



**\$95,500,000**

## Government National Mortgage Association

### GINNIE MAE®

#### Guaranteed Callable Pass-Through Securities Ginnie Mae Callable Trust 2010-C08

#### The Securities

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

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

The Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be May 28, 2010.

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

Class	Original Principal Balance(1)	Interest Rate	Class Type(2)	Initial Redemption Date	Final Redemption Date	CUSIP Number	Final Distribution Date(3)
<b>Security Group 1</b>							
A1	\$25,000,000	5.0%	Callable	November 2010	October 2011	38376NBC8	May 2040
B1	(2)	(2)	Call	—	—	38376NBD6	—
<b>Security Group 2</b>							
A2	10,000,000	(4)	Callable	November 2010	November 2010	38376NBE4	May 2025
B2	(2)	(2)	Call	—	—	38376NBF1	—
<b>Security Group 3</b>							
A3	3,000,000	(4)	Callable	November 2010	November 2010	38376NBG9	May 2025
B3	(2)	(2)	Call	—	—	38376NBH7	—
<b>Security Group 4</b>							
A4	2,000,000	(4)	Callable	November 2010	November 2010	38376NBK3	May 2025
B4	(2)	(2)	Call	—	—	38376NBK0	—
<b>Security Group 5</b>							
A5	2,000,000	(4)	Callable	November 2010	November 2010	38376NBL8	May 2025
B5	(2)	(2)	Call	—	—	38376NBM6	—
<b>Security Group 6</b>							
A6	15,000,000	4.0	Callable	November 2010	November 2010	38376NBN4	May 2025
B6	(2)	(2)	Call	—	—	38376NBP9	—
<b>Security Group 7</b>							
A7	1,000,000	(4)	Callable	November 2010	November 2010	38376NBQ7	May 2025
B7	(2)	(2)	Call	—	—	38376NBR5	—
<b>Security Group 8</b>							
A8	5,000,000	4.0	Callable	November 2010	November 2010	38376NBS3	May 2025
B8	(2)	(2)	Call	—	—	38376NBT1	—
<b>Security Group 9</b>							
A9	2,500,000	4.0	Callable	November 2010	November 2010	38376NBU8	May 2025
B9	(2)	(2)	Call	—	—	38376NBV6	—
<b>Security Group 10</b>							
A10	10,000,000	4.0	Callable	November 2010	November 2010	38376NBW4	May 2025
B10	(2)	(2)	Call	—	—	38376NBX2	—
<b>Security Group 11</b>							
A11	10,000,000	4.0	Callable	May 2011	May 2011	38376NBY0	May 2025
B11	(2)	(2)	Call	—	—	38376NBZ7	—
<b>Security Group 12</b>							
A12	10,000,000	5.0	Callable	May 2011	May 2011	38376NCA1	May 2040
B12	(2)	(2)	Call	—	—	38376NCB9	—

- (1) Subject to increase as described under “Increase in Size” in this Offering Circular.
- (2) The Call Class Securities are not issued with principal balances and are not entitled to payments of any interest.
- (3) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Offering Circular.
- (4) See “Terms Sheet — Interest Rates” in this Offering Circular.

**Barclays Capital Inc.**

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

## AVAILABLE INFORMATION

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

- this Offering Circular,
- the Base Offering Circular for Ginnie Mae Guaranteed REMIC Pass-Through Securities (the “Base Offering Circular”) and
- in the case of the Group 2 through 5 and 7 securities, the Offering Circular Supplement thereto 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 any document 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 that are not otherwise defined herein.

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## TERMS SHEET

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

**Sponsor:** Barclays Capital Inc.

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

**Tax Administrator:** The Trustee

**Closing Date:** May 28, 2010

**Distribution Dates:** For the Group 2 through Group 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 June 2010. For the Group 1 and Group 12 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2010.

**Callable Class Security:** Any Class A1, A2, A3, A4, A5, A6, A7, A8, A9, A10, A11 or A12 Security

**Call Class Security:** Any Class B1, B2, B3, B4, B5, B6, B7, B8, B9, B10, B11 or B12 Security

**Security:** Any of the Call Class or Callable Class Securities.

**Redemption and Exchange:** The Holder of a Call Class Security will have the right to direct the Trustee to redeem the related Callable Class Securities, in whole but not in part, on any Distribution Date (the “Redemption Date”) on or after the Initial Redemption Date and on or before the Final Redemption Date. Only one Holder is permitted to hold a Call Class Security at any time. Upon redemption of the related Callable Class Securities, the amount payable to the Holders of such Securities will equal the Class Principal Balance thereof plus accrued and unpaid interest thereon to the Redemption Date, calculated as set forth under “*Description of the Securities — Redemption and Exchange*” in this Offering Circular.

After the Final Redemption Date, the Holder of all of the outstanding Callable Class Securities for a Security Group will have the right to direct the Trustee to exchange 100% of the outstanding balance of the Callable Class Securities for the related underlying Trust Assets. See “*Description of the Securities — Redemption and Exchange*” in this Offering Circular.

**Initial Redemption Date:**

<u>Trust Asset Group</u>	<u>Distribution Date in:</u>
1	November 2010
2	November 2010
3	November 2010
4	November 2010
5	November 2010
6	November 2010
7	November 2010
8	November 2010
9	November 2010
10	November 2010
11	May 2011
12	May 2011

**Final Redemption Date:**

<u>Trust Asset Group</u>	<u>Distribution Date in:</u>
1	October 2011
2	November 2010
3	November 2010
4	November 2010
5	November 2010
6	November 2010
7	November 2010
8	November 2010
9	November 2010
10	November 2010
11	May 2011
12	May 2011

**Trust Assets:**

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

(1) Certain information regarding the Underlying Certificates is set forth in Exhibit A to this Offering Circular.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Offering Circular. Payments on each Security 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, 6 and 8 through 12 Trust Assets<sup>1</sup>:**

<u>Principal Balance</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>2</sup></u>
<b>Group 1 Trust Assets</b>			
\$25,000,000	359	1	5.3%
<b>Group 6 Trust Assets</b>			
\$15,000,000	179	1	4.5%
<b>Group 8 Trust Assets</b>			
\$5,000,000	179	1	4.5%
<b>Group 9 Trust Assets</b>			
\$2,500,000	179	1	4.5%
<b>Group 10 Trust Assets</b>			
\$10,000,000	179	1	4.5%
<b>Group 11 Trust Assets</b>			
\$10,000,000	179	1	4.5%
<b>Group 12 Trust Assets</b>			
\$10,000,000	359	1	5.3%

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

<sup>2</sup> The Mortgage Loans underlying the Group 1 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 and 12 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 6 and 8 through 12 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets*” in this Offering Circular. See Exhibit A to this Offering Circular for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

**Issuance of Securities:** The Callable Class 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 Call Class Securities will be issued in fully registered, certificated form. See “*Description of the Securities— Form of Securities*” in this Offering Circular.

**Increased Minimum Denomination Classes:** The Class A1, A2, A3, A4, A5, A6, A7, A8, A9 and A10 Securities. See “*Description of the Securities— Form of Securities*” in this Offering Circular.

**Interest Rates:** The Class A1, A6, A8, A9, A10, A11 and A12 Securities will bear interest at the per annum Interest Rates shown on the front cover of this Offering Circular. The Class A2, A3, A4, A5 and A7 Securities will bear interest at a per annum interest rate of 1.25% for the first six Accrual Periods and 4.00% thereafter. The Call Class Securities are not entitled to any interest, and no amounts will be distributable thereon, except as described in this Offering Circular.

**Allocation of Principal:** On each Distribution Date for a Security Group, the Principal Distribution Amount for that Group will be distributed to the related Callable Class Securities until the Class Principal Balance thereof has been reduced to zero. The Call Class Securities are not issued with Class Principal Balances, and no amounts will be distributable thereon, except as described under “*Description of the Securities— Redemption and Exchange*” in this Offering Circular.

## 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.

***Callable class securities are subject to redemption prior to their final distribution date.***

The callable class securities are subject to redemption on any distribution date on or after the initial redemption date and on or before the final redemption date. A redemption of callable class securities is more likely to occur to the extent that prevailing mortgage interest rates have declined or the market value of the related trust assets otherwise exceeds the aggregate principal balance of such callable class securities. The existence of redemption risk may diminish significantly the ability of the holder to sell a callable class security at a premium. The value of a callable class security, and accordingly the value of its related call class security, may fluctuate significantly depending on the prevailing interest rates.

