%	20.2%
0.2530% . . . . .	10.5%	13.0%	15.7%	20.0%
2.4765% . . . . .	5.6%	8.0%	10.8%	15.2%
4.7000% and above . . . . .	0.8%	3.2%	6.1%	10.4%

**Sensitivity of Class TO to Prepayments  
Assumed Price 61.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
3.5%	15.4%	28.7%	51.4%

**Sensitivity of Class UO to Prepayments  
Assumed Price 36.15625%**

<u>PSA Prepayment Assumption Rates</u>			
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
4.4%	6.0%	24.3%	55.1%

**Sensitivity of Class WO to Prepayments  
Assumed Price 51.5%**

<u>PSA Prepayment Assumption Rates</u>			
<u>150%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
3.8%	9.7%	26.2%	52.2%

**SECURITY GROUP 4**

**Sensitivity of Class DI to Prepayments  
Assumed Price 16.5%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>	<u>403%</u>
11.8%	11.8%	11.8%	0.2%	0.0%

**Sensitivity of Class DO to Prepayments  
Assumed Price 78.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
4.8%	4.8%	4.8%	7.0%

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

**Sensitivity of Class DS to Prepayments**  
**Assumed Price 15.5625%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
0.1500% . . . . .	26.1%	26.1%	26.1%	16.9%
0.2650% . . . . .	25.2%	25.2%	25.2%	15.8%
3.1575% . . . . .	0.7%	0.7%	0.7%	(13.2)%
6.0500% and above . . . . .	**	**	**	**

**Sensitivity of Class SD to Prepayments**  
**Assumed Price 15.8125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
0.1500% . . . . .	30.3%	28.0%	26.5%	17.7%
0.2650% . . . . .	29.4%	27.1%	25.6%	16.8%
3.1425% . . . . .	8.2%	5.8%	4.1%	(5.5)%
6.0200% and above . . . . .	**	**	**	**

**SECURITY GROUP 5**

**Sensitivity of Class GI to Prepayments**  
**Assumed Price 12.25%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>304%</u>	<u>400%</u>
22.2%	11.6%	0.5%	0.1%	(10.2)%

**Sensitivity of Class IQ to Prepayments**  
**Assumed Price 11.75%\***

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
22.9%	11.7%	0.0%	(11.1)%

\* 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 6**

**Sensitivity of Class GS to Prepayments  
Assumed Price 16.59375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
0.150% . . . . .	24.6%	24.6%	24.6%	16.7%
0.264% . . . . .	23.8%	23.8%	23.8%	15.7%
3.132% . . . . .	2.4%	2.4%	2.4%	(7.9)%
6.000% and above . . . . .	**	**	**	**

**Sensitivity of Class HS to Prepayments  
Assumed Price 16.59375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
0.150% . . . . .	24.2%	24.2%	24.2%	16.2%
0.264% . . . . .	23.4%	23.4%	23.4%	15.3%
3.107% . . . . .	2.2%	2.2%	2.2%	(8.2)%
5.950% and above . . . . .	**	**	**	**

**Sensitivity of Class JS to Prepayments  
Assumed Price 16.59375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
0.150% . . . . .	23.9%	23.9%	23.9%	15.8%
0.264% . . . . .	23.0%	23.0%	23.0%	14.9%
3.082% . . . . .	2.0%	2.0%	2.0%	(8.4)%
5.900% and above . . . . .	**	**	**	**

**Sensitivity of Class KS to Prepayments  
Assumed Price 16.59375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>155%</u>	<u>200%</u>	<u>230%</u>	<u>400%</u>
0.150% . . . . .	23.5%	23.5%	23.5%	15.4%
0.264% . . . . .	22.7%	22.7%	22.7%	14.5%
3.057% . . . . .	1.8%	1.8%	1.8%	(8.6)%
5.850% 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 NI to Prepayments  
Assumed Price 16.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>155%</b>	<b>200%</b>	<b>230%</b>	<b>400%</b>	<b>411%</b>
12.2%	12.2%	12.2%	0.9%	0.0%

**SECURITY GROUP 8**

**Sensitivity of Class IB to Prepayments  
Assumed Price 46.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>200%</b>	<b>250%</b>	<b>280%</b>	<b>398%</b>	<b>500%</b>
4.5%	4.5%	4.5%	0.0%	(4.9)%

**Sensitivity of Class IK to Prepayments  
Assumed Price 52.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>200%</b>	<b>250%</b>	<b>280%</b>	<b>440%</b>	<b>500%</b>
4.9%	4.9%	4.9%	0.0%	(2.4)%

**Sensitivity of Class KI to Prepayments  
Assumed Price 40.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>200%</b>	<b>250%</b>	<b>280%</b>	<b>367%</b>	<b>500%</b>
4.6%	4.6%	4.6%	0.0%	(9.1)%

**Sensitivity of Class SB to Prepayments  
Assumed Price 11.25%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>250%</b>	<b>280%</b>	<b>500%</b>
0.1500% . . . . .	33.3%	33.3%	33.3%	10.5%
0.2650% . . . . .	32.1%	32.1%	32.1%	9.1%
3.1925% . . . . .	0.0%	0.0%	0.0%	(27.9)%
6.1200% 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 SK to Prepayments**  
**Assumed Price 11.25%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>250%</u>	<u>280%</u>	<u>500%</u>
0.1500% . . . . .	39.5%	39.5%	39.5%	17.3%
0.2650% . . . . .	38.3%	38.3%	38.3%	15.9%
3.4725% . . . . .	3.3%	3.3%	3.3%	(23.9)%
6.6800% and above . . . . .	**	**	**	**

**SECURITY GROUP 9**

**Sensitivity of Class IJ to Prepayments**  
**Assumed Price 42.0%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>195%</u>	<u>225%</u>	<u>255%</u>	<u>373%</u>	<u>500%</u>
4.8%	4.8%	4.8%	0.0%	(5.9)%

**Sensitivity of Class JI to Prepayments**  
**Assumed Price 14.03125%\***

<u>PSA Prepayment Assumption Rates</u>				
<u>195%</u>	<u>225%</u>	<u>255%</u>	<u>361%</u>	<u>500%</u>
8.7%	8.7%	8.7%	0.0%	(12.9)%

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

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

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

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

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

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

## **REMIC Elections**

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

## **Regular Securities**

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

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

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 220% PSA in the case of the Group 1 Securities, 235% PSA in the case of the Group 2 Securities, 200% PSA in the case of the Group 3, 4, 5, 6 and 7 Securities, 250% PSA in the case of the Group 8 Securities and 225% PSA in the case of the Group 9 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the 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 Classes and Delay Classes, (2) December 16, 2010 on the Group 1 and 8 Floating Rate and Inverse Floating Rate Classes and (3) December 20, 2010 on the Group 3, 4 and 6 Floating Rate and Inverse Floating Rate Classes (other than the Delay 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 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.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1(6)								
PA	\$ 31,159,769	PC	\$ 31,159,769	PAC/AD	2.00%	FIX	38377RWJ0	April 2040
		PD	31,159,769	PAC/AD	2.25	FIX	38377RWK7	April 2040
		PE	31,159,769	PAC/AD	2.50	FIX	38377RWL5	April 2040
		PG	31,159,769	PAC/AD	2.75	FIX	38377RWM3	April 2040
		PH	31,159,769	PAC/AD	3.00	FIX	38377RWN1	April 2040
		PI	9,347,930	NTL (PAC/AD)	5.00	FIX/IO	38377RWP6	April 2040
		PJ	31,159,769	PAC/AD	3.25	FIX	38377RWQ4	April 2040
<b>Security Group 2</b>								
Combination 2(6)								
TL	\$ 8,509,983	IY	\$ 2,915,455	NTL (SC/PT)	4.50%	FIX/IO	38377RWR2	April 2040
UL	5,484,204	YJ	17,492,733	SC/PT	4.00	FIX	38377RWS0	April 2040
WL	3,498,546	YK	17,492,733	SC/PT	4.25	FIX	38377RWT8	April 2040
		YL	17,492,733	SC/PT	4.50	FIX	38377RWU5	April 2040
		YM	17,492,733	SC/PT	4.75	FIX	38377RWW3	April 2040
Combination 3(6)								
UL	\$ 5,484,204	IU	\$ 914,034	NTL (SC/SEQ)	4.50%	FIX/IO	38377RWW1	April 2040
		UA	5,484,204	SC/SEQ	4.00	FIX	38377RXX9	April 2040
		UJ	5,484,204	SC/SEQ	4.25	FIX	38377RYY7	April 2040
		UK	5,484,204	SC/SEQ	4.50	FIX	38377RWZ4	April 2040

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance or Class Notional Balance	Notional Balance		Principal Balance or Class Notional Balance(2)	Balance(2)					
Combination 4(6)										
TL	\$ 8,509,983		TI	\$ 1,418,330	NTL (SC/SEQ)	4.50%	FIX/IO	38377RXA8	April 2040	
			TJ	8,509,983	SC/SEQ	4.25	FIX	38377RXB6	April 2040	
			TK	8,509,983	SC/SEQ	4.50	FIX	38377RXC4	April 2040	
			UB	8,509,983	SC/SEQ	4.00	FIX	38377RXD2	April 2040	
Combination 5(6)										
WL	\$ 3,498,546		IW	\$ 583,091	NTL (SC/SEQ)	4.50%	FIX/IO	38377RXE0	April 2040	
			UC	3,498,546	SC/SEQ	4.00	FIX	38377RXF7	April 2040	
			WJ	3,498,546	SC/SEQ	4.25	FIX	38377RXG5	April 2040	
			WK	3,498,546	SC/SEQ	4.50	FIX	38377RXH3	April 2040	
Combination 6										
IU(7)	\$ 914,034		IT	\$ 2,915,455	NTL (SC/PT)	4.50%	FIX/IO	38377RXJ9	April 2040	
IW(7)	583,091									
TI(7)	1,418,330									

REMIC Securities

MX Securities

Class Original Class Principal Balance or Class Notional Balance

Related MX Class Maximum Original Class Principal Balance or Class Notional Balance(2)

Principal Type(3)

Interest Rate

Interest Type(3)

CUSIP Number

Final Distribution Date(4)

Security Group 3

Combination 7(6)

EB	\$ 5,104,009	CA	\$ 26,579,685	PAC	2.00%	FIX	38377RXXK6	November 2038
MB	21,475,676	CB	26,579,685	PAC	2.25	FIX	38377RXL4	November 2038
		CD	26,579,685	PAC	2.50	FIX	38377RXXM2	November 2038
		CE	26,579,685	PAC	2.75	FIX	38377RXN0	November 2038
		CG	26,579,685	PAC	3.00	FIX	38377RXP5	November 2038
		CH	26,579,685	PAC	3.25	FIX	38377RXQ3	November 2038
		CI	13,289,842	NTL (PAC)	4.00	FIX/IO	38377RXR1	November 2038
		CJ	26,579,685	PAC	3.50	FIX	38377RXS9	November 2038
		CK	26,579,685	PAC	3.75	FIX	38377RXT7	November 2038
		CL	26,579,685	PAC	4.00	FIX	38377RXU4	November 2038

Combination 8(6)

EB	\$ 5,104,009	EG	\$ 99,451,096	PAC	2.00%	FIX	38377RXV2	December 2040
MB	21,475,676	EH	99,451,096	PAC	2.25	FIX	38377RXW0	December 2040
MC	72,871,411	EI	49,725,548	NTL (PAC)	4.00	FIX/IO	38377RXX8	December 2040
		EJ	99,451,096	PAC	2.50	FIX	38377RXY6	December 2040
		EK	99,451,096	PAC	2.75	FIX	38377RXZ3	December 2040
		EL	99,451,096	PAC	3.00	FIX	38377RYA7	December 2040
		EM	99,451,096	PAC	3.25	FIX	38377RYB5	December 2040
		EN	99,451,096	PAC	3.50	FIX	38377RYC3	December 2040
		EQ	99,451,096	PAC	3.75	FIX	38377RYD1	December 2040
		EV	99,451,096	PAC	4.00	FIX	38377RYE9	December 2040

REMIC Securities

MX Securities

Class	Original Class		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)
	Principal Balance	or Class Notional Balance		Principal Balance	or Class Notional Balance					
Combination 9(6)										
HA	\$ 52,646,942		IL	\$ 52,646,942		NTL (SUP)	4.00%	FIX/IO	38377RYF6	December 2039
			TA	52,646,942		SUP	3.00	FIX	38377RYG4	December 2039
			TB	52,646,942		SUP	3.25	FIX	38377RYH2	December 2039
			TC	52,646,942		SUP	3.50	FIX	38377RYJ8	December 2039
			TD	52,646,942		SUP	3.75	FIX	38377RYK5	December 2039
			TG	49,550,063		SUP	4.25	FIX	38377RYL3	December 2039
			TH	46,797,281		SUP	4.50	FIX	38377RYM1	December 2039
			TM	44,334,266		SUP	4.75	FIX	38377RYN9	December 2039
			TN	42,117,553		SUP	5.00	FIX	38377RYP4	December 2039
			TO	52,646,942		SUP	0.00	PO	38377RYQ2	December 2039
Combination 10(6)										
HB	\$ 17,548,981		IM	\$ 35,097,962		NTL (SUP)	4.00%	FIX/IO	38377RYR0	December 2040
HC	17,548,981		UD	35,097,962		SUP	3.00	FIX	38377RYS8	December 2040
			UE	35,097,962		SUP	3.25	FIX	38377RYT6	December 2040
			UG	35,097,962		SUP	3.50	FIX	38377RYU3	December 2040
			UH	35,097,962		SUP	3.75	FIX	38377RYV1	December 2040
			UM	35,097,962		SUP	4.00	FIX	38377RYW9	December 2040
			UN	33,033,376		SUP	4.25	FIX	38377RYX7	December 2040
			UO	35,097,962		SUP	0.00	PO	38377RYZ5	December 2040
			UP	31,198,188		SUP	4.50	FIX	38377RYZ2	December 2040
			UQ	29,556,178		SUP	4.75	FIX	38377RZA6	December 2040
			UW	28,078,369		SUP	5.00	FIX	38377RZB4	December 2040

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	or Class Notional Balance		Principal Balance	or Class Notional Balance(2)					
Combination 11(6)										
HA	\$ 52,646,942		EU	\$ 87,744,904		SUP	4.00%	FIX	38377RZC2	December 2040
HB	17,548,981		IN	87,744,904		NTL (SUP)	4.00	FIX/IO	38377RZD0	December 2040
HC	17,548,981		WA	87,744,904		SUP	3.00	FIX	38377RZE8	December 2040
			WB	87,744,904		SUP	3.25	FIX	38377RZF5	December 2040
			WC	87,744,904		SUP	3.50	FIX	38377RZG3	December 2040
			WD	87,744,904		SUP	3.75	FIX	38377RZH1	December 2040
			WG	82,583,439		SUP	4.25	FIX	38377RZJ7	December 2040
			WH	77,995,470		SUP	4.50	FIX	38377RZK4	December 2040
			WM	73,890,445		SUP	4.75	FIX	38377RZL2	December 2040
			WN	70,195,923		SUP	5.00	FIX	38377RZM0	December 2040
			WO	87,744,904		SUP	0.00	PO	38377RZN8	December 2040
Combination 12(6)										
FC	\$100,000,000		EF	\$100,000,000		PAC	(5)	FLT	38377RZP3	December 2037
SC	100,000,000		ES	100,000,000		NTL (PAC)	(5)	INV/IO	38377RZQ1	December 2037
			FE	100,000,000		PAC	(5)	FLT	38377RZR9	December 2037
			SE	100,000,000		NTL (PAC)	(5)	INV/IO	38377RZS7	December 2037
			FG	100,000,000		PAC	(5)	FLT	38377RZT5	December 2037
			SG	100,000,000		NTL (PAC)	(5)	INV/IO	38377RZU2	December 2037

