



\$540,522,179

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities Ginnie Mae REMIC Trust 2011-141

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be October 28, 2011.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AF	\$32,400,000	(5)	PT	FLT	38377YF96	October 2041
AJ(1)	37,978,591	4.0%	PAC I	FIX	38377YG20	March 2041
AS	32,400,000	(5)	NTL (PT)	INV/IO	38377YG38	October 2041
BP(1)	2,389,894	4.0	PAC I	FIX	38377YG46	October 2041
GA	5,232,000	3.0	SUP	FIX	38377YG53	August 2041
GB	646,515	3.0	SUP	FIX	38377YG61	October 2041
GC	2,353,000	3.0	PAC II	FIX	38377YG79	October 2041
UI	1,646,303	5.0	NTL (SUP)	FIX/IO	38377YG87	October 2041
Security Group 2						
FA	75,000,000	(5)	PT	FLT	38377YG95	October 2041
GD	3,644,000	3.0	PAC II	FIX	38377YH29	October 2041
GE	8,300,000	3.0	SUP	FIX	38377YH37	September 2041
GH	821,490	3.0	SUP	FIX	38377YH45	October 2041
IU	1,276,549	5.0	NTL (SUP)	FIX/IO	38377YH52	October 2041
PB	2,072,486	3.5	PAC I	FIX	38377YH60	October 2041
PM(1)	60,162,024	3.5	PAC I	FIX	38377YH78	June 2041
SA	75,000,000	(5)	NTL (PT)	INV/IO	38377YH86	October 2041
Security Group 3						
MA	49,912,056	2.0	SC/PAC	FIX	38377YH94	December 2040
MF	24,956,028	(5)	SC/PAC	FLT	38377YJ27	December 2040
MS	24,956,028	(5)	NTL (SC/PAC)	INV/IO	38377YJ35	December 2040
MU	654,095	3.5	SC/SUP	FIX	38377YJ43	December 2040
Security Group 4						
BH(1)	6,787,090	4.0	PAC I	FIX	38377YJ50	October 2041
HA	12,014,000	3.0	SUP	FIX	38377YJ68	August 2041
HB	1,397,657	3.0	SUP	FIX	38377YJ76	October 2041
HC	5,280,000	3.0	PAC II	FIX	38377YJ84	October 2041
HF	73,600,000	(5)	PT	FLT	38377YJ92	October 2041
HP(1)	84,921,253	4.0	PAC I	FIX	38377YK25	December 2040
HS	73,600,000	(5)	NTL (PT)	INV/IO	38377YK33	October 2041
IH	3,738,331	5.0	NTL (SUP)	FIX/IO	38377YK41	October 2041
Security Group 5						
WA	50,000,000	2.0	PT	FIX	38377YK58	October 2026
WI	25,000,000	4.0	NTL (PT)	FIX/IO	38377YK66	October 2026
Residual						
RR	0	0.0	NPR	NPR	38377YK74	October 2041

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

Goldman, Sachs & Co.

Loop Capital Markets LLC

The date of this Offering Circular Supplement is October 21, 2011.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 3 securities, the disclosure document relating to the Underlying Certificate (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 BNY Mellon, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting BNY Mellon at the telephone number listed above.

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

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TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: October 28, 2011

Distribution Dates: For the Group 1 and 4 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in November 2011. For the Group 2, 3 and 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in November 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	Ginnie Mae I	5.0%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.0%	30
5	Ginnie Mae I	4.0%	15

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

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

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

<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 Rate²</u>
Group 1 Trust Assets			
\$81,000,000	344	12	5.29%
Group 2 Trust Assets			
\$150,000,000	331	23	5.50%

<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 Rate²</u>
Group 4 Trust Assets			
\$184,000,000	349	9	5.29%
Group 5 Trust Assets			
\$50,000,000	170	9	4.50%

¹ As of October 1, 2011.

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4 and 5 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement.*

Characteristics of the Mortgage Loans Underlying the Group 3 Trust Asset: See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AF	LIBOR + 0.40%	0.6370%	0.40%	6.50%	0	0.00%
AS	6.10% – LIBOR	5.8630%	0.00%	6.10%	0	6.10%
FA	LIBOR + 0.40%	0.6348%	0.40%	6.50%	0	0.00%
FH	LIBOR + 0.30%	0.5420%	0.30%	7.00%	0	0.00%
FP	LIBOR + 0.30%	0.5370%	0.30%	7.00%	0	0.00%
HF	LIBOR + 0.40%	0.6420%	0.40%	6.50%	0	0.00%
HS	6.10% – LIBOR	5.8580%	0.00%	6.10%	0	6.10%
MF	LIBOR + 0.40%	0.6420%	0.40%	6.50%	0	0.00%

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
MS.....	6.10% – LIBOR	5.8580%	0.00%	6.10%	0	6.10%
PF.....	LIBOR + 0.30%	0.5348%	0.30%	7.00%	0	0.00%
PS.....	6.70% – LIBOR	6.4652%	0.00%	6.70%	0	6.70%
SA.....	6.10% – LIBOR	5.8652%	0.00%	6.10%	0	6.10%
SH.....	6.70% – LIBOR	6.4580%	0.00%	6.70%	0	6.70%
SP.....	6.70% – LIBOR	6.4630%	0.00%	6.70%	0	6.70%