***Rates of principal payments and the occurrence and timing of any redemption can reduce your yield.***

The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium and principal payments are faster than you expected (or an early redemption occurs), or

- you bought your securities at a discount and principal payments are slower than you expected (and a redemption does not occur).

In addition, if your securities are 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 such repurchases.

***An investment in the securities is subject to significant reinvestment risk.***

The rate of principal payments on your securities is uncertain. You may be unable to reinvest the payments on your securities at the same returns provided by the securities. Lower prevailing interest rates may result in an unexpected return of principal. In that interest rate climate, higher yielding

reinvestment opportunities may be limited. Conversely, higher prevailing interest rates may result in slower returns of principal and you may not be able to take advantage of higher yielding investment opportunities. The final payment on your security may occur much earlier than the final distribution date.

***The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 2 through 5 and 7 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.

***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 mortgage 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 may not be suitable investments for all investors. In particular,

the call class securities 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, redemption, or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

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, market and any redemption 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 offering circular 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 offering circular, or at any constant prepayment rate.

## THE TRUST ASSETS

### General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions on or 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, 6 and 8 through 12)

The Group 6 and 8 through 11 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 1 and 12 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 Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

### The Underlying Certificates

The Group 2 through 5 and 7 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Offering Circular. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under "Available Information" in this Offering Circular. 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, such offering documents.

Each Underlying Certificate provides for monthly distributions and is further described in the table contained in Exhibit A in this Offering Circular. 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 2 through 5 and 7 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Offering Circular. 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 or the United States Department of Housing and Urban Development (“HUD”).

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Offering Circular, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1 and 12 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 12 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 Offering Circular.

### **Trustee Fee**

The Sponsor will contribute certain Ginnie Mae Certificates in respect of the fee to be paid to the Trustee (the “Trustee Fee”). On each Distribution Date, the Trustee will retain all principal and interest distributions received on such Ginnie Mae Certificates in payment of its 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. Ginnie Mae also guarantees to the Holder of each Call Class Security all amounts, if any, due thereon on the related Redemption Date, representing principal and interest as described in this Offering Circular. 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.

## **DESCRIPTION OF THE SECURITIES**

### **General**

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

### **Form of Securities**

The Callable Class 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 which are eligible to maintain book-entry accounts with the Federal Reserve

Bank of New York. By request accompanied by the payment of a transfer fee of \$25,000 per physical certificate to be issued, a Beneficial Owner may receive a Callable Class Security in certificated form.

The Callable Class Securities (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 balance.

Each Call Class Security will be issued as a single certificated, fully registered security, representing the entire interest in such Class, and may be transferred or exchanged at the Corporate Trust Office of the Trustee. Only one Holder is permitted to hold a Call Class Security at any time. The Trustee may impose a service charge upon Holders for any registration of exchange or transfer of certificated securities, and the Trustee may require payment of a sum sufficient to cover any tax or other governmental charge incurred in connection with any transfer.

## **Distributions**

Distributions on the Callable Class Securities will be made on each Distribution Date as specified under “*Terms Sheet — Distribution Dates*” in this Offering Circular. On each related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. 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. The “Distribution Amount” for each Distribution Date for each Class of Callable Class Securities will be the aggregate of the Principal Distribution Amount and Interest Distribution Amount for that date. For purposes hereof, a “Business Day” is a day other than (a) a Saturday or Sunday, (b) a day on which the banking institutions in the state of New York are authorized or obligated by law or executive order to remain closed or (c) a Federal legal public holiday. Except as described under “— Redemption and Exchange,” no amounts will be distributable to the Call Class Securities.

## **Interest Distributions**

The amount of interest (the “Interest Distribution Amount”) to be distributed on each Class of Callable Class Securities on any Distribution Date will equal interest accrued for the related Accrual Period on the Class Principal Balance thereof immediately before that Distribution Date at the related Interest Rate specified on the front cover of this Offering Circular or as set forth under “*Terms Sheet — Interest Rates*” in this Offering Circular.

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

## **Principal Distributions**

The Principal Distribution Amount for each Distribution Date for each Security Group will be distributed to the Holders of the related Callable Class Securities. The “Principal Distribution Amount” for each Distribution Date and each Group represents the aggregate of amounts in respect of principal received on the related Trust Assets on the distribution date for such Trust Assets occurring in the month of such Distribution Date; except that, in the event that the factor for any Trust Asset (each, a “Certificate

Factor”) is not available on the date specified in the Trust Agreement, no amounts in respect of principal for such Trust Asset will be distributable to the related Callable Class Securities on the following Distribution Date. 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.

## **Redemption and Exchange**

The Holder of each Call Class Security will have the right to direct the Trustee to cause the redemption of the related Callable Class Securities, in whole but not in part, on any Distribution Date on or after the Initial Redemption Date and on or before the Final Redemption Date. However, such a redemption may be effected only if, as of the time specified in the Trust Agreement on the date the Trustee receives notice from the Holder of the related Call Class Security directing such redemption, the related Trust Assets have a market value in excess of its outstanding principal balance. The determination by the Trustee of the market value, in accordance with the Trust Agreement, will (in the absence of manifest error) be final and binding. Each redemption of Callable Class Securities will be made at the Redemption Price (defined below) for such securities.

The Holder of a Call Class Security proposing to effect a redemption may notify the Trustee at any time during the month preceding redemption but must do so no later than 11:00 a.m. Eastern time on the third Business Day preceding the last calendar day of such month (each, a “Redemption Notice Date”). Any such notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2010-C08. The Trustee may be contacted by telephone at (212) 515-5262, and by fax at (212) 509-1042. Any notice received after 11:00 a.m. will be deemed to be received on the next following Business Day before 11:00 a.m.

No later than the applicable Redemption Notice Date, the Holder of the applicable Call Class Security must surrender its Call Class Security to the Trustee and deposit a fee (the “Exchange Fee”) and the Redemption Amount with the Trustee. The “Redemption Amount” will equal the sum of:

- the outstanding principal balance of the related Trust Assets based on the Certificate Factor published for such Trust Assets for the month prior to the month of redemption, and
- an amount equal to the interest that would be payable on the related Class of Callable Class Securities for the period from the first day of the month of redemption to the Redemption Date, calculated on the basis of the applicable Interest Rate and Class Factor published in the month preceding redemption; provided, however, that in the event of a redemption during the month in which the Interest Rate on the related Callable Class Securities is scheduled to increase as described under “Terms Sheet — Interest Rates” in this Offering Circular, the applicable Interest Rate used to calculate such additional accrued interest will be the lower Interest Rate in effect for such Callable Class Securities during the month preceding the month of redemption.

The Exchange Fee for any redemption will equal the greater of:

- \$5,000 or
- the lesser of \$15,000 or 1/32 of 1% of the outstanding principal balance of the applicable Callable Class Securities.

Upon delivery of the Redemption Amount and the Exchange Fee, surrender of the applicable Call Class Security to the Trustee and determination of a satisfactory market value for such Trust Assets as described above, the notice of redemption and exchange will become irrevocable and redemption of the related Callable Class Securities will be made on the Distribution Date in the month following the month of the related Redemption Notice Date.

On the Redemption Date, the Trustee will redeem each applicable Callable Class Security by distributing the Redemption Price equal to the sum of:

- (a) 100% of the outstanding principal balance of such Callable Class Security;
- (b) accrued interest at the Interest Rate borne by such Callable Class Security for the Accrual Period preceding such Redemption Date, based on its outstanding principal balance; and
- (c) additional accrued interest at the related Interest Rate for the period from the first day of the month of redemption to the Redemption Date, calculated on a reduced principal balance determined on the basis of the Class Factor for such Callable Class Securities that would have been published in the month of redemption were no redemption to occur; provided, however, that in the event of a redemption during the month in which the Interest Rate on such Callable Class Securities is scheduled to increase as described under “Terms Sheet — Interest Rates” in this Offering Circular, the applicable Interest Rate used to calculate such additional accrued interest will be the lower Interest Rate in effect for such Callable Class Securities during the month preceding the month of redemption.

Distribution of the Redemption Price in respect of the related Callable Class Securities on the related Redemption Date will be in lieu of any distribution of principal and interest that would otherwise be made on that date.

Subject to the conditions described above, the Trustee will deliver the related Trust Assets to the Holder of the applicable Call Class Security on the first Business Day of the month of redemption. In addition, on the Redemption Date, the Trustee will remit to the Holder of such Call Class Security the sum of:

- the positive difference, if any, of the Redemption Amount paid by such Holder and the distributions received on the related Trust Assets in the month of redemption less the Redemption Price for such Callable Class Securities, and
- investment earnings, if any, on the Redemption Amount (which, following deposit, is expected to be invested by the Trustee in short-term Treasury obligations).