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	or Class Notional Balance		Principal Balance	or Class Notional Balance(2)					
Combination 13(6)										
HA	\$ 52,646,942		FH	\$ 58,496,602		SUP	(5)	FLT/DLY	38377RZV0	December 2040
HB	17,548,981		SH	29,248,302		SUP	(5)	INV/DLY	38377RZW8	December 2040
HC	17,548,981		FJ	58,496,602		SUP	(5)	FLT/DLY	38377RZX6	December 2040
			SJ	29,248,302		SUP	(5)	INV/DLY	38377RZY4	December 2040
			FL	58,496,602		SUP	(5)	FLT/DLY	38377RZZ1	December 2040
			SL	29,248,302		SUP	(5)	INV/DLY	38377RA21	December 2040
			FM	58,496,602		SUP	(5)	FLT/DLY	38377RA39	December 2040
			SM	29,248,302		SUP	(5)	INV/DLY	38377RA47	December 2040
Combination 14(6)										
HA	\$ 52,646,942		FN	\$ 35,097,961		SUP	(5)	FLT/DLY	38377RA54	December 2039
			SN	17,548,981		SUP	(5)	INV/DLY	38377RA62	December 2039
			FP	35,097,961		SUP	(5)	FLT/DLY	38377RA70	December 2039
			SP	17,548,981		SUP	(5)	INV/DLY	38377RA88	December 2039
			FQ	35,097,961		SUP	(5)	FLT/DLY	38377RA96	December 2039
			SQ	17,548,981		SUP	(5)	INV/DLY	38377RB20	December 2039
			FT	35,097,961		SUP	(5)	FLT/DLY	38377RB38	December 2039
			ST	17,548,981		SUP	(5)	INV/DLY	38377RB46	December 2039

REMIC Securities

MX Securities

Class	Original Class		Related MX Class	Maximum		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance or Class Notional Balance	Notional Balance		Principal Balance or Class Notional Balance(2)	Balance(2)					
<b>Security Group 4</b>										
Combination 15(6)										
DP	\$ 29,379,760		DC	\$ 29,379,760		PAC/AD	1.50%	FIX	38377RB53	February 2039
			DG	29,379,760		PAC/AD	2.00	FIX	38377RB61	February 2039
			DI	16,322,088		NTL (PAC/AD)	4.50	FIX/IO	38377RB79	February 2039
			DK	24,483,133		PAC/AD	3.00	FIX	38377RB87	February 2039
			DM	20,985,542		PAC/AD	3.50	FIX	38377RB95	February 2039
			DO	29,379,760		PAC/AD	0.00	PO	38377RC29	February 2039
			DQ	18,362,350		PAC/AD	4.00	FIX	38377RC37	February 2039
			DW	16,322,088		PAC/AD	4.50	FIX	38377RC45	February 2039
<b>Security Group 5</b>										
Combination 16(6)										
HW	\$322,931,268		GA	\$340,100,704		SEQ	4.00%	FIX	38377RC52	December 2034
HY	17,169,436		GE	340,100,704		SEQ	1.50	FIX	38377RC60	December 2034
			GH	340,100,704		SEQ	1.75	FIX	38377RC78	December 2034
			GI	212,562,940		NTL (SEQ)	4.00	FIX/IO	38377RC86	December 2034
			GJ	340,100,704		SEQ	2.00	FIX	38377RC94	December 2034
			GK	340,100,704		SEQ	2.25	FIX	38377RD28	December 2034
			GL	340,100,704		SEQ	2.50	FIX	38377RD36	December 2034
			GM	340,100,704		SEQ	2.75	FIX	38377RD44	December 2034
			GN	340,100,704		SEQ	3.00	FIX	38377RD51	December 2034
			GQ	340,100,704		SEQ	3.25	FIX	38377RD69	December 2034
			GV	340,100,704		SEQ	3.50	FIX	38377RD77	December 2034
			GW	340,100,704		SEQ	3.75	FIX	38377RD85	December 2034



REMIC Securities

MX Securities

Class	Original Class		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)
	Principal Balance or Class Notional Balance	Notional Balance		Principal Balance or Class Notional Balance(2)	Balance(2)					
Combination 19(6)										
WV	\$ 41,409,054		GF	\$ 83,244,889		PAC/AD	(5)	FLT	38377RG33	December 2040
WY	41,835,835		GS	83,244,889		NTL (PAC/AD)	(5)	INV/IO	38377RG41	December 2040
			HF	83,244,889		PAC/AD	(5)	FLT	38377RG58	December 2040
			HS	83,244,889		NTL (PAC/AD)	(5)	INV/IO	38377RG66	December 2040
			JF	83,244,889		PAC/AD	(5)	FLT	38377RG74	December 2040
			JS	83,244,889		NTL (PAC/AD)	(5)	INV/IO	38377RG82	December 2040
			KF	83,244,889		PAC/AD	(5)	FLT	38377RG90	December 2040
			KS	83,244,889		NTL (PAC/AD)	(5)	INV/IO	38377RH24	December 2040
			WQ	83,244,889		PAC/AD	6.50%	FIX	38377RH32	December 2040

Security Group 7

Combination 20

VA \$ 8,970,906

VZ 16,029,094

Security Group 8

Combination 21(6)

KD \$ 22,828,978

			BM	\$ 25,000,000		SEQ	4.00%	FIX	38377RH40	December 2040
			KG	\$ 22,828,978		PAC/AD	3.50%	FIX	38377RH57	January 2040
			KH	22,828,978		PAC/AD	3.75	FIX	38377RH65	January 2040
			KI	5,073,106		NTL (PAC/AD)	4.50	FIX/IO	38377RH73	January 2040
			KJ	22,828,978		PAC/AD	4.00	FIX	38377RH81	January 2040
			KL	22,828,978		PAC/AD	4.25	FIX	38377RH99	January 2040

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 22(6)								
KE	\$ 19,235,996	IK	\$ 4,274,665	NTL (PAC/AD)	4.50%	FIX/IO	38377RJ22	December 2040
		KM	19,235,996	PAC/AD	3.50	FIX	38377RJ30	December 2040
		KN	19,235,996	PAC/AD	3.75	FIX	38377RJ48	December 2040
		KQ	19,235,996	PAC/AD	4.00	FIX	38377RJ55	December 2040
		KV	19,235,996	PAC/AD	4.25	FIX	38377RJ63	December 2040
Combination 23(6)								
KD	\$ 22,828,978	BC	\$ 42,064,974	PAC/AD	3.50%	FIX	38377RJ71	December 2040
KE	19,235,996	BD	42,064,974	PAC/AD	3.75	FIX	38377RJ89	December 2040
		BE	42,064,974	PAC/AD	4.00	FIX	38377RJ97	December 2040
		BH	42,064,974	PAC/AD	4.25	FIX	38377RK20	December 2040
		IB	9,347,772	NTL (PAC/AD)	4.50	FIX/IO	38377RK38	December 2040
		KB	42,064,974	PAC/AD	4.50	FIX	38377RK46	December 2040
Combination 24								
ZD	\$ 34,591,092	KZ	\$ 38,866,396	SUP	4.50%	FIX/Z	38377RK53	December 2040
ZE	4,275,304							
<b>Security Group 9</b>								
Combination 25(6)								
QA	\$ 12,821,391	IJ	\$ 2,329,231	NTL (PAC/AD)	4.50%	FIX/IO	38377RK61	December 2040
QB	8,141,691	JB	20,963,082	PAC/AD	4.50	FIX	38377RK79	December 2040
		JV	20,963,082	PAC/AD	4.00	FIX	38377RK87	December 2040
		JW	20,963,082	PAC/AD	4.25	FIX	38377RK95	December 2040
Combination 26								
ZA	\$ 6,450,424	ZC	\$ 7,103,441	SUP	4.50%	FIX/Z	38377RL29	December 2040
ZB	653,017							

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- (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 through 5, 7 through 19, 21 through 23 and 25, various subcombinations are permitted. See “*Description of the Securities — Modification and Exchange*” in the Base Offering Circular for a discussion of subcombinations.
  - (7) MX Class.

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
Initial Balance . . . . .	\$49,316,158.00	\$444,451,096.00	\$61,082,488.00
January 2011 . . . . .	49,041,893.32	443,467,400.36	60,939,898.81
February 2011 . . . . .	48,776,917.95	442,348,388.50	60,778,907.95
March 2011 . . . . .	48,495,950.01	441,094,496.89	60,599,583.71
April 2011 . . . . .	48,199,180.84	439,706,266.14	60,402,009.03
May 2011 . . . . .	47,886,816.09	438,184,340.80	60,186,281.46
June 2011 . . . . .	47,559,075.55	436,529,469.09	59,952,513.11
July 2011 . . . . .	47,216,192.86	434,742,502.49	59,700,830.58
August 2011 . . . . .	46,858,415.28	432,824,395.18	59,431,374.91
September 2011 . . . . .	46,486,003.41	430,776,203.33	59,144,301.40
October 2011 . . . . .	46,099,230.84	428,599,084.35	58,839,779.53
November 2011 . . . . .	45,698,383.90	426,294,295.86	58,517,992.82
December 2011 . . . . .	45,283,761.24	423,863,194.66	58,179,138.62
January 2012 . . . . .	44,855,673.51	421,307,235.50	57,823,427.97
February 2012 . . . . .	44,414,442.99	418,627,969.75	57,451,085.36
March 2012 . . . . .	43,960,403.12	415,827,043.90	57,062,348.55
April 2012 . . . . .	43,493,898.17	412,906,197.98	56,657,468.27
May 2012 . . . . .	43,015,282.74	409,867,263.84	56,236,708.01
June 2012 . . . . .	42,524,921.33	406,712,163.31	55,800,343.74
July 2012 . . . . .	42,023,187.89	403,442,906.21	55,348,663.59
August 2012 . . . . .	41,510,465.29	400,061,588.31	54,881,967.55
September 2012 . . . . .	41,002,755.79	396,570,389.07	54,400,567.15
October 2012 . . . . .	40,500,011.86	392,971,569.41	53,904,785.12
November 2012 . . . . .	40,002,186.46	389,267,469.22	53,394,955.02
December 2012 . . . . .	39,509,232.96	385,460,504.89	52,871,420.88
January 2013 . . . . .	39,021,105.17	381,553,166.66	52,334,536.80
February 2013 . . . . .	38,537,757.34	377,548,015.90	51,784,666.56
March 2013 . . . . .	38,059,144.14	373,447,682.33	51,222,183.20
April 2013 . . . . .	37,585,220.67	369,254,861.07	50,647,468.58
May 2013 . . . . .	37,115,942.45	364,972,309.69	50,077,766.03
June 2013 . . . . .	36,651,265.39	360,726,238.05	49,513,033.48
July 2013 . . . . .	36,191,145.85	356,516,348.20	48,953,229.21
August 2013 . . . . .	35,735,540.57	352,342,344.55	48,398,311.85
September 2013 . . . . .	35,284,406.72	348,203,933.90	47,848,240.36
October 2013 . . . . .	34,837,701.84	344,100,825.38	47,302,974.06
November 2013 . . . . .	34,395,383.89	340,032,730.48	46,762,472.58
December 2013 . . . . .	33,957,411.20	335,999,362.95	46,226,695.90

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
January 2014 . . . . .	\$33,523,742.52	\$332,000,438.88	\$45,695,604.31
February 2014 . . . . .	33,094,336.96	328,035,676.60	45,169,158.45
March 2014 . . . . .	32,669,154.03	324,104,796.71	44,647,319.28
April 2014 . . . . .	32,248,153.60	320,207,522.04	44,130,048.08
May 2014 . . . . .	31,831,295.93	316,343,577.65	43,617,306.44
June 2014 . . . . .	31,418,541.65	312,512,690.80	43,109,056.27
July 2014 . . . . .	31,009,851.75	308,714,590.92	42,605,259.81
August 2014 . . . . .	30,605,187.58	304,949,009.62	42,105,879.59
September 2014 . . . . .	30,204,510.88	301,215,680.66	41,610,878.46
October 2014 . . . . .	29,807,783.72	297,514,339.94	41,120,219.59
November 2014 . . . . .	29,414,968.54	293,844,725.46	40,633,866.43
December 2014 . . . . .	29,026,028.11	290,206,577.33	40,151,782.73
January 2015 . . . . .	28,640,925.57	286,599,637.74	39,673,932.57
February 2015 . . . . .	28,259,624.40	283,023,650.94	39,200,280.31
March 2015 . . . . .	27,882,088.42	279,478,363.25	38,730,790.58
April 2015 . . . . .	27,508,281.79	275,963,523.00	38,265,428.33
May 2015 . . . . .	27,138,169.00	272,478,880.55	37,804,158.81
June 2015 . . . . .	26,771,714.87	269,024,188.25	37,346,947.53
July 2015 . . . . .	26,408,884.57	265,599,200.47	36,893,760.28
August 2015 . . . . .	26,049,643.57	262,203,673.50	36,444,563.17
September 2015 . . . . .	25,693,957.67	258,837,365.63	35,999,322.56
October 2015 . . . . .	25,341,793.01	255,500,037.05	35,558,005.09
November 2015 . . . . .	24,993,116.01	252,191,449.90	35,120,577.69
December 2015 . . . . .	24,647,893.45	248,911,368.22	34,687,007.54
January 2016 . . . . .	24,306,092.38	245,659,557.95	34,257,262.12
February 2016 . . . . .	23,967,680.18	242,435,786.89	33,831,309.16
March 2016 . . . . .	23,632,624.53	239,239,824.72	33,409,116.65
April 2016 . . . . .	23,300,893.41	236,071,442.97	32,990,652.87
May 2016 . . . . .	22,972,455.11	232,930,414.98	32,575,886.35
June 2016 . . . . .	22,647,278.21	229,816,515.94	32,164,785.86
July 2016 . . . . .	22,325,331.59	226,729,522.83	31,757,320.46
August 2016 . . . . .	22,006,584.40	223,669,214.42	31,353,459.44
September 2016 . . . . .	21,691,006.10	220,635,371.25	30,953,172.37
October 2016 . . . . .	21,378,566.44	217,627,775.63	30,556,429.04
November 2016 . . . . .	21,069,235.44	214,646,211.63	30,163,199.53
December 2016 . . . . .	20,762,983.41	211,690,465.04	29,773,454.12
January 2017 . . . . .	20,459,780.93	208,760,323.36	29,387,163.37
February 2017 . . . . .	20,159,598.86	205,855,575.83	29,004,298.08
March 2017 . . . . .	19,862,408.34	202,976,013.34	28,624,829.28
April 2017 . . . . .	19,568,180.76	200,121,428.51	28,248,728.25

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
May 2017 . . . . .	\$19,276,887.80	\$197,291,615.57	\$27,875,966.49
June 2017 . . . . .	18,988,501.40	194,486,370.46	27,506,515.76
July 2017 . . . . .	18,702,993.75	191,705,490.71	27,140,348.03
August 2017 . . . . .	18,420,337.33	188,948,775.52	26,777,435.53
September 2017 . . . . .	18,140,504.84	186,216,025.68	26,417,750.70
October 2017 . . . . .	17,863,469.27	183,507,043.57	26,061,266.20
November 2017 . . . . .	17,589,203.85	180,821,633.20	25,707,954.94
December 2017 . . . . .	17,318,888.12	178,159,600.12	25,357,790.04
January 2018 . . . . .	17,052,509.68	175,520,751.46	25,010,744.85
February 2018 . . . . .	16,790,012.88	172,904,895.89	24,666,792.93
March 2018 . . . . .	16,531,342.82	170,311,843.62	24,325,908.06
April 2018 . . . . .	16,276,445.39	167,741,406.41	23,988,064.25
May 2018 . . . . .	16,025,267.23	165,193,397.50	23,653,235.71
June 2018 . . . . .	15,777,755.72	162,667,631.66	23,321,396.88
July 2018 . . . . .	15,533,858.95	160,163,925.13	22,992,522.40
August 2018 . . . . .	15,293,525.76	157,682,095.65	22,666,587.13
September 2018 . . . . .	15,056,705.68	155,221,962.41	22,343,566.11
October 2018 . . . . .	14,823,348.96	152,793,074.52	22,023,434.63
November 2018 . . . . .	14,593,406.52	150,400,212.04	21,706,168.15
December 2018 . . . . .	14,366,829.99	148,042,857.38	21,392,989.07
January 2019 . . . . .	14,143,571.63	145,720,500.24	21,084,046.02
February 2019 . . . . .	13,923,584.42	143,432,637.52	20,779,283.72
March 2019 . . . . .	13,706,821.95	141,178,773.21	20,478,647.56
April 2019 . . . . .	13,493,238.46	138,958,418.26	20,182,083.67
May 2019 . . . . .	13,282,788.86	136,771,090.54	19,889,538.85
June 2019 . . . . .	13,075,428.65	134,616,314.69	19,600,960.57
July 2019 . . . . .	12,871,113.96	132,493,622.06	19,316,296.98
August 2019 . . . . .	12,669,801.54	130,402,550.62	19,035,496.90
September 2019 . . . . .	12,471,448.75	128,342,644.83	18,758,509.80
October 2019 . . . . .	12,276,013.51	126,313,455.59	18,485,285.79
November 2019 . . . . .	12,083,454.35	124,314,540.14	18,215,775.64
December 2019 . . . . .	11,893,730.38	122,345,461.95	17,949,930.72
January 2020 . . . . .	11,706,801.28	120,405,790.66	17,687,703.04
February 2020 . . . . .	11,522,627.28	118,495,101.98	17,429,045.22
March 2020 . . . . .	11,341,169.16	116,612,977.62	17,173,910.49
April 2020 . . . . .	11,162,388.27	114,759,005.19	16,922,252.68
May 2020 . . . . .	10,986,246.49	112,932,778.12	16,674,026.20
June 2020 . . . . .	10,812,706.22	111,133,895.58	16,429,186.07
July 2020 . . . . .	10,641,730.39	109,361,962.42	16,187,687.86
August 2020 . . . . .	10,473,282.45	107,616,589.06	15,949,487.71

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
September 2020 . . . . .	\$10,307,326.37	\$105,897,391.43	\$15,714,542.34
October 2020 . . . . .	10,143,826.60	104,203,990.90	15,482,809.02
November 2020 . . . . .	9,982,748.10	102,536,014.17	15,254,245.55
December 2020 . . . . .	9,824,056.33	100,893,093.24	15,028,810.30
January 2021 . . . . .	9,667,717.20	99,274,865.32	14,806,462.16
February 2021 . . . . .	9,513,697.13	97,680,972.74	14,587,160.53
March 2021 . . . . .	9,361,963.00	96,111,062.89	14,370,865.37
April 2021 . . . . .	9,212,482.13	94,564,788.17	14,157,537.12
May 2021 . . . . .	9,065,222.33	93,041,805.88	13,947,136.74
June 2021 . . . . .	8,920,151.84	91,541,778.18	13,739,625.69
July 2021 . . . . .	8,777,239.35	90,064,372.03	13,534,965.93
August 2021 . . . . .	8,636,453.98	88,609,259.10	13,333,119.90
September 2021 . . . . .	8,497,765.30	87,176,115.70	13,134,050.54
October 2021 . . . . .	8,361,143.28	85,764,622.74	12,937,721.25
November 2021 . . . . .	8,226,558.33	84,374,465.66	12,744,095.89
December 2021 . . . . .	8,093,981.27	83,005,334.34	12,553,138.82
January 2022 . . . . .	7,963,383.33	81,656,923.09	12,364,814.82
February 2022 . . . . .	7,834,736.13	80,328,930.54	12,179,089.16
March 2022 . . . . .	7,708,011.71	79,021,059.58	11,995,927.51
April 2022 . . . . .	7,583,182.48	77,733,017.34	11,815,296.04
May 2022 . . . . .	7,460,221.24	76,464,515.11	11,637,161.30
June 2022 . . . . .	7,339,101.18	75,215,268.26	11,461,490.31
July 2022 . . . . .	7,219,795.86	73,984,996.22	11,288,250.49
August 2022 . . . . .	7,102,279.22	72,773,422.40	11,117,409.69
September 2022 . . . . .	6,986,525.55	71,580,274.15	10,948,936.18
October 2022 . . . . .	6,872,509.51	70,405,282.67	10,782,798.63
November 2022 . . . . .	6,760,206.12	69,248,183.02	10,618,966.12
December 2022 . . . . .	6,649,590.73	68,108,713.98	10,457,408.11
January 2023 . . . . .	6,540,639.06	66,986,618.09	10,298,094.48
February 2023 . . . . .	6,433,327.16	65,881,641.53	10,140,995.49
March 2023 . . . . .	6,327,631.41	64,793,534.10	9,986,081.77
April 2023 . . . . .	6,223,528.54	63,722,049.15	9,833,324.34
May 2023 . . . . .	6,120,995.58	62,666,943.56	9,682,694.60
June 2023 . . . . .	6,020,009.90	61,627,977.66	9,534,164.31
July 2023 . . . . .	5,920,549.20	60,604,915.19	9,387,705.59
August 2023 . . . . .	5,822,591.47	59,597,523.27	9,243,290.93
September 2023 . . . . .	5,726,115.02	58,605,572.34	9,100,893.17
October 2023 . . . . .	5,631,098.46	57,628,836.09	8,960,485.51
November 2023 . . . . .	5,537,520.70	56,667,091.46	8,822,041.48
December 2023 . . . . .	5,445,360.96	55,720,118.57	8,685,534.97

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
January 2024 . . . . .	\$ 5,354,598.74	\$ 54,787,700.66	\$ 8,550,940.19
February 2024 . . . . .	5,265,213.83	53,869,624.07	8,418,231.69
March 2024 . . . . .	5,177,186.31	52,965,678.21	8,287,384.36
April 2024 . . . . .	5,090,496.53	52,075,655.47	8,158,373.40
May 2024 . . . . .	5,005,125.13	51,199,351.22	8,031,174.34
June 2024 . . . . .	4,921,053.01	50,336,563.75	7,905,763.02
July 2024 . . . . .	4,838,261.34	49,487,094.22	7,782,115.60
August 2024 . . . . .	4,756,731.58	48,650,746.66	7,660,208.54
September 2024 . . . . .	4,676,445.41	47,827,327.87	7,540,018.61
October 2024 . . . . .	4,597,384.80	47,016,647.44	7,421,522.88
November 2024 . . . . .	4,519,531.96	46,218,517.66	7,304,698.72
December 2024 . . . . .	4,442,869.36	45,432,753.52	7,189,523.79
January 2025 . . . . .	4,367,379.71	44,659,172.66	7,075,976.03
February 2025 . . . . .	4,293,045.97	43,897,595.33	6,964,033.69
March 2025 . . . . .	4,219,851.33	43,147,844.34	6,853,675.29
April 2025 . . . . .	4,147,779.22	42,409,745.05	6,744,879.61
May 2025 . . . . .	4,076,813.32	41,683,125.32	6,637,625.74
June 2025 . . . . .	4,006,937.53	40,967,815.48	6,531,893.01
July 2025 . . . . .	3,938,135.96	40,263,648.28	6,427,661.04
August 2025 . . . . .	3,870,392.97	39,570,458.89	6,324,909.70
September 2025 . . . . .	3,803,693.14	38,888,084.84	6,223,619.13
October 2025 . . . . .	3,738,021.24	38,216,365.96	6,123,769.73
November 2025 . . . . .	3,673,362.30	37,555,144.41	6,025,342.15
December 2025 . . . . .	3,609,701.51	36,904,264.62	5,928,317.29
January 2026 . . . . .	3,547,024.32	36,263,573.23	5,832,676.30
February 2026 . . . . .	3,485,316.35	35,632,919.10	5,738,400.58
March 2026 . . . . .	3,424,563.44	35,012,153.25	5,645,471.75
April 2026 . . . . .	3,364,751.62	34,401,128.86	5,553,871.71
May 2026 . . . . .	3,305,867.14	33,799,701.20	5,463,582.56
June 2026 . . . . .	3,247,896.41	33,207,727.64	5,374,586.64
July 2026 . . . . .	3,190,826.06	32,625,067.58	5,286,866.54
August 2026 . . . . .	3,134,642.91	32,051,582.46	5,200,405.04
September 2026 . . . . .	3,079,333.94	31,487,135.71	5,115,185.19
October 2026 . . . . .	3,024,886.36	30,931,592.73	5,031,190.23
November 2026 . . . . .	2,971,287.51	30,384,820.85	4,948,403.61
December 2026 . . . . .	2,918,524.94	29,846,689.32	4,866,809.03
January 2027 . . . . .	2,866,586.37	29,317,069.28	4,786,390.37
February 2027 . . . . .	2,815,459.71	28,795,833.70	4,707,131.75
March 2027 . . . . .	2,765,133.01	28,282,857.41	4,629,017.46
April 2027 . . . . .	2,715,594.52	27,778,017.04	4,552,032.04

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
May 2027 . . . . .	\$ 2,666,832.63	\$ 27,281,190.99	\$ 4,476,160.19
June 2027 . . . . .	2,618,835.92	26,792,259.42	4,401,386.83
July 2027 . . . . .	2,571,593.11	26,311,104.23	4,327,697.08
August 2027 . . . . .	2,525,093.11	25,837,609.01	4,255,076.25
September 2027 . . . . .	2,479,324.95	25,371,659.05	4,183,509.84
October 2027 . . . . .	2,434,277.85	24,913,141.28	4,112,983.54
November 2027 . . . . .	2,389,941.16	24,461,944.28	4,043,483.23
December 2027 . . . . .	2,346,304.40	24,017,958.22	3,974,994.97
January 2028 . . . . .	2,303,357.22	23,581,074.89	3,907,505.01
February 2028 . . . . .	2,261,089.43	23,151,187.62	3,840,999.77
March 2028 . . . . .	2,219,490.99	22,728,191.29	3,775,465.86
April 2028 . . . . .	2,178,551.99	22,311,982.31	3,710,890.04
May 2028 . . . . .	2,138,262.67	21,902,458.58	3,647,259.29
June 2028 . . . . .	2,098,613.41	21,499,519.49	3,584,560.71
July 2028 . . . . .	2,059,594.71	21,103,065.90	3,522,781.60
August 2028 . . . . .	2,021,197.24	20,713,000.06	3,461,909.42
September 2028 . . . . .	1,983,411.76	20,329,225.70	3,401,931.78
October 2028 . . . . .	1,946,229.21	19,951,647.90	3,342,836.49
November 2028 . . . . .	1,909,640.61	19,580,173.13	3,284,611.47
December 2028 . . . . .	1,873,637.15	19,214,709.24	3,227,244.83
January 2029 . . . . .	1,838,210.13	18,855,165.39	3,170,724.84
February 2029 . . . . .	1,803,350.95	18,501,452.08	3,115,039.91
March 2029 . . . . .	1,769,051.19	18,153,481.09	3,060,178.60
April 2029 . . . . .	1,735,302.49	17,811,165.50	3,006,129.64
May 2029 . . . . .	1,702,096.64	17,474,419.66	2,952,881.87
June 2029 . . . . .	1,669,425.56	17,143,159.15	2,900,424.33
July 2029 . . . . .	1,637,281.25	16,817,300.78	2,848,746.16
August 2029 . . . . .	1,605,655.86	16,496,762.58	2,797,836.66
September 2029 . . . . .	1,574,541.63	16,181,463.77	2,747,685.27
October 2029 . . . . .	1,543,930.91	15,871,324.75	2,698,281.57
November 2029 . . . . .	1,513,816.19	15,566,267.08	2,649,615.27
December 2029 . . . . .	1,484,190.02	15,266,213.46	2,601,676.24
January 2030 . . . . .	1,455,045.10	14,971,087.72	2,554,454.45
February 2030 . . . . .	1,426,374.22	14,680,814.81	2,507,940.01
March 2030 . . . . .	1,398,170.25	14,395,320.76	2,462,123.19
April 2030 . . . . .	1,370,426.21	14,114,532.68	2,416,994.35
May 2030 . . . . .	1,343,135.17	13,838,378.77	2,372,543.99
June 2030 . . . . .	1,316,290.35	13,566,788.26	2,328,762.76
July 2030 . . . . .	1,289,885.01	13,299,691.41	2,285,641.39
August 2030 . . . . .	1,263,912.57	13,037,019.51	2,243,170.77

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
September 2030 . . . . .	\$ 1,238,366.49	\$ 12,778,704.85	\$ 2,201,341.89
October 2030 . . . . .	1,213,240.35	12,524,680.73	2,160,145.86
November 2030 . . . . .	1,188,527.83	12,274,881.40	2,119,573.92
December 2030 . . . . .	1,164,222.68	12,029,242.09	2,079,617.41
January 2031 . . . . .	1,140,318.76	11,787,698.97	2,040,267.80
February 2031 . . . . .	1,116,810.01	11,550,189.15	2,001,516.66
March 2031 . . . . .	1,093,690.44	11,316,650.67	1,963,355.69
April 2031 . . . . .	1,070,954.19	11,087,022.46	1,925,776.67
May 2031 . . . . .	1,048,595.43	10,861,244.38	1,888,771.51
June 2031 . . . . .	1,026,608.46	10,639,257.13	1,852,332.23
July 2031 . . . . .	1,004,987.64	10,421,002.32	1,816,450.95
August 2031 . . . . .	983,727.42	10,206,422.39	1,781,119.89
September 2031 . . . . .	962,822.31	9,995,460.65	1,746,331.38
October 2031 . . . . .	942,266.94	9,788,061.22	1,712,077.84
November 2031 . . . . .	922,055.98	9,584,169.07	1,678,351.81
December 2031 . . . . .	902,184.19	9,383,729.95	1,645,145.92
January 2032 . . . . .	882,646.40	9,186,690.44	1,612,452.89
February 2032 . . . . .	863,437.54	8,992,997.88	1,580,265.55
March 2032 . . . . .	844,552.58	8,802,600.40	1,548,576.81
April 2032 . . . . .	825,986.59	8,615,446.90	1,517,379.69
May 2032 . . . . .	807,734.68	8,431,487.02	1,486,667.30
June 2032 . . . . .	789,792.07	8,250,671.16	1,456,432.83
July 2032 . . . . .	772,154.03	8,072,950.43	1,426,669.57
August 2032 . . . . .	754,815.88	7,898,276.69	1,397,370.91
September 2032 . . . . .	737,773.04	7,726,602.49	1,368,530.30
October 2032 . . . . .	721,020.98	7,557,881.09	1,340,141.31
November 2032 . . . . .	704,555.24	7,392,066.44	1,312,197.57
December 2032 . . . . .	688,371.43	7,229,113.18	1,284,692.81
January 2033 . . . . .	672,465.21	7,068,976.60	1,257,620.83
February 2033 . . . . .	656,832.30	6,911,612.68	1,230,975.53
March 2033 . . . . .	641,468.52	6,756,978.04	1,204,750.87
April 2033 . . . . .	626,369.71	6,605,029.94	1,178,940.93
May 2033 . . . . .	611,531.78	6,455,726.27	1,153,539.82
June 2033 . . . . .	596,950.71	6,309,025.56	1,128,541.75
July 2033 . . . . .	582,622.53	6,164,886.94	1,103,941.03
August 2033 . . . . .	568,543.34	6,023,270.17	1,079,732.01
September 2033 . . . . .	554,709.29	5,884,135.58	1,055,909.14
October 2033 . . . . .	541,116.57	5,747,444.11	1,032,466.92
November 2033 . . . . .	527,761.45	5,613,157.28	1,009,399.96
December 2033 . . . . .	514,640.24	5,481,237.16	986,702.91