Amounts distributable to the Holder of such Call Class Security on a Redemption Date will constitute principal or interest to the extent of the source of such amounts, as provided in the Trust Agreement.

After the Final Redemption Date, the Holder of all of the outstanding Callable Class Securities for a Security Group will have the right to direct the Trustee to exchange 100% of the outstanding balance of the Callable Class Securities for the related underlying Trust Assets. However, such an exchange may be effected only if none of the Callable Class Securities are held by a REMIC Trust. The Holder of a Callable Class proposing to effect such an exchange must notify the Trustee at least three Business Days preceding the exchange date (the “Exchange Date”).

On the Business Day prior to the Exchange Date, the Holder will deliver the Callable Class Securities to the Trustee and the exchange will become irrevocable. On the Exchange Date the Trustee shall credit the remaining Trust Assets underlying the related Security Group to the account of the surrendering Holder.

### **Class Factors**

The Trustee will calculate and make available for each Class of Callable Class Securities, no later than the day preceding the Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the original Class Principal Balance of that Class, determines the Class Principal Balance after giving effect to the distribution of principal to be made on the Securities 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 after giving effect to any principal distribution to be made on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- Based on the Class Factors published in the preceding and current month (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class.
- Investors may obtain current Class Factors on Ginnie Mae's Multiclass Securities e-Access located on Ginnie Mae's website ("e-Access").

### **Termination**

The Trustee, at its option, may purchase or cause the sale of the Trust Assets (unless the Holder of a Call Class Security has previously tendered its notice of redemption) 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.

Upon any termination of the Trust, the Holder of any outstanding Callable 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.

Upon any such termination, no amounts will be distributable with respect to the Call Class Securities.

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

### **General**

The prepayment experience of the Mortgage Loans underlying the related Trust Assets 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 Trust Assets. 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 Offering Circular.

In addition, the Callable Class Securities are subject to redemption. See *“Risk Factors — Callable class securities are subject to redemption prior to their final distribution date.”*

### **Assumability**

Each Mortgage Loan may be assumed, subject to HUD review and approval upon the sale of the related Mortgaged Property.

### **Final Distribution Date**

The Final Distribution Date for each Callable Class Security, which is set forth on the front cover of this Offering Circular, is the latest date on which the related Class Principal Balance will be reduced to zero.

- The actual retirement of any Security may occur earlier than its Final Distribution Date (as a result of the occurrence of a redemption or otherwise).
- According to the terms of the Ginnie Mae Guaranty, Ginnie Mae will guarantee payment in full of the Class Principal Balance of the Callable Class Securities no later than their respective Final Distribution Dates.

### **Modeling Assumptions**

The tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates, 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, 6 and 8 through 12 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 6 and 8 through 12 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 6 and 8 through 11 Trust Asset is assumed to have an original and a remaining term to maturity of 180 months, each Mortgage Loan underlying a Group 1 and 12 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 and 12 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate. The Mortgage Loans underlying the Underlying Certificates included in Trust Asset Groups 2 through 5 and 7 have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 through 11, 14 and 15 Trust Assets” in the Terms Sheet of the Underlying Certificate Disclosure Document, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each such Mortgage Loan is assumed to have an original and a remaining term to maturity of 180 months.
2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.
3. Distributions on the Group 2 through 11 Securities are always received on the 16th day of the month, and distributions on the Group 1 and 12 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in June 2010.
4. A termination of the Trust or the Underlying Trusts does not occur.
5. The Closing Date for the Securities is May 28, 2010.
6. No expenses or fees are paid by the Trust other than the Trustee Fee.

7. Distributions on each Underlying Certificate are made as described in the Underlying Certificate Disclosure Document.
8. Except as otherwise indicated, no redemption of the Callable Class Securities occurs as described under “*Description of the Securities — Redemption and Exchange*” in this Offering Circular.

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, a redemption may occur and the Trustee may cause a termination of the Trust as described under “*Description of the Securities — Termination*” in this Offering Circular.
- In addition, distributions on the Securities are based on Certificate Factors, which may not reflect actual receipts on the Trust Assets.

### **Decrement Tables**

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Offering Circular, Prepayment Speed Assumption (“PSA”), is the standard prepayment assumption model of The Securities Industry and Financial Market 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.

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 of each Class of Callable Class Securities that would remain outstanding following the distribution made each specified month, 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 of Callable Class Securities 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 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 referred to in clause (a).

**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 Balances  
and Weighted Average Lives**

Security Group 1 PSA Prepayment Assumption Rates					
Class A1					
Distribution Date	0%	100%	200%	300%	400%
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	99	97	96	94	93
May 2012 . . . . .	98	92	87	82	77
May 2013 . . . . .	96	85	75	66	58
May 2014 . . . . .	95	79	65	54	43
May 2015 . . . . .	94	73	56	43	32
May 2016 . . . . .	92	67	49	35	24
May 2017 . . . . .	90	62	42	28	18
May 2018 . . . . .	89	57	36	22	13
May 2019 . . . . .	87	52	31	18	10
May 2020 . . . . .	85	47	26	14	7
May 2021 . . . . .	83	43	23	11	5
May 2022 . . . . .	80	39	19	9	4
May 2023 . . . . .	78	36	16	7	3
May 2024 . . . . .	75	32	14	6	2
May 2025 . . . . .	73	29	12	4	2
May 2026 . . . . .	70	26	10	3	1
May 2027 . . . . .	66	23	8	3	1
May 2028 . . . . .	63	21	7	2	1
May 2029 . . . . .	59	18	6	2	0
May 2030 . . . . .	56	16	5	1	0
May 2031 . . . . .	52	14	4	1	0
May 2032 . . . . .	47	12	3	1	0
May 2033 . . . . .	43	10	2	1	0
May 2034 . . . . .	38	8	2	0	0
May 2035 . . . . .	32	7	1	0	0
May 2036 . . . . .	27	5	1	0	0
May 2037 . . . . .	21	4	1	0	0
May 2038 . . . . .	14	2	0	0	0
May 2039 . . . . .	7	1	0	0	0
May 2040 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	19.6	11.1	7.5	5.6	4.5

Security Group 2 PSA Prepayment Assumption Rates					
Class A2					
Distribution Date	0%	100%	150%	300%	400%
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	93	91	89
May 2012 . . . . .	90	85	83	76	71
May 2013 . . . . .	85	76	71	59	52
May 2014 . . . . .	80	67	61	45	37
May 2015 . . . . .	74	58	51	34	26
May 2016 . . . . .	68	50	43	26	18
May 2017 . . . . .	62	43	35	19	12
May 2018 . . . . .	55	36	29	14	8
May 2019 . . . . .	48	29	23	10	6
May 2020 . . . . .	41	23	18	7	4
May 2021 . . . . .	34	18	13	5	2
May 2022 . . . . .	26	13	9	3	1
May 2023 . . . . .	18	8	6	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.9	4.4	3.8

**Security Group 3  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A3</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	93	91	89
May 2012 . . . . .	90	85	83	76	71
May 2013 . . . . .	85	76	71	59	52
May 2014 . . . . .	80	67	61	45	37
May 2015 . . . . .	74	58	51	34	26
May 2016 . . . . .	68	50	43	26	18
May 2017 . . . . .	62	43	35	19	12
May 2018 . . . . .	55	36	29	14	8
May 2019 . . . . .	48	29	23	10	6
May 2020 . . . . .	41	23	18	7	4
May 2021 . . . . .	34	18	13	5	2
May 2022 . . . . .	26	13	9	3	1
May 2023 . . . . .	18	8	6	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.9	4.4	3.8

**Security Group 4  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A4</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	93	91	89
May 2012 . . . . .	90	85	83	76	71
May 2013 . . . . .	85	76	71	59	52
May 2014 . . . . .	80	67	61	45	37
May 2015 . . . . .	74	58	51	34	26
May 2016 . . . . .	68	50	43	26	18
May 2017 . . . . .	62	43	35	19	12
May 2018 . . . . .	55	36	29	14	8
May 2019 . . . . .	48	29	23	10	6
May 2020 . . . . .	41	23	18	7	4
May 2021 . . . . .	34	18	13	5	2
May 2022 . . . . .	26	13	9	3	1
May 2023 . . . . .	18	8	6	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.9	4.4	3.8