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
January 2034 . . . . .	\$ 501,749.31	\$ 5,351,646.42	\$ 964,370.50
February 2034 . . . . .	489,085.09	5,224,348.26	942,397.55
March 2034 . . . . .	476,644.05	5,099,306.45	920,778.92
April 2034 . . . . .	464,422.71	4,976,485.27	899,509.56
May 2034 . . . . .	452,417.65	4,855,849.57	878,584.47
June 2034 . . . . .	440,625.50	4,737,364.69	857,998.75
July 2034 . . . . .	429,042.94	4,620,996.51	837,747.52
August 2034 . . . . .	417,666.69	4,506,711.42	817,826.01
September 2034 . . . . .	406,493.52	4,394,476.31	798,229.48
October 2034 . . . . .	395,520.26	4,284,258.55	778,953.27
November 2034 . . . . .	384,743.77	4,176,026.01	759,992.79
December 2034 . . . . .	374,160.97	4,069,747.05	741,343.50
January 2035 . . . . .	363,768.82	3,965,390.50	723,000.92
February 2035 . . . . .	353,564.32	3,862,925.65	704,960.64
March 2035 . . . . .	343,544.52	3,762,322.24	687,218.29
April 2035 . . . . .	333,706.51	3,663,550.51	669,769.60
May 2035 . . . . .	324,047.43	3,566,581.09	652,610.30
June 2035 . . . . .	314,564.45	3,471,385.08	635,736.23
July 2035 . . . . .	305,254.79	3,377,934.02	619,143.26
August 2035 . . . . .	296,115.72	3,286,199.87	602,827.32
September 2035 . . . . .	287,144.52	3,196,155.01	586,784.40
October 2035 . . . . .	278,338.55	3,107,772.24	571,010.53
November 2035 . . . . .	269,695.19	3,021,024.76	555,501.82
December 2035 . . . . .	261,211.84	2,935,886.19	540,254.40
January 2036 . . . . .	252,885.97	2,852,330.54	525,264.48
February 2036 . . . . .	244,715.08	2,770,332.21	510,528.32
March 2036 . . . . .	236,696.69	2,689,865.99	496,042.20
April 2036 . . . . .	228,828.37	2,610,907.06	481,802.49
May 2036 . . . . .	221,107.72	2,533,430.94	467,805.59
June 2036 . . . . .	213,532.39	2,457,413.58	454,047.94
July 2036 . . . . .	206,100.05	2,382,831.23	440,526.05
August 2036 . . . . .	198,808.42	2,309,660.55	427,236.46
September 2036 . . . . .	191,655.22	2,237,878.52	414,175.78
October 2036 . . . . .	184,638.25	2,167,462.50	401,340.63
November 2036 . . . . .	177,755.31	2,098,390.16	388,727.70
December 2036 . . . . .	171,004.25	2,030,639.53	376,333.74
January 2037 . . . . .	164,382.93	1,964,188.98	364,155.50
February 2037 . . . . .	157,889.28	1,899,017.19	352,189.83
March 2037 . . . . .	151,521.21	1,835,103.17	340,433.56
April 2037 . . . . .	145,276.71	1,772,426.26	328,883.62

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
May 2037 . . . . .	\$ 139,153.78	\$ 1,710,966.11	\$ 317,536.96
June 2037 . . . . .	133,150.44	1,650,702.67	306,390.56
July 2037 . . . . .	127,264.75	1,591,616.20	295,441.46
August 2037 . . . . .	121,494.79	1,533,687.28	284,686.72
September 2037 . . . . .	115,838.70	1,476,896.75	274,123.47
October 2037 . . . . .	110,294.60	1,421,225.79	263,748.85
November 2037 . . . . .	104,860.68	1,366,655.82	253,560.06
December 2037 . . . . .	99,535.13	1,313,168.58	243,554.33
January 2038 . . . . .	94,316.19	1,260,746.08	233,728.92
February 2038 . . . . .	89,202.09	1,209,370.58	224,081.15
March 2038 . . . . .	84,191.13	1,159,024.66	214,608.35
April 2038 . . . . .	79,281.62	1,109,691.12	205,307.90
May 2038 . . . . .	74,471.87	1,061,353.06	196,177.22
June 2038 . . . . .	69,760.25	1,013,993.82	187,213.77
July 2038 . . . . .	65,145.15	967,597.00	178,415.02
August 2038 . . . . .	60,624.95	922,146.46	169,778.51
September 2038 . . . . .	56,198.11	877,626.30	161,301.78
October 2038 . . . . .	51,863.06	834,020.86	152,982.42
November 2038 . . . . .	47,618.29	791,314.74	144,818.06
December 2038 . . . . .	43,462.30	749,492.76	136,806.36
January 2039 . . . . .	39,393.61	708,539.98	128,945.00
February 2039 . . . . .	35,410.76	668,441.70	121,231.69
March 2039 . . . . .	31,512.33	629,183.43	113,664.21
April 2039 . . . . .	27,696.89	590,750.92	106,240.32
May 2039 . . . . .	23,963.07	553,130.13	98,957.84
June 2039 . . . . .	20,309.49	516,307.25	91,814.61
July 2039 . . . . .	16,734.81	480,268.67	84,808.51
August 2039 . . . . .	13,237.70	445,001.00	77,937.45
September 2039 . . . . .	9,816.85	410,491.06	71,199.35
October 2039 . . . . .	6,470.98	376,725.86	64,592.18
November 2039 . . . . .	3,198.82	343,692.63	58,113.92
December 2039 . . . . .	0.00	311,378.79	51,762.61
January 2040 . . . . .	0.00	279,771.96	45,536.27
February 2040 . . . . .	0.00	248,859.95	39,432.99
March 2040 . . . . .	0.00	218,630.77	33,450.86
April 2040 . . . . .	0.00	189,072.59	27,588.01
May 2040 . . . . .	0.00	160,173.80	21,842.60
June 2040 . . . . .	0.00	131,922.95	16,212.80
July 2040 . . . . .	0.00	104,308.77	10,696.82
August 2040 . . . . .	0.00	77,320.18	5,292.89

<u>Distribution Date</u>	<u>Classes PA, PB and PF (in the aggregate)</u>	<u>Classes EB, EP, FC, MB, MC, MF and PM (in the aggregate)</u>	<u>Classes DB, DF and DP (in the aggregate)</u>
September 2040 . . . . .	\$ 0.00	\$ 50,946.26	\$ 0.00
October 2040 . . . . .	0.00	25,176.27	0.00
November 2040 and thereafter . . . . .	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
Initial Balance . . . . .	\$209,179,178.00	\$292,064,974.00	\$70,963,082.00
January 2011 . . . . .	208,690,876.18	288,964,667.89	70,788,503.27
February 2011 . . . . .	208,139,557.20	285,771,476.56	70,588,193.23
March 2011 . . . . .	207,525,454.91	282,488,149.57	70,362,247.82
April 2011 . . . . .	206,848,853.32	279,117,522.15	70,110,788.65
May 2011 . . . . .	206,110,086.48	275,662,511.09	69,833,962.98
June 2011 . . . . .	205,309,538.35	272,126,110.53	69,531,943.66
July 2011 . . . . .	204,447,642.50	268,511,387.56	69,204,928.98
August 2011 . . . . .	203,524,881.85	264,821,477.70	68,853,142.56
September 2011 . . . . .	202,541,788.29	261,173,469.24	68,476,833.12
October 2011 . . . . .	201,498,942.21	257,566,900.04	68,076,274.22
November 2011 . . . . .	200,396,972.04	254,001,312.98	67,651,764.04
December 2011 . . . . .	199,236,553.65	250,476,255.88	67,203,624.95
January 2012 . . . . .	198,018,409.73	246,991,281.50	66,732,203.25
February 2012 . . . . .	196,743,309.10	243,545,947.43	66,237,868.68
March 2012 . . . . .	195,412,065.89	240,139,816.08	65,721,013.98
April 2012 . . . . .	194,025,538.82	236,772,454.59	65,182,054.43
May 2012 . . . . .	192,584,630.20	233,443,434.81	64,621,427.31
June 2012 . . . . .	191,090,285.07	230,152,333.25	64,039,591.29
July 2012 . . . . .	189,543,490.14	226,898,731.01	63,437,025.87
August 2012 . . . . .	187,945,272.76	223,682,213.73	62,814,230.71
September 2012 . . . . .	186,296,699.78	220,502,371.55	62,171,724.94
October 2012 . . . . .	184,598,876.40	217,358,799.09	61,510,046.50
November 2012 . . . . .	182,852,944.90	214,251,095.34	60,829,751.32
December 2012 . . . . .	181,060,083.42	211,178,863.68	60,131,412.58
January 2013 . . . . .	179,221,504.60	208,141,711.76	59,415,619.92
February 2013 . . . . .	177,338,454.19	205,139,251.54	58,682,978.56
March 2013 . . . . .	175,412,209.68	202,171,099.15	57,934,108.45
April 2013 . . . . .	173,444,078.80	199,236,874.94	57,169,643.42
May 2013 . . . . .	171,493,111.92	196,336,203.34	56,413,655.99
June 2013 . . . . .	169,559,165.00	193,468,712.91	55,666,054.96
July 2013 . . . . .	167,642,095.15	190,634,036.21	54,926,750.11
August 2013 . . . . .	165,741,760.70	187,831,809.83	54,195,652.17
September 2013 . . . . .	163,858,021.13	185,061,674.27	53,472,672.80
October 2013 . . . . .	161,990,737.07	182,323,273.98	52,757,724.60
November 2013 . . . . .	160,139,770.32	179,616,257.27	52,050,721.11
December 2013 . . . . .	158,304,983.79	176,940,276.26	51,351,576.77
January 2014 . . . . .	156,486,241.56	174,294,986.87	50,660,206.93
February 2014 . . . . .	154,683,408.80	171,680,048.75	49,976,527.82
March 2014 . . . . .	152,896,351.80	169,095,125.28	49,300,456.60

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
April 2014 . . . . .	\$151,124,937.96	\$166,539,883.47	\$48,631,911.25
May 2014 . . . . .	149,369,035.77	164,013,993.99	47,970,810.67
June 2014 . . . . .	147,628,514.79	161,517,131.07	47,317,074.58
July 2014 . . . . .	145,903,245.69	159,048,972.50	46,670,623.57
August 2014 . . . . .	144,193,100.18	156,609,199.58	46,031,379.06
September 2014 . . . . .	142,497,951.04	154,197,497.06	45,399,263.32
October 2014 . . . . .	140,817,672.08	151,813,553.16	44,774,199.43
November 2014 . . . . .	139,152,138.18	149,457,059.46	44,156,111.28
December 2014 . . . . .	137,501,225.25	147,127,710.93	43,544,923.58
January 2015 . . . . .	135,864,810.19	144,825,205.85	42,940,561.82
February 2015 . . . . .	134,242,770.97	142,549,245.79	42,342,952.30
March 2015 . . . . .	132,634,986.51	140,299,535.56	41,752,022.09
April 2015 . . . . .	131,041,336.78	138,075,783.22	41,167,699.04
May 2015 . . . . .	129,461,702.71	135,877,699.99	40,589,911.74
June 2015 . . . . .	127,895,966.22	133,705,000.23	40,018,589.58
July 2015 . . . . .	126,344,010.22	131,557,401.43	39,453,662.66
August 2015 . . . . .	124,805,718.56	129,434,624.17	38,895,061.85
September 2015 . . . . .	123,280,976.07	127,336,392.05	38,342,718.72
October 2015 . . . . .	121,769,668.53	125,262,431.72	37,796,565.61
November 2015 . . . . .	120,271,682.66	123,212,472.78	37,256,535.53
December 2015 . . . . .	118,786,906.11	121,186,247.80	36,722,562.23
January 2016 . . . . .	117,315,227.46	119,183,492.27	36,194,580.17
February 2016 . . . . .	115,856,536.23	117,203,944.55	35,672,524.48
March 2016 . . . . .	114,410,722.82	115,247,345.87	35,156,331.00
April 2016 . . . . .	112,977,678.56	113,313,440.28	34,645,936.23
May 2016 . . . . .	111,557,295.67	111,401,974.63	34,141,277.36
June 2016 . . . . .	110,149,467.27	109,512,698.53	33,642,292.25
July 2016 . . . . .	108,754,087.35	107,645,364.33	33,148,919.41
August 2016 . . . . .	107,371,050.78	105,799,727.07	32,661,098.00
September 2016 . . . . .	106,000,253.30	103,978,488.60	32,178,767.84
October 2016 . . . . .	104,641,591.52	102,187,306.10	31,701,869.38
November 2016 . . . . .	103,294,962.90	100,425,696.27	31,230,343.69
December 2016 . . . . .	101,960,265.74	98,693,183.43	30,764,132.50
January 2017 . . . . .	100,637,399.20	96,989,299.44	30,303,178.13
February 2017 . . . . .	99,326,263.24	95,313,583.57	29,847,423.53
March 2017 . . . . .	98,026,758.69	93,665,582.36	29,396,812.24
April 2017 . . . . .	96,738,787.17	92,044,849.55	28,951,288.40
May 2017 . . . . .	95,462,251.13	90,450,945.90	28,510,796.78
June 2017 . . . . .	94,197,053.81	88,883,439.18	28,075,282.68
July 2017 . . . . .	92,943,099.28	87,341,903.95	27,644,692.03