**Security Group 5  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A5</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	93	91	89
May 2012 . . . . .	90	85	83	76	71
May 2013 . . . . .	85	76	71	59	52
May 2014 . . . . .	80	67	61	45	37
May 2015 . . . . .	74	58	51	34	26
May 2016 . . . . .	68	50	43	26	18
May 2017 . . . . .	62	43	35	19	12
May 2018 . . . . .	55	36	29	14	8
May 2019 . . . . .	48	29	23	10	6
May 2020 . . . . .	41	23	18	7	4
May 2021 . . . . .	34	18	13	5	2
May 2022 . . . . .	26	13	9	3	1
May 2023 . . . . .	18	8	6	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.9	4.4	3.8

**Security Group 6  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A6</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	92	91	89
May 2012 . . . . .	90	85	81	76	71
May 2013 . . . . .	85	76	67	59	52
May 2014 . . . . .	80	67	55	45	37
May 2015 . . . . .	74	58	45	34	26
May 2016 . . . . .	68	50	36	26	18
May 2017 . . . . .	62	43	29	19	12
May 2018 . . . . .	55	36	23	14	8
May 2019 . . . . .	48	29	18	10	6
May 2020 . . . . .	41	23	13	7	4
May 2021 . . . . .	34	18	9	5	2
May 2022 . . . . .	26	13	6	3	1
May 2023 . . . . .	18	8	4	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.3	4.4	3.8

**Security Group 7  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A7</u>				
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	93	91	89
May 2012 . . . . .	90	85	83	76	71
May 2013 . . . . .	85	76	71	59	52
May 2014 . . . . .	80	67	61	45	37
May 2015 . . . . .	74	58	51	34	26
May 2016 . . . . .	68	50	43	26	18
May 2017 . . . . .	62	43	35	19	12
May 2018 . . . . .	55	36	29	14	8
May 2019 . . . . .	48	29	23	10	6
May 2020 . . . . .	41	23	18	7	4
May 2021 . . . . .	34	18	13	5	2
May 2022 . . . . .	26	13	9	3	1
May 2023 . . . . .	18	8	6	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.9	4.4	3.8

**Security Group 8  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A8</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	92	91	89
May 2012 . . . . .	90	85	81	76	71
May 2013 . . . . .	85	76	67	59	52
May 2014 . . . . .	80	67	55	45	37
May 2015 . . . . .	74	58	45	34	26
May 2016 . . . . .	68	50	36	26	18
May 2017 . . . . .	62	43	29	19	12
May 2018 . . . . .	55	36	23	14	8
May 2019 . . . . .	48	29	18	10	6
May 2020 . . . . .	41	23	13	7	4
May 2021 . . . . .	34	18	9	5	2
May 2022 . . . . .	26	13	6	3	1
May 2023 . . . . .	18	8	4	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.3	4.4	3.8

**Security Group 9  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A9</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	92	91	89
May 2012 . . . . .	90	85	81	76	71
May 2013 . . . . .	85	76	67	59	52
May 2014 . . . . .	80	67	55	45	37
May 2015 . . . . .	74	58	45	34	26
May 2016 . . . . .	68	50	36	26	18
May 2017 . . . . .	62	43	29	19	12
May 2018 . . . . .	55	36	23	14	8
May 2019 . . . . .	48	29	18	10	6
May 2020 . . . . .	41	23	13	7	4
May 2021 . . . . .	34	18	9	5	2
May 2022 . . . . .	26	13	6	3	1
May 2023 . . . . .	18	8	4	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.3	4.4	3.8

**Security Group 10  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A10</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	92	91	89
May 2012 . . . . .	90	85	81	76	71
May 2013 . . . . .	85	76	67	59	52
May 2014 . . . . .	80	67	55	45	37
May 2015 . . . . .	74	58	45	34	26
May 2016 . . . . .	68	50	36	26	18
May 2017 . . . . .	62	43	29	19	12
May 2018 . . . . .	55	36	23	14	8
May 2019 . . . . .	48	29	18	10	6
May 2020 . . . . .	41	23	13	7	4
May 2021 . . . . .	34	18	9	5	2
May 2022 . . . . .	26	13	6	3	1
May 2023 . . . . .	18	8	4	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.3	4.4	3.8

**Security Group 11  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A11</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	95	94	92	91	89
May 2012 . . . . .	90	85	81	76	71
May 2013 . . . . .	85	76	67	59	52
May 2014 . . . . .	80	67	55	45	37
May 2015 . . . . .	74	58	45	34	26
May 2016 . . . . .	68	50	36	26	18
May 2017 . . . . .	62	43	29	19	12
May 2018 . . . . .	55	36	23	14	8
May 2019 . . . . .	48	29	18	10	6
May 2020 . . . . .	41	23	13	7	4
May 2021 . . . . .	34	18	9	5	2
May 2022 . . . . .	26	13	6	3	1
May 2023 . . . . .	18	8	4	2	1
May 2024 . . . . .	9	4	2	1	0
May 2025 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	8.3	6.5	5.3	4.4	3.8

**Security Group 12**  
**PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class A12</u>				
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
Initial Percent . . . . .	100	100	100	100	100
May 2011 . . . . .	99	97	96	94	93
May 2012 . . . . .	98	92	87	82	77
May 2013 . . . . .	96	85	75	66	58
May 2014 . . . . .	95	79	65	54	43
May 2015 . . . . .	94	73	56	43	32
May 2016 . . . . .	92	67	49	35	24
May 2017 . . . . .	90	62	42	28	18
May 2018 . . . . .	89	57	36	22	13
May 2019 . . . . .	87	52	31	18	10
May 2020 . . . . .	85	47	26	14	7
May 2021 . . . . .	83	43	23	11	5
May 2022 . . . . .	80	39	19	9	4
May 2023 . . . . .	78	36	16	7	3
May 2024 . . . . .	75	32	14	6	2
May 2025 . . . . .	73	29	12	4	2
May 2026 . . . . .	70	26	10	3	1
May 2027 . . . . .	66	23	8	3	1
May 2028 . . . . .	63	21	7	2	1
May 2029 . . . . .	59	18	6	2	0
May 2030 . . . . .	56	16	5	1	0
May 2031 . . . . .	52	14	4	1	0
May 2032 . . . . .	47	12	3	1	0
May 2033 . . . . .	43	10	2	1	0
May 2034 . . . . .	38	8	2	0	0
May 2035 . . . . .	32	7	1	0	0
May 2036 . . . . .	27	5	1	0	0
May 2037 . . . . .	21	4	1	0	0
May 2038 . . . . .	14	2	0	0	0
May 2039 . . . . .	7	1	0	0	0
May 2040 . . . . .	0	0	0	0	0
Weighted Average					
Life (years) . . . . .	19.6	11.1	7.5	5.6	4.5

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Security based on the anticipated yield of that Security 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 through 5 and 7 securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and the likelihood and timing of any redemption or the yield of any Security. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, the likelihood or timing of any redemption or the yield of any Class.**

### *Prepayments: Effect on Yields*

In the case of Callable Class Securities, the yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans.

- In the case of Callable Class Securities purchased at a premium, faster than anticipated rates of principal payments or an early redemption could result in actual yields to investors that are lower than the anticipated yields.
- In the case of Callable Class Securities purchased at a discount, slower than anticipated rates of principal payments or the absence of a redemption could result in actual yields to investors that are lower than the anticipated yields.

*See "Risk Factors — Rates of principal payments and the occurrence and timing of any redemption can reduce your yield" in this Offering Circular.*

Rapid rates of prepayments on the Mortgage Loans or a redemption 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 Callable Class Securities may be lower than the yield on such securities.

Slow rates of prepayments on the Mortgage Loans and the absence of a redemption 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 (including as a result of a redemption) on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

### *Payment Delay: Effect on Yields*

The effective yield on each Class of Callable Class Securities will be less than the yield otherwise produced by the Interest Rate thereon and purchase price because 30 days' interest will be payable on such Securities even though interest began to accrue approximately 46 or 50 days earlier, as applicable, and, except upon a redemption, each Class of Callable Class Securities will not bear interest during such delay.

## Weighted Average Life and Yield Tables

The following tables show the weighted average lives (in years) and the pre-tax yields to maturity on a corporate bond equivalent basis of each Class of Callable Class Securities at various constant percentages of PSA and various redemption scenarios.

The Mortgage Loans will not prepay at any constant rate until maturity. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. In addition, no assurance can be made as to the likelihood or timing of any redemption. **Therefore, the actual pre-tax yield of each Class of Callable Class Securities 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 Callable Class Securities, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest, and
2. converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and consequently do not purport to reflect the return on any investment in the Callable Class Securities 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) a redemption of a Callable Class Security either does not occur or occurs on the indicated Redemption Date, (2) interest is paid through the day preceding such Redemption Date and (3) the purchase price of each Class of Callable Class Securities (expressed as a percentage of its original Class Principal Balance) plus accrued interest is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

### SECURITY GROUP 1 Sensitivity of Class A1 to Prepayments Assumed Price 100.0%\*

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	5.0%	5.0%	5.0%	5.0%
October 2011	Weighted Average Life (years) . . .	1.4	1.4	1.3	1.3
	Pre-Tax Yield . . . . .	5.0%	5.0%	5.0%	5.0%
No Redemption	Weighted Average Life (years) . . .	11.1	7.5	5.6	4.5
	Pre-Tax Yield . . . . .	5.0%	5.0%	5.0%	5.0%

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

**SECURITY GROUP 2**  
**Sensitivity of Class A2 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	1.2%	1.2%	1.2%	1.2%
No Redemption	Weighted Average Life (years) . . .	6.5	5.9	4.4	3.8
	Pre-Tax Yield . . . . .	3.8%	3.8%	3.7%	3.6%

**SECURITY GROUP 3**  
**Sensitivity of Class A3 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	1.2%	1.2%	1.2%	1.2%
No Redemption	Weighted Average Life (years) . . .	6.5	5.9	4.4	3.8
	Pre-Tax Yield . . . . .	3.8%	3.8%	3.7%	3.6%

**SECURITY GROUP 4**  
**Sensitivity of Class A4 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	1.2%	1.2%	1.2%	1.2%
No Redemption	Weighted Average Life (years) . . .	6.5	5.9	4.4	3.8
	Pre-Tax Yield . . . . .	3.8%	3.8%	3.7%	3.6%

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

**SECURITY GROUP 5**  
**Sensitivity of Class A5 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	1.2%	1.2%	1.2%	1.2%
No Redemption	Weighted Average Life (years) . . .	6.5	5.9	4.4	3.8
	Pre-Tax Yield . . . . .	3.8%	3.8%	3.7%	3.6%

**SECURITY GROUP 6**  
**Sensitivity of Class A6 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%
No Redemption	Weighted Average Life (years) . . .	6.5	5.3	4.4	3.8
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%

**SECURITY GROUP 7**  
**Sensitivity of Class A7 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>150%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	1.2%	1.2%	1.2%	1.2%
No Redemption	Weighted Average Life (years) . . .	6.5	5.9	4.4	3.8
	Pre-Tax Yield . . . . .	3.8%	3.8%	3.7%	3.6%

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

**SECURITY GROUP 8**  
**Sensitivity of Class A8 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%
No Redemption	Weighted Average Life (years) . . .	6.5	5.3	4.4	3.8
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%

**SECURITY GROUP 9**  
**Sensitivity of Class A9 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%
No Redemption	Weighted Average Life (years) . . .	6.5	5.3	4.4	3.8
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%

**SECURITY GROUP 10**  
**Sensitivity of Class A10 to Prepayments**  
**Assumed Price 100.0%\***

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
November 2010	Weighted Average Life (years) . . .	0.5	0.5	0.5	0.5
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%
No Redemption	Weighted Average Life (years) . . .	6.5	5.3	4.4	3.8
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%

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

## SECURITY GROUP 11

### Sensitivity of Class A11 to Prepayments Assumed Price 100.0%\*

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
May 2011	Weighted Average Life (years) . . .	0.9	0.9	0.9	0.9
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%
No Redemption	Weighted Average Life (years) . . .	6.5	5.3	4.4	3.8
	Pre-Tax Yield . . . . .	4.0%	4.0%	4.0%	4.0%

## SECURITY GROUP 12

### Sensitivity of Class A12 to Prepayments Assumed Price 100.0%\*

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
May 2011	Weighted Average Life (years) . . .	1.0	1.0	1.0	1.0
	Pre-Tax Yield . . . . .	5.0%	5.0%	5.0%	5.0%
No Redemption	Weighted Average Life (years) . . .	11.1	7.5	5.6	4.5
	Pre-Tax Yield . . . . .	5.0%	5.0%	5.0%	5.0%

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

## CERTAIN FEDERAL INCOME TAX CONSEQUENCES

### General

The following is a general discussion of the material federal income tax consequences to beneficial owners of the purchase, ownership, and disposition of the Securities. This discussion is based upon laws, regulations, rulings, and judicial decisions, now in effect, all of which are subject to change. This discussion does not purport to discuss all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules. 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 Securities.

### U.S. Treasury Circular 230 Notice

**The discussion contained in this 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 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 adviser.**

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, each owner of a Callable Class Security will be treated for federal income tax purposes as the owner of a portion of a trust classified as a grantor trust under subpart E, part I of subchapter J of the Internal Revenue Code of 1986, as amended (the "Code"). Neither the trust, nor any portion of the trust to which any particular Security relates, will be treated as a

business entity classified as a corporation or as a partnership. An owner of a Call Class Security, as is more fully explained below, will be treated as owning a call option on the related Trust Assets.

### **The Callable Class Securities**

*Status.* An owner of an interest in Callable Class Securities will be treated as (i) having purchased an undivided interest in the related Trust Assets, and (ii) as having written a call option on such undivided interest at the time of the purchase of the Callable Class Securities. An owner of Callable Class Securities will be treated as having written the call option to the holder of the related Call Class Security in exchange for an option premium in an amount equal to the fair market value of the call option.

*Allocations.* An owner of an interest in Callable Class Securities should be considered to have purchased its interest in those Callable Class Securities for an amount equal to the sum of the actual purchase price paid for the Callable Class Securities plus the amount of the option premium the owner is deemed to have received from the owner of the related Call Class Security. Consequently, an owner of Callable Class Securities will have a basis in those Callable Class Securities that will be greater than the purchase price paid directly by the owner to acquire the Callable Class Securities.

When an owner sells an interest in Callable Class Securities, the owner will be deemed to have sold its interest in the related Trust Assets for a total price equal to the sum of the sales price received from the purchaser for its interest in the Callable Class Securities plus the fair market value of the call option at the time of sale. The owner would, at the same time, be deemed to have made a payment to the purchaser in an amount equal to the fair market value of the option because the purchaser will have assumed the owner's obligation under the call option. Consequently, the amount realized by the owner upon the sale of Callable Class Securities will be greater than the purchase price paid directly by the purchaser.

*Taxation of Call Option Premium.* An owner of Callable Class Securities will not be required to include immediately in income the option premium that such owner is deemed to have received upon the purchase of Callable Class Securities. Instead, the owner must account for such premium when the call rights represented by the related Call Class Security are exercised, or when those rights lapse, or when those rights are otherwise terminated with respect to the owner.

An owner of Callable Class Securities will include option premium in income as short-term capital gain when the option lapses. The principal balance of the Trust Assets to which the Callable Class Securities and the Call Class Security relate likely will be reduced over time through principal payments. Under existing authorities, it is not entirely clear whether the rights held by the owner of a Call Class Security would be deemed to lapse as the related Trust Assets pay down. The Tax Administrator will assume that the rights represented by a Call Class Security lapse proportionately as principal (including both scheduled and unscheduled payments) is paid on the related Trust Assets. Thus, the Tax Administrator will treat an owner of Callable Class Securities as recognizing option premium income over time in proportion to principal payments made on the related Trust Assets. There is no assurance that the Internal Revenue Service (the "IRS") would agree with this methodology. Each owner of Callable Class Securities is urged to consult its own tax advisor on these matters.

If an owner of a Call Class Security exercises its rights to acquire the related Trust Assets, an owner of the related Callable Class Securities would include in its amount realized from the sale of the related Trust Assets an amount equal to the unamortized portion of the option premium. If an owner transfers its interest in Callable Class Securities, the transfer will be treated as a closing transaction with respect to the call option the owner is deemed to have written. As a result, the owner will recognize a short-term capital gain or loss equal to the difference between the unamortized amount of option premium and the amount the owner is deemed to pay to be relieved from the obligation under the option.

*Exchange of Callable Class Securities for Underlying Trust Assets.* An exchange, as described under "Description of the Securities—Redemption and Exchange," by the owner of all of the

outstanding Callable Class Securities for a Security Group of 100% of the outstanding balance of such Callable Class Securities for the related underlying Trust Assets after the Final Redemption Date will not be a taxable event. Such owner will be treated as continuing to own after the exchange the same interest in the related Trust Assets that it owned immediately prior to the exchange.