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
August 2017 . . . . .	\$ 91,700,292.37	\$ 85,825,921.54	\$27,218,971.32
September 2017. . . . .	90,468,538.72	84,335,079.89	26,798,067.59
October 2017. . . . .	89,247,744.75	82,868,973.49	26,381,928.48
November 2017. . . . .	88,037,817.64	81,427,203.23	25,970,502.15
December 2017 . . . . .	86,838,665.35	80,009,376.35	25,563,737.33
January 2018 . . . . .	85,650,196.60	78,615,106.28	25,161,601.42
February 2018 . . . . .	84,472,320.87	77,244,012.62	24,765,488.18
March 2018 . . . . .	83,304,948.39	75,895,720.97	24,375,309.99
April 2018 . . . . .	82,147,990.11	74,569,862.89	23,990,980.50
May 2018. . . . .	81,001,357.76	73,266,075.76	23,612,414.57
June 2018 . . . . .	79,864,963.76	71,984,002.73	23,239,528.29
July 2018 . . . . .	78,738,721.28	70,723,292.61	22,872,238.95
August 2018 . . . . .	77,622,544.20	69,483,599.78	22,510,465.02
September 2018. . . . .	76,516,347.12	68,264,584.11	22,154,126.13
October 2018. . . . .	75,420,045.34	67,065,910.87	21,803,143.07
November 2018. . . . .	74,333,554.87	65,887,250.66	21,457,437.76
December 2018 . . . . .	73,261,061.86	64,728,279.27	21,116,933.22
January 2019 . . . . .	72,203,075.29	63,588,677.69	20,781,553.60
February 2019 . . . . .	71,159,405.81	62,468,131.96	20,451,224.12
March 2019 . . . . .	70,129,866.50	61,366,333.09	20,125,871.06
April 2019 . . . . .	69,114,272.80	60,282,977.04	19,805,421.76
May 2019. . . . .	68,112,442.52	59,217,764.58	19,489,804.63
June 2019 . . . . .	67,124,195.82	58,170,401.24	19,178,949.06
July 2019 . . . . .	66,149,355.12	57,140,597.24	18,872,785.48
August 2019 . . . . .	65,187,745.16	56,128,067.42	18,571,245.30
September 2019. . . . .	64,239,192.88	55,132,531.14	18,274,260.94
October 2019. . . . .	63,303,527.45	54,153,712.23	17,981,765.75
November 2019. . . . .	62,380,580.23	53,191,338.93	17,693,694.06
December 2019 . . . . .	61,470,184.73	52,245,143.80	17,409,981.15
January 2020 . . . . .	60,572,176.61	51,314,863.66	17,130,563.19
February 2020 . . . . .	59,686,393.61	50,400,239.52	16,855,377.31
March 2020 . . . . .	58,812,675.56	49,501,016.52	16,584,361.51
April 2020 . . . . .	57,950,864.34	48,616,943.86	16,317,454.69
May 2020. . . . .	57,100,803.86	47,747,774.76	16,054,596.63
June 2020 . . . . .	56,262,340.01	46,893,266.33	15,795,727.98
July 2020 . . . . .	55,435,320.69	46,053,179.60	15,540,790.22
August 2020 . . . . .	54,619,595.72	45,227,279.38	15,289,725.69
September 2020. . . . .	53,815,016.86	44,415,334.25	15,042,477.55
October 2020. . . . .	53,021,437.77	43,617,116.49	14,798,989.78
November 2020. . . . .	52,238,713.97	42,832,401.99	14,559,207.16

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
December 2020 . . . . .	\$ 51,466,702.85	\$ 42,060,970.24	\$14,323,075.27
January 2021 . . . . .	50,705,263.63	41,302,604.24	14,090,540.46
February 2021 . . . . .	49,954,257.33	40,557,090.47	13,861,549.87
March 2021 . . . . .	49,213,546.77	39,824,218.82	13,636,051.39
April 2021 . . . . .	48,482,996.49	39,103,782.52	13,413,993.64
May 2021 . . . . .	47,762,472.82	38,395,578.12	13,195,326.02
June 2021 . . . . .	47,051,843.78	37,699,405.43	12,979,998.63
July 2021 . . . . .	46,350,979.07	37,015,067.44	12,767,962.29
August 2021 . . . . .	45,659,750.11	36,342,370.32	12,559,168.52
September 2021 . . . . .	44,978,029.92	35,681,123.33	12,353,569.58
October 2021 . . . . .	44,305,693.19	35,031,138.76	12,151,118.36
November 2021 . . . . .	43,642,616.20	34,392,231.95	11,951,768.46
December 2021 . . . . .	42,988,676.84	33,764,221.16	11,755,474.15
January 2022 . . . . .	42,343,754.54	33,146,927.58	11,562,190.35
February 2022 . . . . .	41,707,730.32	32,540,175.25	11,371,872.64
March 2022 . . . . .	41,080,486.69	31,943,791.06	11,184,477.22
April 2022 . . . . .	40,461,907.70	31,357,604.63	10,999,960.94
May 2022 . . . . .	39,851,878.89	30,781,448.36	10,818,281.27
June 2022 . . . . .	39,250,287.26	30,215,157.30	10,639,396.28
July 2022 . . . . .	38,657,021.27	29,658,569.17	10,463,264.66
August 2022 . . . . .	38,071,970.82	29,111,524.29	10,289,845.69
September 2022 . . . . .	37,495,027.23	28,573,865.52	10,119,099.24
October 2022 . . . . .	36,926,083.22	28,045,438.28	9,950,985.76
November 2022 . . . . .	36,365,032.88	27,526,090.45	9,785,466.26
December 2022 . . . . .	35,811,771.68	27,015,672.36	9,622,502.33
January 2023 . . . . .	35,266,196.43	26,514,036.74	9,462,056.11
February 2023 . . . . .	34,728,205.27	26,021,038.69	9,304,090.28
March 2023 . . . . .	34,197,697.67	25,536,535.64	9,148,568.05
April 2023 . . . . .	33,674,574.36	25,060,387.32	8,995,453.20
May 2023 . . . . .	33,158,737.40	24,592,455.70	8,844,709.99
June 2023 . . . . .	32,650,090.07	24,132,604.98	8,696,303.23
July 2023 . . . . .	32,148,536.91	23,680,701.56	8,550,198.21
August 2023 . . . . .	31,653,983.72	23,236,613.96	8,406,360.75
September 2023 . . . . .	31,166,337.49	22,800,212.85	8,264,757.14
October 2023 . . . . .	30,685,506.40	22,371,370.96	8,125,354.18
November 2023 . . . . .	30,211,399.85	21,949,963.08	7,988,119.14
December 2023 . . . . .	29,743,928.39	21,535,866.01	7,853,019.76
January 2024 . . . . .	29,283,003.72	21,128,958.55	7,720,024.26
February 2024 . . . . .	28,828,538.71	20,729,121.45	7,589,101.31
March 2024 . . . . .	28,380,447.33	20,336,237.38	7,460,220.03

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
April 2024 . . . . .	\$ 27,938,644.66	\$ 19,950,190.90	\$ 7,333,350.00
May 2024 . . . . .	27,503,046.90	19,570,868.44	7,208,461.23
June 2024 . . . . .	27,073,571.33	19,198,158.26	7,085,524.19
July 2024 . . . . .	26,650,136.29	18,831,950.43	6,964,509.73
August 2024 . . . . .	26,232,661.17	18,472,136.80	6,845,389.18
September 2024 . . . . .	25,821,066.43	18,118,610.94	6,728,134.24
October 2024 . . . . .	25,415,273.55	17,771,268.18	6,612,717.05
November 2024 . . . . .	25,015,205.00	17,430,005.51	6,499,110.14
December 2024 . . . . .	24,620,784.30	17,094,721.61	6,387,286.44
January 2025 . . . . .	24,231,935.94	16,765,316.78	6,277,219.29
February 2025 . . . . .	23,848,585.37	16,441,692.95	6,168,882.39
March 2025 . . . . .	23,470,659.04	16,123,753.63	6,062,249.84
April 2025 . . . . .	23,098,084.34	15,811,403.89	5,957,296.11
May 2025 . . . . .	22,730,789.59	15,504,550.34	5,853,996.06
June 2025 . . . . .	22,368,704.06	15,203,101.10	5,752,324.88
July 2025 . . . . .	22,011,757.93	14,906,965.79	5,652,258.16
August 2025 . . . . .	21,659,882.28	14,616,055.50	5,553,771.81
September 2025 . . . . .	21,313,009.09	14,330,282.73	5,456,842.12
October 2025 . . . . .	20,971,071.24	14,049,561.43	5,361,445.72
November 2025 . . . . .	20,634,002.45	13,773,806.95	5,267,559.55
December 2025 . . . . .	20,301,737.32	13,502,935.99	5,175,160.93
January 2026 . . . . .	19,974,211.31	13,236,866.62	5,084,227.49
February 2026 . . . . .	19,651,360.70	12,975,518.23	4,994,737.17
March 2026 . . . . .	19,333,122.60	12,718,811.54	4,906,668.27
April 2026 . . . . .	19,019,434.96	12,466,668.53	4,819,999.37
May 2026 . . . . .	18,710,236.51	12,219,012.48	4,734,709.38
June 2026 . . . . .	18,405,466.80	11,975,767.90	4,650,777.52
July 2026 . . . . .	18,105,066.14	11,736,860.53	4,568,183.31
August 2026 . . . . .	17,808,975.66	11,502,217.31	4,486,906.57
September 2026 . . . . .	17,517,137.21	11,271,766.40	4,406,927.41
October 2026 . . . . .	17,229,493.43	11,045,437.10	4,328,226.23
November 2026 . . . . .	16,945,987.69	10,823,159.87	4,250,783.73
December 2026 . . . . .	16,666,564.11	10,604,866.32	4,174,580.87
January 2027 . . . . .	16,391,167.53	10,390,489.15	4,099,598.92
February 2027 . . . . .	16,119,743.51	10,179,962.18	4,025,819.38
March 2027 . . . . .	15,852,238.34	9,973,220.29	3,953,224.08
April 2027 . . . . .	15,588,598.98	9,770,199.44	3,881,795.05
May 2027 . . . . .	15,328,773.10	9,570,836.64	3,811,514.64
June 2027 . . . . .	15,072,709.05	9,375,069.90	3,742,365.42
July 2027 . . . . .	14,820,355.86	9,182,838.28	3,674,330.23

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
August 2027 . . . . .	\$ 14,571,663.22	\$ 8,994,081.81	\$ 3,607,392.17
September 2027 . . . . .	14,326,581.47	8,808,741.50	3,541,534.57
October 2027 . . . . .	14,085,061.63	8,626,759.36	3,476,741.02
November 2027 . . . . .	13,847,055.31	8,448,078.30	3,412,995.35
December 2027 . . . . .	13,612,514.81	8,272,642.20	3,350,281.61
January 2028 . . . . .	13,381,393.01	8,100,395.84	3,288,584.10
February 2028 . . . . .	13,153,643.42	7,931,284.93	3,227,887.36
March 2028 . . . . .	12,929,220.17	7,765,256.04	3,168,176.12
April 2028 . . . . .	12,708,077.98	7,602,256.63	3,109,435.38
May 2028 . . . . .	12,490,172.17	7,442,235.03	3,051,650.32
June 2028 . . . . .	12,275,458.63	7,285,140.41	2,994,806.37
July 2028 . . . . .	12,063,893.85	7,130,922.76	2,938,889.17
August 2028 . . . . .	11,855,434.87	6,979,532.92	2,883,884.54
September 2028 . . . . .	11,650,039.31	6,830,922.51	2,829,778.54
October 2028 . . . . .	11,447,665.34	6,685,043.98	2,776,557.44
November 2028 . . . . .	11,248,271.67	6,541,850.52	2,724,207.68
December 2028 . . . . .	11,051,817.57	6,401,296.13	2,672,715.94
January 2029 . . . . .	10,858,262.83	6,263,335.53	2,622,069.05
February 2029 . . . . .	10,667,567.78	6,127,924.22	2,572,254.08
March 2029 . . . . .	10,479,693.26	5,995,018.40	2,523,258.26
April 2029 . . . . .	10,294,600.62	5,864,575.03	2,475,069.02
May 2029 . . . . .	10,112,251.75	5,736,551.74	2,427,673.98
June 2029 . . . . .	9,932,609.00	5,610,906.89	2,381,060.93
July 2029 . . . . .	9,755,635.24	5,487,599.51	2,335,217.85
August 2029 . . . . .	9,581,293.82	5,366,589.31	2,290,132.90
September 2029 . . . . .	9,409,548.59	5,247,836.67	2,245,794.41
October 2029 . . . . .	9,240,363.84	5,131,302.62	2,202,190.87
November 2029 . . . . .	9,073,704.37	5,016,948.83	2,159,310.96
December 2029 . . . . .	8,909,535.42	4,904,737.62	2,117,143.53
January 2030 . . . . .	8,747,822.69	4,794,631.91	2,075,677.58
February 2030 . . . . .	8,588,532.35	4,686,595.25	2,034,902.27
March 2030 . . . . .	8,431,630.98	4,580,591.79	1,994,806.95
April 2030 . . . . .	8,277,085.65	4,476,586.28	1,955,381.08
May 2030 . . . . .	8,124,863.81	4,374,544.04	1,916,614.32
June 2030 . . . . .	7,974,933.40	4,274,430.98	1,878,496.47
July 2030 . . . . .	7,827,262.73	4,176,213.56	1,841,017.46
August 2030 . . . . .	7,681,820.56	4,079,858.81	1,804,167.41
September 2030 . . . . .	7,538,576.04	3,985,334.31	1,767,936.55
October 2030 . . . . .	7,397,498.77	3,892,608.16	1,732,315.28
November 2030 . . . . .	7,258,558.69	3,801,649.00	1,697,294.12

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
December 2030 . . . . .	\$ 7,121,726.20	\$ 3,712,426.01	\$ 1,662,863.75
January 2031 . . . . .	6,986,972.04	3,624,908.85	1,629,014.98
February 2031 . . . . .	6,854,267.38	3,539,067.70	1,595,738.75
March 2031 . . . . .	6,723,583.74	3,454,873.25	1,563,026.17
April 2031 . . . . .	6,594,893.04	3,372,296.66	1,530,868.42
May 2031 . . . . .	6,468,167.55	3,291,309.57	1,499,256.88
June 2031 . . . . .	6,343,379.94	3,211,884.11	1,468,183.00
July 2031 . . . . .	6,220,503.20	3,133,992.85	1,437,638.40
August 2031 . . . . .	6,099,510.71	3,057,608.85	1,407,614.80
September 2031 . . . . .	5,980,376.19	2,982,705.59	1,378,104.05
October 2031 . . . . .	5,863,073.73	2,909,257.01	1,349,098.13
November 2031 . . . . .	5,747,577.73	2,837,237.48	1,320,589.12
December 2031 . . . . .	5,633,862.96	2,766,621.80	1,292,569.25
January 2032 . . . . .	5,521,904.50	2,697,385.19	1,265,030.84
February 2032 . . . . .	5,411,677.78	2,629,503.29	1,237,966.32
March 2032 . . . . .	5,303,158.56	2,562,952.15	1,211,368.27
April 2032 . . . . .	5,196,322.91	2,497,708.20	1,185,229.33
May 2032 . . . . .	5,091,147.21	2,433,748.30	1,159,542.29
June 2032 . . . . .	4,987,608.19	2,371,049.66	1,134,300.04
July 2032 . . . . .	4,885,682.85	2,309,589.91	1,109,495.56
August 2032 . . . . .	4,785,348.52	2,249,347.04	1,085,121.95
September 2032 . . . . .	4,686,582.83	2,190,299.39	1,061,172.42
October 2032 . . . . .	4,589,363.70	2,132,425.70	1,037,640.26
November 2032 . . . . .	4,493,669.36	2,075,705.04	1,014,518.87
December 2032 . . . . .	4,399,478.30	2,020,116.85	991,801.76
January 2033 . . . . .	4,306,769.34	1,965,640.90	969,482.53
February 2033 . . . . .	4,215,521.55	1,912,257.32	947,554.87
March 2033 . . . . .	4,125,714.28	1,859,946.56	926,012.57
April 2033 . . . . .	4,037,327.19	1,808,689.40	904,849.52
May 2033 . . . . .	3,950,340.17	1,758,466.96	884,059.69
June 2033 . . . . .	3,864,733.41	1,709,260.67	863,637.14
July 2033 . . . . .	3,780,487.35	1,661,052.26	843,576.05
August 2033 . . . . .	3,697,582.69	1,613,823.79	823,870.64
September 2033 . . . . .	3,616,000.40	1,567,557.61	804,515.25
October 2033 . . . . .	3,535,721.70	1,522,236.39	785,504.29
November 2033 . . . . .	3,456,728.05	1,477,843.05	766,832.27
December 2033 . . . . .	3,379,001.19	1,434,360.85	748,493.77
January 2034 . . . . .	3,302,523.06	1,391,773.30	730,483.46
February 2034 . . . . .	3,227,275.89	1,350,064.21	712,796.08
March 2034 . . . . .	3,153,242.12	1,309,217.65	695,426.45

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
April 2034	\$ 3,080,404.42	\$ 1,269,217.97	\$ 678,369.49
May 2034	3,008,745.72	1,230,049.78	661,620.16
June 2034	2,938,249.16	1,191,697.96	645,173.54
July 2034	2,868,898.11	1,154,147.63	629,024.75
August 2034	2,800,676.17	1,117,384.20	613,168.99
September 2034	2,733,567.15	1,081,393.28	597,601.55
October 2034	2,667,555.09	1,046,160.76	582,317.77
November 2034	2,602,624.25	1,011,672.77	567,313.08
December 2034	2,538,759.08	977,915.66	552,582.97
January 2035	2,475,944.25	944,876.02	538,122.99
February 2035	2,414,164.65	912,540.68	523,928.78
March 2035	2,353,405.36	880,896.67	509,996.02
April 2035	2,293,651.66	849,931.28	496,320.47
May 2035	2,234,889.04	819,631.98	482,897.96
June 2035	2,177,103.18	789,986.48	469,724.38
July 2035	2,120,279.96	760,982.69	456,795.67
August 2035	2,064,405.44	732,608.73	444,107.84
September 2035	2,009,465.87	704,852.93	431,656.97
October 2035	1,955,447.70	677,703.81	419,439.20
November 2035	1,902,337.55	651,150.09	407,450.70
December 2035	1,850,122.22	625,180.69	395,687.74
January 2036	1,798,788.71	599,784.73	384,146.61
February 2036	1,748,324.18	574,951.48	372,823.69
March 2036	1,698,715.95	550,670.45	361,715.38
April 2036	1,649,951.55	526,931.29	350,818.18
May 2036	1,602,018.65	503,723.84	340,128.59
June 2036	1,554,905.09	481,038.11	329,643.22
July 2036	1,508,598.90	458,864.31	319,358.68
August 2036	1,463,088.23	437,192.79	309,271.67
September 2036	1,418,361.44	416,014.07	299,378.92
October 2036	1,374,407.01	395,318.85	289,677.22
November 2036	1,331,213.60	375,097.99	280,163.41
December 2036	1,288,770.02	355,342.49	270,834.36
January 2037	1,247,065.22	336,043.53	261,687.03
February 2037	1,206,088.32	317,192.42	252,718.38
March 2037	1,165,828.57	298,780.64	243,925.44
April 2037	1,126,275.40	280,799.82	235,305.28
May 2037	1,087,418.34	263,241.72	226,855.03
June 2037	1,049,247.09	246,098.26	218,571.84
July 2037	1,011,751.49	229,361.49	210,452.93

<u>Distribution Date</u>	<u>Classes BG, GP, WV and WY (in the aggregate)</u>	<u>Classes FB, FK, KD, KE and PK (in the aggregate)</u>	<u>Classes JK, QA and QB (in the aggregate)</u>
August 2037 . . . . .	\$ 974,921.51	\$ 213,023.60	\$ 202,495.54
September 2037 . . . . .	938,747.28	197,076.93	194,696.97
October 2037 . . . . .	903,219.03	181,513.93	187,054.54
November 2037 . . . . .	868,327.15	166,327.21	179,565.64
December 2037 . . . . .	834,062.16	151,509.50	172,227.68
January 2038 . . . . .	800,414.70	137,053.63	165,038.13
February 2038 . . . . .	767,375.54	122,952.61	157,994.46
March 2038 . . . . .	734,935.59	109,199.52	151,094.23
April 2038 . . . . .	703,085.88	95,787.61	144,335.00
May 2038 . . . . .	671,817.55	82,710.20	137,714.39
June 2038 . . . . .	641,121.88	69,960.77	131,230.04
July 2038 . . . . .	610,990.26	57,532.88	124,879.64
August 2038 . . . . .	581,414.20	45,420.25	118,660.91
September 2038 . . . . .	552,385.33	33,616.65	112,571.61
October 2038 . . . . .	523,895.40	22,116.02	106,609.52
November 2038 . . . . .	495,936.26	10,912.37	100,772.49
December 2038 . . . . .	468,499.89	0.00	95,058.36
January 2039 . . . . .	441,578.37	0.00	89,465.03
February 2039 . . . . .	415,163.89	0.00	83,990.42
March 2039 . . . . .	389,248.76	0.00	78,632.51
April 2039 . . . . .	363,825.38	0.00	73,389.27
May 2039 . . . . .	338,886.26	0.00	68,258.74
June 2039 . . . . .	314,424.03	0.00	63,238.96
July 2039 . . . . .	290,431.40	0.00	58,328.03
August 2039 . . . . .	266,901.19	0.00	53,524.05
September 2039 . . . . .	243,826.33	0.00	48,825.17
October 2039 . . . . .	221,199.84	0.00	44,229.57
November 2039 . . . . .	199,014.82	0.00	39,735.44
December 2039 . . . . .	177,264.50	0.00	35,341.03
January 2040 . . . . .	155,942.19	0.00	31,044.58
February 2040 . . . . .	135,041.28	0.00	26,844.39
March 2040 . . . . .	114,555.27	0.00	22,738.77
April 2040 . . . . .	94,477.74	0.00	18,726.05
May 2040 . . . . .	74,802.38	0.00	14,804.62
June 2040 . . . . .	55,522.93	0.00	10,972.85
July 2040 . . . . .	36,633.25	0.00	7,229.17
August 2040 . . . . .	18,127.29	0.00	3,572.02
September 2040 and thereafter . . . . .	0.00	0.00	0.00

Underlying Certificates

Trust Asset Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
2A	Ginnie Mae	2010-042	WA	April 30, 2010	38377EER1	5.00%	FIX	June 2039	PAC II	\$ 6,939,111	0.97198295	\$6,744,697	100.000000000000%	4.899%	349	11	II
2A	Ginnie Mae	2010-042	WC	April 30, 2010	38377EET7	5.00	FIX	April 2040	PAC II	19,077,573	1.000000000	7,160,838	37.5353720308	4.899	349	11	II
2B	Ginnie Mae	2010-042	YM(4)	April 30, 2010	38377EHP2	4.75	FIX	September 2039	PAC II	8,768,709	1.000000000	3,587,198	40.9090779498	4.899	349	11	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 Page, Terms Sheet and Schedule I  
from Underlying Certificate Disclosure Document**



**\$3,095,051,944**

**Government National Mortgage Association**

**GINNIE MAE®**

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

**Ginnie Mae REMIC Trust 2010-042**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

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

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

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
FV(1)	\$ 38,855,346	(5)	SUP	FLT	38377EEC4	July 2039
HB	5,997,000	5.00%	SUP	FIX	38377EED2	December 2039
HC	3,491,000	5.00	SUP	FIX	38377EEE0	March 2040
HD	1,538,783	5.00	SUP	FIX	38377EEF7	April 2040
HN	6,080,869	5.00	SUP	FIX	38377EEG5	April 2040
HW	7,025,726	5.00	SUP	FIX	38377EEH3	December 2039
PA	262,659,158	3.30	PAC I	FIX	38377EEJ9	September 2037
PB(1)	14,116,622	5.00	PAC I	FIX	38377EEK6	March 2038
PC(1)	38,228,311	5.00	PAC I	FIX	38377EEL4	July 2039
PD	25,565,187	5.00	PAC I	FIX	38377EEM2	April 2040
PI	99,226,793	4.50	NTL (PAC I)	FIX/IO	38377EEN0	September 2037
PO	50,000,000	0.00	PT	PO	38377EEP5	April 2040
SV(1)	11,656,605	(5)	SUP	INV	38377EEQ3	July 2039
WA(1)	6,939,111	5.00	PAC II	FIX	38377EER1	June 2039
WB(1)	8,768,709	5.00	PAC II	FIX	38377EES9	September 2039
WC(1)	19,077,573	5.00	PAC II	FIX	38377EET7	April 2040
<b>Security Group 2</b>						
VA(1)	7,095,644	5.50	SC/SEQ/AD	FIX	38377EEU4	March 2021
VZ	8,691,668	5.50	SC/SEQ	FIX/Z	38377EEV2	October 2039
<b>Security Group 3</b>						
LO	2,500,000	0.00	SC/PT	PO	38377EEW0	June 2039
LW	22,500,000	5.00	SC/PT	FIX	38377EEX8	June 2039
<b>Security Group 4</b>						
BF	20,000,000	(5)	PT	FLT	38377EEY6	April 2040
BS(1)	43,214,285	(5)	NTL (PT)	INV/IO	38377EEZ3	April 2040
DB	12,406,360	4.50	PAC	FIX	38377EFA7	April 2040
DT(1)	76,429,173	4.00	PAC	FIX	38377EFB5	November 2037
DV(1)	12,201,275	4.00	PAC	FIX	38377EFC3	March 2039
FN	23,214,285	(5)	PT	FLT	38377EFD1	April 2040
FP	17,726,089	(5)	PAC	FLT	38377EFE9	March 2039
HO	1,785,715	0.00	PT	PO	38377EFF6	April 2040
KA	26,325,120	4.50	SUP	FIX	38377EFG4	January 2040
KB	3,762,843	4.50	SCH	FIX	38377EFH2	February 2040
KC	1,770,231	4.50	SCH	FIX	38377EFJ8	April 2040
KD	3,611,894	4.50	SUP	FIX	38377EFK5	April 2040
KE	767,015	4.50	SCH	FIX	38377EFL3	April 2040
SN(1)	23,214,285	(5)	NTL (PT)	INV/IO	38377EFM1	April 2040
SP	17,726,089	(5)	NTL (PAC)	INV/IO	38377EFN9	March 2039
<b>Security Group 5</b>						
AC(1)	359,198,542	5.00	PAC	FIX	38377EFP4	February 2039
AD(1)	42,783,494	5.00	PAC	FIX	38377EFQ2	April 2040
AE(1)	121,017,964	5.00	SUP	FIX	38377EFR0	April 2040
AI(1)	174,333,333	4.50	NTL (PT)	FIX/IO	38377EFS8	April 2040
OP(1)	193,642,905	0.00	SCH	PO	38377EFT6	April 2040
OT(1)	38,801,540	0.00	SUP	PO	38377EFU3	April 2040
<b>Security Group 6</b>						
AG(1)	42,683,908	5.00	SC/PT	FIX	38377EFV1	September 2038
XI(1)	11,955,011	5.00	NTL (SC/PT)	FIX/IO	38377EFW9	December 2034
<b>Security Group 7</b>						
V(1)	9,589,226	5.00	SC/SEQ/AD	FIX	38377EFX7	April 2021
Z(1)	13,177,774	5.00	SC/SEQ	FIX/Z	38377EFY5	November 2039

(Cover continued on following page)

**Goldman, Sachs & Co.**

**Loop Capital Markets LLC**

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 8</b>						
FK . . . . .	\$200,000,000	(5)	PT	FLT	38377EFZ2	April 2040
SW(1) . . . . .	49,838,004	(5)	PAC I	INV	38377EGA6	April 2040
SX(1) . . . . .	8,106,731	(5)	SUP	INV	38377EGB4	April 2040
SY(1) . . . . .	2,055,265	(5)	PAC II	INV	38377EGC2	April 2040
<b>Security Group 9</b>						
FJ(1) . . . . .	111,267,055	(5)	PAC/AD	FLT	38377EGD0	November 2039
JB . . . . .	11,912,462	5.00%	PAC/AD	FIX	38377EGE8	April 2040
JM(1) . . . . .	159,791,064	4.00	PAC/AD	FIX	38377EGF5	January 2036
JN(1) . . . . .	37,014,738	4.00	PAC/AD	FIX	38377EGG3	June 2038
JQ(1) . . . . .	25,728,309	4.00	PAC/AD	FIX	38377EGH1	November 2039
JZ . . . . .	61,708,968	5.00	TAC	FIX/Z	38377EGJ7	April 2040
KZ . . . . .	1,259,367	5.00	SUP	FIX/Z	38377EGK4	April 2040
SJ(1) . . . . .	111,267,055	(5)	NTL (PAC/AD)	INV/IO	38377EGL2	November 2039
<b>Security Group 10</b>						
GB(1) . . . . .	75,474,580	5.00	PAC/AD	FIX	38377EGM0	October 2039
GC . . . . .	9,222,880	5.00	PAC/AD	FIX	38377EGN8	April 2040
GE . . . . .	125,000,000	3.50	PAC/AD	FIX	38377EGP3	September 2034
IG(1) . . . . .	37,500,000	5.00	NTL (PAC/AD)	FIX/IO	38377EGQ1	September 2034
ZC . . . . .	4,296,037	5.00	SUP	FIX/Z	38377EGR9	April 2040
ZG . . . . .	24,344,206	5.00	TAC	FIX/Z	38377EGS7	April 2040
<b>Security Group 11</b>						
CB . . . . .	10,344,313	5.00	PAC/AD	FIX	38377EGT5	April 2040
CO(1) . . . . .	40,000,000	0.00	PAC/AD	PO	38377EGU2	June 2039
CZ . . . . .	30,557,855	5.00	SUP	FIX/Z	38377EGV0	April 2040
FC . . . . .	100,000,000	(5)	PAC/AD	FLT	38377EGW8	June 2039
SC(1) . . . . .	100,000,000	(5)	NTL (PAC/AD)	INV/IO	38377EGX6	June 2039
<b>Security Group 12</b>						
GD . . . . .	29,414,361	5.00	PAC/AD	FIX	38377EGY4	April 2040
GF . . . . .	60,301,301	(5)	PAC/AD	FLT	38377EGZ1	April 2039
GN(1) . . . . .	166,667,510	4.50	PAC/AD	FIX	38377EHA5	August 2035
GS . . . . .	60,301,301	(5)	NTL (PAC/AD)	INV/IO	38377EHB3	April 2039
GT(1) . . . . .	42,204,902	4.50	PAC/AD	FIX	38377EHC1	October 2037
GV(1) . . . . .	32,332,792	4.50	PAC/AD	FIX	38377EHD9	April 2039
GZ . . . . .	60,000,000	5.00	TAC	FIX/Z	38377EHE7	April 2040
ZD . . . . .	6,666,667	5.00	SUP	FIX/Z	38377EHF4	April 2040
<b>Security Group 13</b>						
WP(1) . . . . .	47,596,586	5.00	SC/PAC	FIX	38377EHG2	August 2033
WU . . . . .	263,326	5.00	SC/SUP	FIX	38377EHH0	August 2033
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	38377EHJ6	April 2040

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

## 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:** Goldman, Sachs & Co.

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

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

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2010

**Distribution Dates:** For the Group 1 through 8, 10, 12 and 13 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2010. For the Group 9 and 11 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2010.