### **The Call Class Securities**

*Status.* An owner of a Call Class Security will be treated as having purchased a call option on the related Trust Assets for an option premium in an amount equal to the price paid for such Call Class Security. If an owner of a Call Class Security acquired an interest in the related Callable Class Securities, the call option likely would be treated as having been proportionately extinguished for at least as long as the owner of the Call Class Security held an interest in the related Callable Class Securities. Thus, an owner who owned both the Call Class Security and the related Callable Class Securities would be treated as owning the related Trust Assets.

*Taxation of Call Option Premium.* Because the price paid by the owner of a Call Class Security to purchase such Class will be treated as an option premium for the right to acquire the related Trust Assets, it will be added to the purchase price paid for such Trust Assets upon exercise of the rights granted to the owner of a Call Class Security if those rights are exercised. The owner of a Call Class Security will recognize a loss as the call rights lapse. For a discussion of when those call rights are deemed to lapse, see — “*The Callable Class Securities — Taxation of Call Option Premium.*” If the Trust Assets to be acquired by the owner of a Call Class Security upon exercise of the call option would be capital assets in the owner’s hands, then the loss recognized on lapse of the option would be a capital loss.

### **Application of the Straddle Rules**

With respect to an owner of Callable Class Securities, the IRS might take the position that the owner’s interest in the related Trust Assets and the call option constitute positions in a straddle. If this position were sustained, the straddle rules of section 1092 of the Code would apply. Under those rules, an owner selling its interest in the Callable Class Securities would be treated as selling its interest in the related Trust Assets at a gain or loss. Such gain or loss would be short-term because the owner’s holding period would be tolled. Additionally, the straddle rules might require an owner to capitalize, rather than deduct, interest and carrying charges allocable to the owner’s interest in Callable Class Securities. Further, if the IRS were to take the position that an owner’s interest in the related Trust Assets and the call option constituted a conversion transaction as well as a straddle, then a portion of the gain with respect to the related Trust Assets or the call option might be characterized as ordinary income. Each owner of Callable Class Securities is urged to consult its own tax advisor regarding these matters.

## **ERISA MATTERS**

Ginnie Mae guarantees distributions of principal and interest with respect to the Callable Class Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Callable Class 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.

The redemption right in respect of each Call Class Security and the exercise thereof might be treated under ERISA as principal transactions between the beneficial owners of the related Callable Class Securities and such beneficial owner of the Call Class Security. Thus, in theory, the acquisition or exercise of the redemption right as described herein by the Holder of a Call Class Security could be characterized under certain circumstances as an ERISA prohibited transaction between a Plan and a “party in interest”

(assuming that such Plan holds the related Callable or Call Class Securities and such “party in interest” or disqualified organization holds the related Call or Callable Class Securities), unless an ERISA prohibited transaction exemption, such as PTE 84-14 (for Transactions by Independent Qualified Professional Asset Managers), is applicable. A Call Class Security may be deemed to be an option to acquire a guaranteed governmental mortgage pool certificate rather than such a certificate. *ERISA plan fiduciaries should consult with their counsel concerning these issues.*

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.**

#### **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 Security 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.**

#### **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 Callable Class Securities and each Call Class Security 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. 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 Offering Circular, except that the original Class Principal Balance of each Class of Callable Class Securities will increase by the same proportion. The Trust Agreement, the Final Data Statement 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 for the Trustee by Aini & Lazar PLLC.

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Mortgage Rate of Mortgage Loans(3)	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)	Ginnie Mae I or II
2	Ginnie Mae	2010-061	QT	May 28, 2010	38377FBA8	(4)	ARB	May 2025	PT	\$10,000,000	1.00000000	\$10,000,000	100%	4.50%	179	1	I
3	Ginnie Mae	2010-061	UT	May 28, 2010	38377FBF7	(4)	ARB	May 2025	PT	3,000,000	1.00000000	3,000,000	100	4.50	179	1	I
4	Ginnie Mae	2010-061	XT	May 28, 2010	38377FBH3	(4)	ARB	May 2025	PT	2,000,000	1.00000000	2,000,000	100	4.50	179	1	I
5	Ginnie Mae	2010-061	YT	May 28, 2010	38377FBK6	(4)	ARB	May 2025	PT	2,000,000	1.00000000	2,000,000	100	4.50	179	1	I
7	Ginnie Mae	2010-061	TQ	May 28, 2010	38377FCY5	(4)	ARB	May 2025	PT	1,000,000	1.00000000	1,000,000	100	4.50	179	1	I

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

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

(3) Based on assumed mortgage characteristics as set forth under "Assumed Characteristics of the Mortgage Loans Underlying the Group 1 through 11, 14 and 15 Trust Assets" in the Terms Sheet of the Underlying Certificate Disclosure Document.

(4) The Interest Rate will be calculated as described under "Interest Rates" in the Terms Sheet of the Underlying Certificate Disclosure Document.

**Cover Page and Terms Sheet from  
Underlying Certificate Disclosure Document**

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



**\$1,663,129,003**

**Government National Mortgage Association**

**GINNIE MAE®**

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

**Ginnie Mae REMIC Trust 2010-061**

**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 May 28, 2010.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
FC(1)	\$ 60,000,000	(5)	PT	FLT	38377FAA9	May 2040
IA(1)	60,000,000	(5)	NTL(PT)	INV/IO	38377FAB7	May 2040
IB(1)	60,000,000	(5)	NTL(PT)	INV/IO	38377FAC5	May 2040
IM(1)	28,066,000	4.5%	NTL(PAC I)	FIX/IO	38377FAD3	May 2040
LA	4,537,000	4.5	PAC II/AD	FIX	38377FAE1	May 2040
LZ	5,000	4.5	PAC II	FIX/Z	38377FAF8	May 2040
MA(1)	82,283,000	4.5	PAC I	FIX	38377FAG6	June 2033
MB	14,784,000	4.5	PAC I	FIX	38377FAH4	September 2034
MC	37,407,000	4.5	PAC I	FIX	38377FAJ0	June 2037
MD	21,350,000	4.5	PAC I	FIX	38377FAK7	October 2038
OM(1)	28,066,000	0.0	PAC I	PO	38377FAL5	May 2040
SA(1)	60,000,000	(5)	NTL(PT)	INV/IO	38377FAM3	May 2040
WA	21,802,000	4.5	SUP	FIX	38377FAN1	November 2039
WB	3,709,000	4.5	SUP	FIX	38377FAP6	January 2040
WC	3,590,000	4.5	SUP	FIX	38377FAQ4	April 2040
WD	2,467,000	4.5	SUP	FIX	38377FAR2	May 2040
WE	3,500,000	4.5	TAC	FIX	38377FA50	November 2039
WG	1,500,000	4.5	SUP	FIX	38377FAT8	November 2039
WH	11,775,000	4.5	SUP	FIX	38377FAU5	May 2039
WJ	3,225,000	4.5	SUP	FIX	38377FAV3	November 2039
<b>Security Group 2</b>						
DA	64,150,000	4.0	SEQ	FIX	38377FAW1	December 2023
ID(1)	10,347,649	4.0	NTL(SEQ)	FIX/IO	38377FAX9	May 2025
OD(1)	10,347,649	0.0	SEQ	PO	38377FAY7	May 2025
<b>Security Group 3</b>						
QI	6,875,000	4.0	NTL(PT)	FIX/IO	38377FAZ4	November 2010
QT	10,000,000	(5)	PT	ARB	38377FBA8	May 2025
<b>Security Group 4</b>						
EA(1)	175,207,000	5.0	SEQ/AD	FIX	38377FBB6	September 2021
EV	31,482,000	5.0	SEQ/AD	FIX	38377FBC4	May 2021
EZ	43,311,000	5.0	SEQ	FIX/Z	38377FBD2	May 2040
<b>Security Group 5</b>						
UI	2,062,500	4.0	NTL(PT)	FIX/IO	38377FBE0	November 2010
UT	3,000,000	(5)	PT	ARB	38377FBF7	May 2025
<b>Security Group 6</b>						
XI	1,375,000	4.0	NTL(PT)	FIX/IO	38377FBG5	November 2010
XT	2,000,000	(5)	PT	ARB	38377FBH3	May 2025
<b>Security Group 7</b>						
YI	1,375,000	4.0	NTL(PT)	FIX/IO	38377FBJ9	November 2010
YT	2,000,000	(5)	PT	ARB	38377FBK6	May 2025
<b>Security Group 8</b>						
IP(1)	22,470,000	4.5	NTL(PAC I)	FIX/IO	38377FBL4	May 2040
OP(1)	22,470,000	0.0	PAC I	PO	38377FBM2	May 2040
PA(1)	60,140,000	4.5	PAC I	FIX	38377FBN0	March 2033
PB	13,050,000	4.5	PAC I	FIX	38377FBP5	July 2034
PC	28,370,000	4.5	PAC I	FIX	38377FBQ3	February 2037
PD	19,980,000	4.5	PAC I	FIX	38377FBR1	October 2038
UA	29,447,000	4.5	SUP	FIX	38377FBS9	March 2039
UB	4,674,000	4.5	SUP	FIX	38377FBT7	July 2039
UC	3,288,000	4.5	SUP	FIX	38377FBU4	October 2039
UD	3,032,000	4.5	SUP	FIX	38377FBV2	January 2040
UE	3,299,000	4.5	SUP	FIX	38377FBW0	April 2040
UG	2,136,000	4.5	SUP	FIX	38377FBX8	May 2040
YA	5,527,000	4.5	PAC II	FIX	38377FBY6	February 2040
YB	2,874,000	4.5	PAC II	FIX	38377FBZ3	April 2040
YC	822,000	4.5	PAC II	FIX	38377FCA7	May 2040
YD	891,000	4.5	PAC II	FIX	38377FCB5	May 2040