**Trust Assets:**

<u>Trust Asset Group 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 II	4.50%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.00	30
5	Ginnie Mae II	4.50	30
6A	Underlying Certificate	(1)	(1)
6B	Underlying Certificate	(1)	(1)
7	Underlying Certificates	(1)	(1)
8	Ginnie Mae II	5.00	30
9	Ginnie Mae I	5.00	30
10	Ginnie Mae II	5.00	30
11	Ginnie Mae I	5.00	30
12	Ginnie Mae II	5.00	30
13	Underlying Certificate	(1)	(1)

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

<sup>(2)</sup> The Group 6 Trust Assets consist of two subgroups, Subgroup 6A and Subgroup 6B (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, 4, 5 and 8 through 12 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$500,000,000	358	2	4.90%
<b>Group 4 Trust Assets</b>			
\$200,000,000	358	2	5.30%
<b>Group 5 Trust Assets</b>			
\$755,444,445	359	1	4.92%
<b>Group 8 Trust Assets</b>			
\$260,000,000	358	2	5.52%
<b>Group 9 Trust Assets</b>			
\$408,681,963	353	6	5.50%
<b>Group 10 Trust Assets</b>			
\$238,337,703	359	1	5.30%
<b>Group 11 Trust Assets</b>			
\$180,902,168	356	4	5.50%
<b>Group 12 Trust Assets</b>			
\$397,587,533	359	1	5.30%

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

<sup>2</sup> Does not include the Group 12 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 1, 4, 5, 8, 10 and 12 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 4, 5, 8, 10 and 12 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 4, 5 and 8 through 12 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AS	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
BF	LIBOR + 0.52%	0.76900000%	0.52%	7.00000000%	0	0.00%
BS	6.48% – LIBOR	6.23100000%	0.00%	6.48000000%	0	6.48%
CS	6.50% – LIBOR	6.25100000%	0.00%	6.50000000%	0	6.50%
DF	LIBOR + 0.80%	1.04900000%	0.80%	6.50000000%	0	0.00%
DS	5.70% – LIBOR	5.45100000%	0.00%	5.70000000%	0	5.70%
EF	LIBOR + 0.82%	1.06900000%	0.82%	6.50000000%	0	0.00%
ES	5.68% – LIBOR	5.43100000%	0.00%	5.68000000%	0	5.68%
FC	LIBOR + 0.44%	0.69000000%	0.44%	7.00000000%	0	0.00%
FJ	LIBOR + 0.55%	0.80100000%	0.55%	7.00000000%	0	0.00%
FK	LIBOR + 0.83%	1.07900000%	0.83%	6.50000000%	0	0.00%
FM	LIBOR + 0.45%	0.70100000%	0.45%	7.00000000%	0	0.00%
FN	LIBOR + 0.50%	0.74900000%	0.50%	7.00000000%	0	0.00%
FP	LIBOR + 0.45%	0.69900000%	0.45%	7.00000000%	0	0.00%
FV	LIBOR + 1.20%	1.44900000%	1.20%	6.50000000%	0	0.00%
GF	LIBOR + 0.45%	0.69900000%	0.45%	7.00000000%	0	0.00%
GS	6.55% – LIBOR	6.30100000%	0.00%	6.55000000%	0	6.55%
NS	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
SA	14.175% – (LIBOR × 2.50)	13.55250000%	0.00%	14.17500000%	0	5.67%
SC	6.56% – LIBOR	6.31000000%	0.00%	6.56000000%	0	6.56%
SJ	6.45% – LIBOR	6.19900000%	0.00%	6.45000000%	0	6.45%
SK	5.67% – LIBOR	5.42100000%	0.00%	5.67000000%	0	5.67%
SM	6.55% – LIBOR	6.29900000%	0.00%	6.55000000%	0	6.55%
SN	6.50% – LIBOR	0.02000000%	0.00%	0.02000000%	0	6.50%
SP	6.55% – LIBOR	6.30100000%	0.00%	6.55000000%	0	6.55%
SQ	16.40% – (LIBOR × 2.50)	15.77500000%	0.00%	16.40000000%	0	6.56%
ST	9.84% – (LIBOR × 1.50)	9.46500000%	0.00%	9.84000000%	0	6.56%
SV	17.66666536% – (LIBOR × 3.3333299)	16.83666545%	0.00%	17.66666536%	0	5.30%
SW	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
SX	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
SY	18.90% – (LIBOR × 3.33333333)	18.07000000%	0.00%	18.90000000%	0	5.67%
TS	5.67% – LIBOR	5.42100000%	0.00%	5.67000000%	0	5.67%

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

Classes GQ, GW, GX, GY and PE are Weighted Average Coupon Classes. Each of the Weighted Average Coupon Classes will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes for such Accrual Period expressed as a percentage of its outstanding principal balance for such Accrual Period. The initial approximate Interest

Rate for each Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is as follows:

<u>Class</u>	<u>Initial Interest Rate</u>
GQ .....	6.00000%
GW .....	6.50000%
GX .....	7.00000%
GY .....	5.50000%
PE .....	6.40041%

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

**SECURITY GROUP 1**

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

1. 10% to PO, until retired
2. 90% in the following order of priority:
  - a. Sequentially, to PA, PB, PC and PD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. Sequentially, to WA, WB and WC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - c. Concurrently, to FV and SV, pro rata, until retired
  - d. Concurrently, as follows:
    - i. 45.6910052128% sequentially, to HB, HC and HD, in that order, until retired
    - ii. 54.3089947872% sequentially, to HW and HN, in that order, until retired
  - e. Sequentially, to WA, WB and WC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
  - f. Sequentially, to PA, PB, PC and PD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 2**

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

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, to LO and LW, pro rata, until retired

**SECURITY GROUP 4**

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

1. 22.5% concurrently, to BF, FN and HO, pro rata, until retired
2. 77.5% in the following order of priority:
  - a. To the Group 4 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - i. Concurrently, as follows:
      - A. 16.6666661965% to FP, until retired

B. 83.3333338035% sequentially, to DT and DV, in that order, until retired

ii. To DB, until retired

b. Sequentially, to KB, KC and KE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

c. Sequentially, to KA and KD, in that order, until retired

d. Sequentially, to KB, KC and KE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

e. To the Group 4 PAC Classes, 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 5**

The Group 5 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 69.2307691799% in the following order of priority:

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

b. To AE, until retired

c. Sequentially, to AC and AD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

2. 30.7692308201% in the following order of priority:

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

b. To OT, until retired

c. To OP, without regard to its Scheduled Principal Balance, until retired

#### **SECURITY GROUP 6**

The Subgroup 6A Principal Distribution Amount will be allocated to AG, until retired

#### **SECURITY GROUP 7**

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

#### **SECURITY GROUP 8**

The Group 8 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 76.9230769231% to FK, until retired

2. 23.0769230769% in the following order of priority:

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

b. To SY, until reduced to its Scheduled Principal Balance for that Distribution Date

c. To SX, until retired

d. To SY, without regard to its Scheduled Principal Balance, until retired

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

### **SECURITY GROUP 9**

The Group 9 Principal Distribution Amount and the JZ and KZ Accrual Amounts will be allocated in the following order of priority:

1. To the Group 9 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently, as follows:
    - i. 66.6666667665% sequentially, to JM, JN and JQ, in that order, until retired
    - ii. 33.3333332335% to FJ, until retired
  - b. To JB, until retired
2. To JZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To KZ, until retired
4. To JZ, without regard to its Scheduled Principal Balance, until retired
5. To the Group 9 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 10**

The Group 10 Principal Distribution Amount and the ZC and ZG Accrual Amounts will be allocated in the following order of priority:

1. Sequentially, to GE, GB and GC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZG, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZC, until retired
4. To ZG, without regard to its Scheduled Principal Balance, until retired
5. Sequentially, to GE, GB and GC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 11**

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

1. To the Group 11 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently, to CO and FC, pro rata, until retired
  - b. To CB, until retired
2. To CZ, until retired
3. To the Group 11 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 12**

A percentage of the Group 12 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 12 Principal Distribution Amount (the "Group 12 Adjusted Principal

Distribution Amount”) and the GZ and ZD Accrual Amounts will be allocated in the following order of priority:

1. To the Group 12 PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently, as follows:
    - i. 20% to GF, until retired
    - ii. 80% sequentially, to GN, GT and GV, in that order, until retired
  - b. To GD, until retired
2. To GZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ZD, until retired
4. To GZ, without regard to its Scheduled Principal Balance, until retired
5. To the Group 12 PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 13**

The Group 13 Principal Distribution Amount will be allocated in the following order of priority:

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

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
<b>PAC I Classes</b>	
PA, PB, PC and PD (in the aggregate) . . . . .	115% PSA through 250% PSA
SW . . . . .	150% PSA through 250% PSA
<b>PAC II Classes</b>	
SY . . . . .	170% PSA through 260% PSA
WA, WB and WC (in the aggregate) . . . . .	120% PSA through 205% PSA
<b>PAC Classes</b>	
AC and AD (in the aggregate) . . . . .	120% PSA through 250% PSA
CB, CO and FC (in the aggregate) . . . . .	150% PSA through 250% PSA
DB, DT, DV and FP (in the aggregate). . . . .	120% PSA through 250% PSA
FJ, JB, JM, JN and JQ (in the aggregate) . . . . .	175% PSA through 275% PSA
GB, GC and GE (in the aggregate) . . . . .	175% PSA through 250% PSA
GD, GF, GN, GT and GV (in the aggregate) . . . . .	150% PSA through 250% PSA
WP . . . . .	125% PSA through 250% PSA

Class

Structuring Ranges or Rates

**Scheduled Classes**

KB, KC and KE (in the aggregate) . . . . .	130% PSA through 215% PSA
OP . . . . .	150% PSA through 250% PSA

**TAC Classes**

GZ . . . . .	375% PSA
JZ . . . . .	400% PSA
ZG . . . . .	375% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . .	\$133,994,012	33.3333333333% of AC and AD (in the aggregate) (PAC Classes)
	<u>40,339,321</u>	33.3333333333% of AE (SUP Class)
	<u>\$174,333,333</u>	
BI . .	\$ 4,705,540	33.3333333333% of PB (PAC I Class)
BS . .	43,214,285	100% of BF and FN (in the aggregate) (PT Classes)
CI . .	12,742,770	33.3333333333% of PC (PAC I Class)
CS . .	23,214,285	100% of FN (PT Class)
DS . .	\$209,830,011	52.1988527725% of AC and AD (in the aggregate) (PAC Classes)
	<u>63,169,989</u>	52.1988527725% of AE (SUP Class)
	<u>\$273,000,000</u>	
ES . .	\$192,152,025	47.8011472275% of AC and AD (in the aggregate) (PAC Classes)
	<u>57,847,975</u>	47.8011472275% of AE (SUP Class)
	<u>\$250,000,000</u>	
GS . .	\$ 60,301,301	100% of GF (PAC/AD Class)
HI . .	5,612,439	11.1111111111% of FV and SV (in the aggregate) (SUP Classes)
IA . .	83,548,964	40% of GN and GT (in the aggregate) (PAC/AD Classes)
IB . .	59,041,740	30% of JM and JN (in the aggregate) (PAC/AD Classes)
ID . .	35,452,179	40% of DT and DV (in the aggregate) (PAC Classes)
IE . .	1,917,845	20% of V (SC/SEQ/AD Class)
IG . .	37,500,000	30% of GE (PAC/AD Class)

<b>Class</b>	<b>Original Class Notional Balance</b>	<b>Represents Approximately</b>
IJ . . .	\$ 66,760,233	30% of JM, JN and JQ (in the aggregate) (PAC/AD Classes)
IK . . .	15,094,916	20% of GB (PAC/AD Class)
IL . . .	30,571,669	40% of DT (PAC Class)
IM . . .	66,667,004	40% of GN (PAC/AD Class)
IN . . .	96,482,081	40% of GN, GT and GV (in the aggregate) (PAC/AD Classes)
IP . . .	47,937,319	30% of JM (PAC/AD Class)
IQ . . .	28,557,951	60% of WP (SC/PAC Class)
IW . . .	6,188,063	22.2222222222% of WB and WC (in the aggregate) (PAC II Classes)
PI . . .	99,226,793	37.7777777778% of PA (PAC I Class)
SC . . .	100,000,000	100% of FC (PAC/AD Class)
SJ . . .	111,267,055	100% of FJ (PAC/AD Class)
SK . . .	200,000,000	100% of FK (PT Class)
SM . . .	111,267,055	100% of FJ (PAC/AD Class)
SN . . .	23,214,285	100% of FN (PT Class)
SP . . .	17,726,089	100% of FP (PAC Class)
TI . . .	7,453,769	10% of GT and GV (in the aggregate) (PAC/AD Classes)
TS . . .	50,000,000	25% of FK (PT Class)
VI . . .	2,580,234	36.3636363636% of VA (SC/SEQ/AD Class)
WI . . .	2,313,037	33.3333333333% of WA (PAC II Class)
XI . . .	11,955,011	100% of the Subgroup 6B Trust Assets
YI . . .	1,948,602	22.2222222222% of WB (PAC II Class)

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

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

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1(6)								
WB	\$ 8,768,709	YI	\$ 1,948,602	NTL (PAC II)	4.50%	FIX/IO	38377EHK3	September 2039
		YJ	8,768,709	PAC II	4.00	FIX	38377EHL1	September 2039
		YK	8,768,709	PAC II	4.25	FIX	38377EHM9	September 2039
		YL	8,768,709	PAC II	4.50	FIX	38377EHN7	September 2039
		YM	8,768,709	PAC II	4.75	FIX	38377EHP2	September 2039
Combination 2(6)								
WB	\$ 8,768,709	IW	\$ 6,188,063	NTL (PAC II)	4.50%	FIX/IO	38377EHQ0	April 2040
WC	19,077,573	WK	27,846,282	PAC II	4.00	FIX	38377EHR8	April 2040
		WL	27,846,282	PAC II	4.25	FIX	38377EHS6	April 2040
		WM	27,846,282	PAC II	4.50	FIX	38377EHT4	April 2040
		WN	27,846,282	PAC II	4.75	FIX	38377EHU1	April 2040
		WY	27,846,282	PAC II	5.00	FIX	38377EHV9	April 2040
Combination 3(6)								
FV	\$ 38,855,346	HA	\$ 50,511,951	SUP	5.00%	FIX	38377EHW7	July 2039
SV	11,656,605	HE	50,511,951	SUP	4.50	FIX	38377EHX5	July 2039
		HG	50,511,951	SUP	4.75	FIX	38377EHY3	July 2039
		HI	5,612,439	NTL (SUP)	4.50	FIX/IO	38377EHZ0	July 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 4(6)								
PC	\$ 38,228,311	CE	\$ 38,228,311	PAC I	3.50%	FIX	38377EJA3	July 2039
		CG	38,228,311	PAC I	3.75	FIX	38377EJB1	July 2039
		CH	38,228,311	PAC I	4.00	FIX	38377EJC9	July 2039
		CI	12,742,770	NTL (PAC D)	4.50	FIX/IO	38377EJD7	July 2039
		CJ	38,228,311	PAC I	4.25	FIX	38377EJE5	July 2039
		EA	38,228,311	PAC I	4.50	FIX	38377EJF2	July 2039
		EB	38,228,311	PAC I	4.75	FIX	38377EJG0	July 2039
Combination 5(6)								
WA	\$ 6,939,111	WE	\$ 6,939,111	PAC II	3.50%	FIX	38377EJH8	June 2039
		WG	6,939,111	PAC II	4.00	FIX	38377EJJ4	June 2039
		WH	6,939,111	PAC II	4.50	FIX	38377EJK1	June 2039
		WI	2,313,037	NTL (PAC II)	4.50	FIX/IO	38377EJL9	June 2039
Combination 6(6)								
PB	\$ 14,116,622	BE	\$ 14,116,622	PAC I	3.50%	FIX	38377EJM7	March 2038
		BG	14,116,622	PAC I	3.75	FIX	38377EJN5	March 2038
		BH	14,116,622	PAC I	4.00	FIX	38377EJP0	March 2038
		BI	4,705,540	NTL (PAC D)	4.50	FIX/IO	38377EJQ8	March 2038
		BJ	14,116,622	PAC I	4.25	FIX	38377EJR6	March 2038
		BV	14,116,622	PAC I	4.50	FIX	38377EJS4	March 2038
		BW	14,116,622	PAC I	4.75	FIX	38377EJT2	March 2038