(Cover continued on next page)

**Barclays Capital Inc.**

**Aladdin Capital LLC**

**The date of this Offering Circular Supplement is May 20, 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 9</b>						
CA(1)	\$ 61,820,000	4.5%	PAC I	FIX	38377FCC3	October 2033
CB	10,340,000	4.5	PAC I	FIX	38377FCD1	December 2034
CD	27,560,000	4.5	PAC I	FIX	38377FCE9	July 2037
CE	15,470,000	4.5	PAC I	FIX	38377FCF6	November 2038
GA	31,686,000	4.5	SUP	FIX	38377FCG4	July 2039
GB	3,710,000	4.5	SUP	FIX	38377FCH2	November 2039
GC	2,612,000	4.5	SUP	FIX	38377FCH8	January 2040
GD	1,955,000	4.5	SUP	FIX	38377FCK5	March 2040
GE	2,855,000	4.5	SUP	FIX	38377FCL3	May 2040
IC(1)	20,130,000	4.5	NTL(PAC I)	FIX/IO	38377FCM1	May 2040
JA	6,132,000	4.5	PAC II	FIX	38377FCN9	February 2040
JB	1,418,000	4.5	PAC II	FIX	38377FCP4	March 2040
JC	1,062,000	4.5	PAC II	FIX	38377FCQ2	April 2040
JD	1,470,000	4.5	PAC II	FIX	38377FCR0	May 2040
OC(1)	20,130,000	0.0	PAC I	PO	38377FCS8	May 2040
<b>Security Group 10</b>						
HA(1)	124,139,000	5.0	PAC/AD	FIX	38377FCT6	November 2038
HZ	50,000,000	5.0	SUP	FIX/Z	38377FCU3	May 2040
IH(1)	21,204,000	5.0	NTL(PAC/AD)	FIX/IO	38377FCV1	May 2040
OH(1)	21,204,000	0.0	PAC/AD	PO	38377FCW9	May 2040
<b>Security Group 11</b>						
IQ	687,500	4.0	NTL(PT)	FIX/IO	38377FCX7	November 2010
TQ	1,000,000	(5)	PT	ARB	38377FCY5	May 2025
<b>Security Group 12</b>						
FM	12,820,242	(5)	SC/PT	FLT	38377FCZ2	April 2034
<b>Security Group 13</b>						
AF(1)	49,390,282	(5)	SC/PT	FLT	38377FDA6	September 2039
CS(1)	49,390,282	(5)	NTL(SC/PT)	INV/IO	38377FDB4	September 2039
IJ(1)	49,390,282	(5)	NTL(SC/PT)	INV/IO	38377FDC2	September 2039
IK(1)	49,390,282	(5)	NTL(SC/PT)	INV/IO	38377FDD0	September 2039
<b>Security Group 14</b>						
AZ	30,000,000	5.0	TAC/AD	FIX/Z	38377FDE8	May 2040
BZ	1,588,000	5.0	SUP	FIX/Z	38377FDF5	May 2040
KE	2,869,000	5.0	PAC/AD	FIX	38377FDG3	May 2040
KM(1)	187,543,000	5.0	PAC/AD	FIX	38377FDH1	March 2040
<b>Security Group 15</b>						
FJ(1)	152,857,830	(5)	PT	FLT	38377FDJ7	May 2040
IE(1)	152,857,830	(5)	NTL(PT)	INV/IO	38377FDK4	May 2040
IG(1)	152,857,830	(5)	NTL(PT)	INV/IO	38377FDL2	May 2040
SL(1)	152,857,830	(5)	NTL(PT)	INV/IO	38377FDM0	May 2040
<b>Residuals</b>						
RR	0	0.0	NPR	NPR	38377FDN8	May 2040
R3	0	0.0	NPR	NPR	38377FDP3	May 2025
R5	0	0.0	NPR	NPR	38377FDQ1	May 2025
R6	0	0.0	NPR	NPR	38377FDR9	May 2025
R7	0	0.0	NPR	NPR	38377FDS7	May 2025
R11	0	0.0	NPR	NPR	38377FDT5	May 2025

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

## TERMS SHEET

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

**Sponsor:** Barclays Capital Inc.

**Co-Sponsor:** Aladdin Capital LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** May 28, 2010

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

**Trust Assets:**

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

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

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. 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 through 11, 14 and 15 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$300,000,000	358	2	5.30%
<b>Group 2 Trust Assets</b>			
\$54,580,566	176	4	4.36
<u>\$19,917,083</u>	168	9	4.46
<u>\$74,497,649</u>			
<b>Group 3 Trust Assets</b>			
\$10,000,000	179	1	4.50
<b>Group 4 Trust Assets</b>			
\$250,000,000	358	2	5.30
<b>Group 5 Trust Assets</b>			
\$3,000,000	179	1	4.50
<b>Group 6 Trust Assets</b>			
\$2,000,000	179	1	4.50
<b>Group 7 Trust Assets</b>			
\$2,000,000	179	1	4.50
<b>Group 8 Trust Assets</b>			
\$200,000,000	359	1	4.95
<b>Group 9 Trust Assets</b>			
\$36,010,000	356	4	4.89
\$68,640,000	353	6	4.94
<u>\$83,570,000</u>	348	11	4.88
<u>\$188,220,000</u>			
<b>Group 10 Trust Assets</b>			
\$195,343,000	358	2	5.30
<b>Group 11 Trust Assets</b>			
\$1,000,000	179	1	4.50
<b>Group 14 Trust Assets</b>			
\$222,000,000	346	12	5.50
<b>Group 15 Trust Assets</b>			
\$152,857,830	222	128	7.00

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

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

<sup>3</sup> The Mortgage Loans underlying the Group 1, 2, 4 and 8 through 10 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 4 and 8 through 10 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1 through 11, 14 and 15 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

Classes QT, TQ, UT, XT and YT are Ascending Rate Classes that will accrue interest at a per annum interest rate of 1.25% for the first six Accrual Periods and 4.00% thereafter.

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AF . . . . .	LIBOR + 0.45%	0.80000%	0.45%	7.00%	0	0.00%
AS . . . . .	6.55% – LIBOR	6.20000%	0.00%	6.55%	0	6.55%
BF . . . . .	LIBOR + 0.50%	0.85000%	0.50%	7.00%	0	0.00%
BS . . . . .	6.50% – LIBOR	6.15000%	0.00%	6.50%	0	6.50%
CF . . . . .	LIBOR + 0.55%	0.90000%	0.55%	7.00%	0	0.00%
CS . . . . .	6.45% – LIBOR	6.10000%	0.00%	6.45%	0	6.45%
FA . . . . .	LIBOR + 0.55%	0.90000%	0.55%	7.00%	0	0.00%
FB . . . . .	LIBOR + 0.50%	0.85000%	0.50%	7.00%	0	0.00%
FC . . . . .	LIBOR + 0.45%	0.80000%	0.45%	7.00%	0	0.00%
FJ . . . . .	LIBOR + 0.45%	0.80000%	0.45%	6.50%	0	0.00%
FK . . . . .	LIBOR + 0.50%	0.85000%	0.50%	6.50%	0	0.00%
FL . . . . .	LIBOR + 0.55%	0.90000%	0.55%	6.50%	0	0.00%
FM . . . . .	LIBOR + 0.30%	0.63688%	0.30%	7.50%	0	0.00%
IA . . . . .	6.55% – LIBOR	0.05000%	0.00%	0.05%	0	6.55%
IB . . . . .	6.50% – LIBOR	0.05000%	0.00%	0.05%	0	6.50%
IE . . . . .	6.05% – LIBOR	0.05000%	0.00%	0.05%	0	6.05%
IG . . . . .	6.00% – LIBOR	0.05000%	0.00%	0.05%	0	6.00%
IJ . . . . .	6.55% – LIBOR	0.05000%	0.00%	0.05%	0	6.55%
IK . . . . .	6.50% – LIBOR	0.05000%	0.00%	0.05%	0	6.50%
SA . . . . .	6.45% – LIBOR	6.10000%	0.00%	6.45%	0	6.45%
SB . . . . .	6.50% – LIBOR	6.15000%	0.00%	6.50%	0	6.50%
SC . . . . .	6.55% – LIBOR	6.20000%	0.00%	6.55%	0	6.55%
SJ . . . . .	6.05% – LIBOR	5.70000%	0.00%	6.05%	0	6.05%
SK . . . . .	6.00% – LIBOR	5.65000%	0.00%	6.00%	0	6.00%
SL . . . . .	5.95% – LIBOR	5.60000%	0.00%	5.95%	0	5.95%