REMIC Securities

Class	Original Class Principal Balance or Class Notional Balance
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**Security Group 2**

Combination 7(6)

VA \$ 7,095,644

MX Securities

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)
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VB	\$ 7,095,644	SC/SEQ/AD	3.50%	FIX	38377EJU9	March 2021
VC	7,095,644	SC/SEQ/AD	3.75	FIX	38377EJV7	March 2021
VD	7,095,644	SC/SEQ/AD	4.00	FIX	38377EJW5	March 2021
VE	7,095,644	SC/SEQ/AD	4.25	FIX	38377EJX3	March 2021
VG	7,095,644	SC/SEQ/AD	4.50	FIX	38377EJY1	March 2021
VH	7,095,644	SC/SEQ/AD	4.75	FIX	38377EJZ8	March 2021
VI	2,580,234	NTL (SC/SEQ/AD)	5.50	FIX/IO	38377EKA1	March 2021
VJ	7,095,644	SC/SEQ/AD	5.00	FIX	38377EKB9	March 2021
VK	7,095,644	SC/SEQ/AD	5.25	FIX	38377EKC7	March 2021

**Security Group 4**

Combination 8(6)

DT \$ 76,429,173

IL	\$ 30,571,669	NTL (PAC)	5.00%	FIX/IO	38377EKD5	November 2037
IC	76,429,173	PAC	2.00	FIX	38377EKE3	November 2037
LD	76,429,173	PAC	2.25	FIX	38377EKF0	November 2037
LE	76,429,173	PAC	2.50	FIX	38377EKG8	November 2037
LG	76,429,173	PAC	2.75	FIX	38377EKH6	November 2037
LH	76,429,173	PAC	3.00	FIX	38377EKJ2	November 2037
IJ	76,429,173	PAC	3.25	FIX	38377EKK9	November 2037
LK	76,429,173	PAC	3.50	FIX	38377EKL7	November 2037
LM	76,429,173	PAC	3.75	FIX	38377EKM5	November 2037

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 9(6)								
DT	\$ 76,429,173	DA	\$ 88,630,448	PAC	2.00%	FIX	38377EKN3	March 2039
DV	12,201,275	DC	88,630,448	PAC	2.25	FIX	38377EKP8	March 2039
		DK	88,630,448	PAC	2.50	FIX	38377EKQ6	March 2039
		DL	88,630,448	PAC	2.75	FIX	38377EKR4	March 2039
		DM	88,630,448	PAC	3.00	FIX	38377EKS2	March 2039
		DN	88,630,448	PAC	3.25	FIX	38377EKT0	March 2039
		DP	88,630,448	PAC	4.00	FIX	38377EKU7	March 2039
		DQ	88,630,448	PAC	3.50	FIX	38377EKV5	March 2039
		DW	88,630,448	PAC	3.75	FIX	38377EKW3	March 2039
		ID	35,452,179	NLT (PAC)	5.00	FIX/IO	38377EKX1	March 2039
Combination 10								
BS	\$ 23,214,285	CS	\$ 23,214,285	NLT (PT)	(5)	INV/IO	38377EKY9	April 2040
SN	23,214,285							
<b>Security Group 5</b>								
Combination 11(6)								
AC	\$359,198,542	DF	\$273,000,000	PT	(5)	FLT	38377EKZ6	April 2040
AD	42,783,494	DS	273,000,000	NLT (PT)	(5)	INV/IO	38377ELA0	April 2040
AE	121,017,964	EF	250,000,000	PT	(5)	FLT	38377ELB8	April 2040
AI	174,333,333	ES	250,000,000	NLT (PT)	(5)	INV/IO	38377ELC6	April 2040
Combination 12								
OP	\$193,642,905	DO	\$232,444,445	PT	0.00%	PO	38377ELD4	April 2040
OT	38,801,540							
<b>Security Group 6</b>								
Combination 13								
AG	\$ 42,683,908	PE	\$ 42,683,908	PT	(5)	WAC/DLY	38377ELE2	September 2038
XI	11,955,011							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 7</b>								
Combination 14								
V	\$ 9,589,226	AY	\$ 22,767,000	SC/SEQ	5.00%	FIX	38377ELF9	November 2039
Z	13,177,774							
Combination 15(6)								
V	\$ 9,589,226	AH	\$ 9,589,226	SC/SEQ/AD	4.00%	FIX	38377ELG7	April 2021
		AJ	9,589,226	SC/SEQ/AD	4.50	FIX	38377ELH5	April 2021
		IE	1,917,845	NTL (SC/SEQ/AD)	5.00	FIX/IO	38377ELJ1	April 2021
<b>Security Group 8</b>								
Combination 16								
SX	\$ 8,106,731	NS	\$ 10,161,996	SUP	(5)	INV	38377ELK8	April 2040
SY	2,055,265							
Combination 17								
SW	\$ 49,838,004	AS	\$ 60,000,000	PT	(5)	INV	38377ELL6	April 2040
SX	8,106,731							
SY	2,055,265							
Combination 18								
SW	\$ 49,838,004	KO	\$ 60,000,000	PT	0.00%	PO	38377ELM4	April 2040
SX	8,106,731	SK	200,000,000	NTL (PT)	(5)	INV/IO	38377ELN2	April 2040
SY	2,055,265							
Combination 19								
SW	\$ 49,838,004	SA	\$ 60,000,000	PT	(5)	INV	38377ELP7	April 2040
SX	8,106,731	TS	50,000,000	NTL (PT)	(5)	INV/IO	38377ELQ5	April 2040
SY	2,055,265							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	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 20(6)								
JM	\$159,791,064	IJ	\$ 66,760,233	NTL (PAC/AD)	5.00%	FIX/IO	38377ELR3	November 2039
JN	37,014,738	JA	222,534,111	PAC/AD	4.00	FIX	38377ELS1	November 2039
JQ	25,728,309	KG	222,534,111	PAC/AD	2.50	FIX	38377ELT9	November 2039
		KH	222,534,111	PAC/AD	2.75	FIX	38377ELU6	November 2039
		KJ	222,534,111	PAC/AD	3.00	FIX	38377ELV4	November 2039
		KL	222,534,111	PAC/AD	3.25	FIX	38377ELW2	November 2039
		KM	222,534,111	PAC/AD	3.50	FIX	38377ELX0	November 2039
		KN	222,534,111	PAC/AD	3.75	FIX	38377ELY8	November 2039
Combination 21(6)								
JM	\$159,791,064	BK	\$196,805,802	PAC/AD	2.50%	FIX	38377ELZ5	June 2038
JN	37,014,738	BL	196,805,802	PAC/AD	2.75	FIX	38377EMA9	June 2038
		BM	196,805,802	PAC/AD	3.00	FIX	38377EMB7	June 2038
		BN	196,805,802	PAC/AD	3.25	FIX	38377EMC5	June 2038
		BP	196,805,802	PAC/AD	3.50	FIX	38377EMD3	June 2038
		BQ	196,805,802	PAC/AD	3.75	FIX	38377EME1	June 2038
		BT	196,805,802	PAC/AD	4.00	FIX	38377EMF8	June 2038
		IB	59,041,740	NTL (PAC/AD)	5.00	FIX/IO	38377EMG6	June 2038
Combination 22(6)								
JM	\$159,791,064	CP	\$159,791,064	PAC/AD	2.50%	FIX	38377EMH4	January 2036
		CQ	159,791,064	PAC/AD	2.75	FIX	38377EMJ0	January 2036
		CT	159,791,064	PAC/AD	3.00	FIX	38377EMK7	January 2036
		CV	159,791,064	PAC/AD	3.25	FIX	38377EML5	January 2036
		CW	159,791,064	PAC/AD	3.50	FIX	38377EMM3	January 2036
		CY	159,791,064	PAC/AD	3.75	FIX	38377EMIN1	January 2036
		IP	47,937,319	NTL (PAC/AD)	5.00	FIX/IO	38377EMP6	January 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23								
FJ	\$111,267,055	FM	\$111,267,055	PAC/AD	(5)	FLT	38377EMQ4	November 2039
SJ	111,267,055	SM	111,267,055	NTL (PAC/AD)	(5)	INV/IO	38377EMR2	November 2039
Combination 24								
FJ	\$ 44,506,822	JT	\$267,040,933	PAC/AD	4.50%	FIX	38377EMS0	November 2039
JM	159,791,064							
JN	37,014,738							
JQ	25,728,309							
SJ	44,506,822							
<b>Security Group 10</b>								
Combination 25(6)								
GB	\$ 75,474,580	GH	\$ 75,474,580	PAC/AD	4.00%	FIX	38377EMT8	October 2039
		HP	75,474,580	PAC/AD	4.25	FIX	38377EMU5	October 2039
		HQ	75,474,580	PAC/AD	4.50	FIX	38377EMV3	October 2039
		HT	75,474,580	PAC/AD	4.75	FIX	38377EMW1	October 2039
		IK	15,094,916	NTL (PAC/AD)	5.00	FIX/IO	38377EMX9	October 2039
Combination 26								
GB	\$ 75,474,580	GQ	\$ 75,474,580	PAC/AD	(5)	WAC/DLY	38377EMY7	October 2039
IG	15,094,916							
Combination 27								
GB	\$ 75,474,580	GW	\$ 75,474,580	PAC/AD	(5)	WAC/DLY	38377EMZ4	October 2039
IG	22,642,374							
Combination 28								
GB	\$ 75,474,580	GY	\$ 75,474,580	PAC/AD	(5)	WAC/DLY	38377ENA8	October 2039
IG	7,547,458							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 29								
GB	\$ 75,474,580	GX	\$ 75,474,580	PAC/AD	(5)	WAC/DLY	38377ENB6	October 2039
IG	30,189,832							
<b>Security Group 11</b>								
Combination 30								
CO	\$ 40,000,000	SQ	\$ 40,000,000	PAC/AD	(5)	INV	38377ENC4	June 2039
SC	100,000,000							
Combination 31								
CO	\$ 40,000,000	ST	\$ 40,000,000	PAC/AD	(5)	INV	38377END2	June 2039
SC	60,000,000							
<b>Security Group 12</b>								
Combination 32(6)								
GN	\$166,667,510	GP	\$241,205,204	PAC/AD	4.50%	FIX	38377ENE0	April 2039
GT	42,204,902	IN	96,482,081	NTL (PAC/AD)	5.00	FIX/IO	38377ENF7	April 2039
GV	32,332,792	NA	241,205,204	PAC/AD	2.50	FIX	38377ENG5	April 2039
		NB	241,205,204	PAC/AD	2.75	FIX	38377ENH3	April 2039
		NC	241,205,204	PAC/AD	3.00	FIX	38377ENJ9	April 2039
		ND	241,205,204	PAC/AD	3.25	FIX	38377ENK6	April 2039
		NE	241,205,204	PAC/AD	3.50	FIX	38377ENL4	April 2039
		NG	241,205,204	PAC/AD	3.75	FIX	38377ENM2	April 2039
		NH	241,205,204	PAC/AD	4.00	FIX	38377ENN0	April 2039
		NW	241,205,204	PAC/AD	4.25	FIX	38377ENP5	April 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 33(6)								
GN	\$166,667,510	IM	\$ 66,667,004	NTL (PAC/AD)	5.00%	FIX/IO	38377ENQ3	August 2035
		MC	166,667,510	PAC/AD	2.50	FIX	38377ENR1	August 2035
		MD	166,667,510	PAC/AD	2.75	FIX	38377ENS9	August 2035
		ME	166,667,510	PAC/AD	3.00	FIX	38377ENT7	August 2035
		MG	166,667,510	PAC/AD	3.25	FIX	38377ENU4	August 2035
		MH	166,667,510	PAC/AD	3.50	FIX	38377ENV2	August 2035
		MJ	166,667,510	PAC/AD	3.75	FIX	38377ENW0	August 2035
		MK	166,667,510	PAC/AD	4.00	FIX	38377ENX8	August 2035
		ML	166,667,510	PAC/AD	4.25	FIX	38377ENY6	August 2035
Combination 34(6)								
GN	\$166,667,510	GA	\$208,872,412	PAC/AD	4.50%	FIX	38377ENZ3	October 2037
GT	42,204,902	IA	83,548,964	NTL (PAC/AD)	5.00	FIX/IO	38377EPA6	October 2037
		MN	208,872,412	PAC/AD	2.50	FIX	38377EPB4	October 2037
		MP	208,872,412	PAC/AD	2.75	FIX	38377EPC2	October 2037
		MQ	208,872,412	PAC/AD	3.00	FIX	38377EPD0	October 2037
		MT	208,872,412	PAC/AD	3.25	FIX	38377EPE8	October 2037
		MV	208,872,412	PAC/AD	3.50	FIX	38377EPF5	October 2037
		MW	208,872,412	PAC/AD	3.75	FIX	38377EPG3	October 2037
		MX	208,872,412	PAC/AD	4.00	FIX	38377EPH1	October 2037
		MY	208,872,412	PAC/AD	4.25	FIX	38377EPI7	October 2037
Combination 35(6)								
GT	\$ 42,204,902	TA	\$ 74,537,694	PAC/AD	4.00%	FIX	38377EPK4	April 2039
GV	32,332,792	TB	74,537,694	PAC/AD	4.50	FIX	38377EPL2	April 2039
		TI	7,453,769	NTL (PAC/AD)	5.00	FIX/IO	38377EPM0	April 2039

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 13</b> Combination 36(6)								
WP	\$ 47,596,586	EP	\$ 47,596,586	SC/PAC	2.00%	FIX	38377EPN8	August 2033
		IQ	28,557,951	NTL (SC/PAC)	5.00	FIX/IO	38377EPP3	August 2033
		JP	47,596,586	SC/PAC	2.50	FIX	38377EPQ1	August 2033
		KP	47,596,586	SC/PAC	2.75	FIX	38377EPR9	August 2033
		LP	47,596,586	SC/PAC	3.00	FIX	38377EPS7	August 2033
		NP	47,596,586	SC/PAC	3.25	FIX	38377EPT5	August 2033
		PJ	47,596,586	SC/PAC	3.75	FIX	38377EPU2	August 2033
		PK	47,596,586	SC/PAC	4.00	FIX	38377EPV0	August 2033
		PL	47,596,586	SC/PAC	4.25	FIX	38377EPW8	August 2033
		PM	47,596,586	SC/PAC	4.50	FIX	38377EPX6	August 2033
		PN	47,596,586	SC/PAC	4.75	FIX	38377EPY4	August 2033
		QP	47,596,586	SC/PAC	3.50	FIX	38377EPZ1	August 2033
		VP	47,596,586	SC/PAC	2.25	FIX	38377EQA5	August 2033

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

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

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

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

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

(6) In the case of Combinations 1 through 9, 11, 15, 20, 21, 22, 25 and 32 through 36, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.



**\$1,977,336,272**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

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

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**Goldman, Sachs & Co.  
Loop Capital Markets LLC**