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

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

#### **SECURITY GROUP 1**

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

- The LZ Accrual Amount, sequentially, to LA and LZ, in that order, until retired
- The Group 1 Principal Distribution Amount concurrently as follows:
  1. 20% to FC, until retired
  2. 80% in the following order of priority:
    - a. Sequentially, to MA, MB, MC, MD and OM, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - b. Sequentially, to LA and LZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
    - c. Concurrently:
      - i. 52.1553992632% to WA, until retired
      - ii. 11.9611501842% in the following order of priority:
        - (A) To WE, until reduced to its Scheduled Principal Balance for that Distribution Date
        - (B) To WG, until retired
        - (C) To WE, without regard to its Scheduled Principal Balance, until retired
      - iii. 35.8834505526%, sequentially, to WH and WJ, in that order, until retired
    - d. Sequentially, to WB, WC and WD, in that order, until retired
    - e. Sequentially, to LA and LZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
    - f. Sequentially, to MA, MB, MC, MD and OM, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

The Group 2 Principal Distribution Amount will be allocated, sequentially, to DA and OD, in that order, until retired

#### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated to QT, until retired

#### **SECURITY GROUP 4**

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

- The EZ Accrual Amount, sequentially, to EV, EA and EZ, in that order, until retired
- The Group 4 Principal Distribution Amount, sequentially, to EA, EV and EZ, in that order, until retired

#### **SECURITY GROUP 5**

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

**SECURITY GROUP 6**

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

**SECURITY GROUP 7**

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

**SECURITY GROUP 8**

A percentage of the Group 8 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 8 Principal Distribution Amount (the “Group 8 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

1. Sequentially, to PA, PB, PC, PD and OP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to YA, YB, YC and YD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to UA, UB, UC, UD, UE and UG, in that order, until retired
4. Sequentially, to YA, YB, YC and YD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to PA, PB, PC, PD and OP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 9**

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

1. Sequentially, to CA, CB, CD, CE and OC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to JA, JB, JC and JD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to GA, GB, GC, GD and GE, in that order, until retired
4. Sequentially, to JA, JB, JC and JD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to CA, CB, CD, CE and OC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 10**

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

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

**SECURITY GROUP 11**

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

**SECURITY GROUP 12**

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

**SECURITY GROUP 13**

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

**SECURITY GROUP 14**

The Group 14 Principal Distribution Amount and the AZ and BZ Accrual Amounts will be allocated in the following order of priority:

1. Sequentially, to KM and KE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To AZ, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To BZ, until retired
4. To AZ, without regard to its Scheduled Principal Balance, until retired
5. Sequentially, to KM and KE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 15**

The Group 15 Principal Distribution Amount will be allocated to FJ, 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>	
CA, CB, CD, CE and OC (in the aggregate) . . . . .	100% PSA through 250% PSA
MA, MB, MC, MD and OM (in the aggregate) . . . . .	120% PSA through 250% PSA
OP, PA, PB, PC and PD (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>PAC II Classes</b>	
JA, JB, JC and JD (in the aggregate) . . . . .	115% PSA through 225% PSA
LA and LZ (in the aggregate) . . . . .	125% PSA through 205% PSA
YA, YB, YC and YD (in the aggregate) . . . . .	115% PSA through 225% PSA
<b>PAC Classes</b>	
HA and OH (in the aggregate) . . . . .	100% PSA through 300% PSA
KE and KM (in the aggregate) . . . . .	200% PSA through 300% PSA
<b>TAC Classes</b>	
AZ* . . . . .	170% PSA
WE . . . . .	200% PSA

\* No initial Effective Rate.

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

Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AS .....	\$ 49,390,282	100% of AF (SC/PT Class)
BS .....	49,390,282	100% of AF (SC/PT Class)
CI .....	34,344,444	55.555555556% of CA (PAC I Class)
CS .....	49,390,282	100% of AF (SC/PT Class)
EI .....	105,124,200	60% of EA (SEQ/AD Class)
HI .....	74,483,400	60% of HA (PAC/AD Class)
IA .....	60,000,000	100% of FC (PT Class)
IB .....	60,000,000	100% of FC (PT Class)
IC .....	20,130,000	100% of OC (PAC I Class)
ID .....	10,347,649	100% of OD (SEQ Class)
IE .....	152,857,830	100% of FJ (PT Class)
IG .....	152,857,830	100% of FJ (PT Class)
IH .....	21,204,000	100% of OH (PAC/AD Class)
IJ .....	49,390,282	100% of AF (SC/PT Class)
IK .....	49,390,282	100% of AF (SC/PT Class)
IM .....	28,066,000	100% of OM (PAC I Class)
IP .....	22,470,000	100% of OP (PAC I Class)
IQ .....	687,500	68.75% of TQ (PT Class) *
KI .....	75,017,200	40% of KM (PAC/AD Class)
MI .....	41,141,500	50% of MA (PAC I Class)
PI .....	33,411,111	55.555555556% of PA (PAC I Class)
QI .....	6,875,000	68.75% of QT (PT Class) *
SA .....	60,000,000	100% of FC (PT Class)
SB .....	60,000,000	100% of FC (PT Class)
SC .....	60,000,000	100% of FC (PT Class)
SJ .....	152,857,830	100% of FJ (PT Class)
SK .....	152,857,830	100% of FJ (PT Class)
SL .....	152,857,830	100% of FJ (PT Class)
UI .....	2,062,500	68.75% of UT (PT Class) *
XI .....	1,375,000	68.75% of XT (PT Class) *
YI .....	1,375,000	68.75% of YT (PT Class) *

\* for the first six Accrual Periods and then 0% thereafter.

**Tax Status:** Single REMIC Series as to the Group 3 Trust Assets (the “Group 3 REMIC”), the Group 5 Trust Assets (the “Group 5 REMIC”), the Group 6 Trust Assets (the “Group 6 REMIC”), the Group 7 Trust Assets (the “Group 7 REMIC”) and the Group 11 Trust Assets (the “Group 11 REMIC”); Double REMIC Series as to the Group 1, 2, 4, 8 through 10 and 12 through 15 Trusts Assets. Separate REMIC elections will be made for the Group 3 REMIC, the Group 5 REMIC, the Group 6 REMIC, the Group 7 REMIC, the Group 11 REMIC and the Issuing REMIC and Pooling REMIC with respect to the Group 1, 2, 4, 8 through 10 and 12 through 15 Trust Assets (the “Group 1, 2, 4, 8 through 10 and 12 through 15 Issuing REMIC” and the “Group 1, 2, 4, 8 through 10 and 12 through 15 Pooling REMIC,” respectively). See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Classes RR, R3, R5, R6, R7 and R11 are Residual Classes. Class RR represents the Residual Interest of the Group 1, 2, 4, 8 through 10 and 12 through 15 Issuing and Pooling REMICs. Class R3 represents the Residual Interest of the Group 3 REMIC. Class R5 represents the Residual Interest of the Group 5 REMIC. Class R6 represents the Residual Interest of the Group 6 REMIC. Class R7 represents the Residual Interest of the Group 7 REMIC. Class R11 represents the Residual Interest of the Group 11 REMIC. All other Classes of REMIC Securities are Regular Classes.



**\$95,500,000**

**Government National  
Mortgage Association**

**GINNIE MAE®**

**Guaranteed Callable Pass-Through Securities  
Ginnie Mae Callable Trust 2010-C08**

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***OFFERING CIRCULAR***  
**May 20, 2010**

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**Barclays Capital Inc.**