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

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

SECURITY GROUP 1

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

1. 40% to AF, until retired
2. 60% in the following order of priority:
 - a. Sequentially, to AJ and BP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To GC, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Sequentially, to GA and GB, in that order, until retired
 - d. To GC, without regard to its Scheduled Principal Balance, until retired
 - e. Sequentially, to AJ and BP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 50% to FA, until retired
2. 50% in the following order of priority:
 - a. Sequentially, to PM and PB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To GD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Sequentially, to GE and GH, in that order, until retired
 - d. To GD, without regard to its Scheduled Principal Balance, until retired
 - e. Sequentially, to PM and PB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

- 1. Concurrently, to MA and MF, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. To MU, until retired
- 3. Concurrently, to MA and MF, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

- 1. 40% to HF, until retired
- 2. 60% in the following order of priority:
 - a. Sequentially, to HP and BH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To HC, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Sequentially, to HA and HB, in that order, until retired
 - d. To HC, without regard to its Scheduled Principal Balance, until retired
 - e. Sequentially, to HP and BH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

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

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

	<u>Structuring Ranges</u>
PAC Classes	
MA and MF (in the aggregate)	150% PSA through 250% PSA
PAC I Classes	
AJ and BP (in the aggregate)	150% PSA through 250% PSA
BH and HP (in the aggregate)	150% PSA through 250% PSA
PB and PM (in the aggregate)	150% PSA through 250% PSA
PAC II Classes	
GC	175% PSA through 250% PSA
GD	175% PSA through 250% PSA
HC	175% PSA through 250% PSA

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . .	\$30,382,872	80% of AJ (PAC I Class)
AS . . .	32,400,000	100% of AF (PT Class)
HI . . .	67,937,002	80% of HP (PAC I Class)
HS . . .	73,600,000	100% of HF (PT Class)
IH . . .	\$ 2,682,331	20% of HA and HB (in the aggregate) (SUP Classes)
	<u>1,056,000</u>	20% of HC (PAC II Class)
	<u>\$ 3,738,331</u>	
IU . . .	\$ 364,400	10% of GD (PAC II Class)
	<u>912,149</u>	10% of GE and GH (in the aggregate) (SUP Classes)
	<u>\$ 1,276,549</u>	
MS . . .	\$24,956,028	100% of MF (SC/PAC Class)
PI . . .	42,113,416	70% of PM (PAC I Class)
PS . . .	30,081,012	50% of PM (PAC I Class)
SA . . .	75,000,000	100% of FA (PT Class)
SH . . .	48,526,430	57.1428571429% of HP (PAC I Class)
SP . . .	21,702,052	57.1428571429% of AJ (PAC I Class)
UI . . .	\$ 1,175,703	20% of GA and GB (in the aggregate) (SUP Classes)
	<u>470,600</u>	20% of GC (PAC II Class)
	<u>\$ 1,646,303</u>	
WI . . .	\$25,000,000	50% of WA (PT Class)

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

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

RISK FACTORS

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

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

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

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

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

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

principal payments are faster than you expected, or

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

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

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

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

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

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

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

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

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

The rate of payments on the underlying certificate will directly affect the rate of payments on the group 3 securities. The underlying certificate will be sensitive to:

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

As described in the underlying certificate disclosure document, the principal entitlement of the underlying certificate on any payment date is calculated on the basis of schedules; no

assurance can be given that the underlying certificate will adhere to its schedule. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificate has adhered to its principal balance schedule, whether its supporting class remains outstanding or whether the underlying certificate otherwise has performed as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying certificate in light of applicable information contained in the underlying certificate disclosure document.

Up to 10% of the mortgage loans underlying the trust assets may be higher balance mortgage 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”) may be included in Ginnie Mae guaranteed pools. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. If the higher balance mortgage loans prepay faster or slower than expected, the weighted average lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

The securities may not be a suitable investment for you. The securities, especially the group 3 securities and, in particular, the support, interest only, principal only, inverse floating rate and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no

obligation to do so. There is no assurance that a secondary market will develop, that any secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. *See*

“Certain United States Federal Income Tax Consequences” in this supplement and in the base offering circular.

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

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS (Groups 1, 2, 4 and 5)

The Group 1 and 4 Trust Assets are either:

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

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

The Group 2 and 5 Trust Assets are either:

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

Each Mortgage Loan underlying a Ginnie Mae I MBS Certificate bears interest at a Mortgage Rate 0.50% per annum greater than the related Certificate Rate. The difference between the Mortgage Rate and the Certificate Rate is used to pay the related servicers of the Mortgage Loans a monthly servicing fee and Ginnie Mae a fee for its guaranty of the Ginnie Mae I MBS Certificate of 0.44% per annum and 0.06% per annum, respectively, of the outstanding principal balance of the Mortgage Loan.

The Underlying Certificate (Group 3)

The Group 3 Trust Asset is an Underlying Certificate that represents beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all or a portion of a class of a Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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

The Mortgage Loans

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

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1 and 4 Trust Assets, Mortgage Rates of the Mortgage Loans underlying the Trust MBS. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the Weighted Average Lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

The Trustee Fee

The Sponsor will contribute certain Ginnie Mae Certificates in respect of 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 the Trustee Fee.

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

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

Offering Circular, by wire transfer. See “Description of the Securities — Distributions” and “— Method of Distributions” in the Base Offering Circular.

Interest Distributions

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

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

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 1 and 4 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date
Group 2 and 3 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

- The Class Factor for any Class of Securities for each month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.

- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

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

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

In the case of Combinations 1, 3 and 5, the REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the related MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.

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

10006, Attention: Trust Administrator Ginnie Mae 2011-141. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 3 Securities are urged to review the discussion under “Risk Factors — The rate of payments on the underlying certificate will directly affect the rate of payments on the group 3 securities” in this Supplement.

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “Terms Sheet — Scheduled Principal Balances.” However, whether any such Class will adhere to its schedule and

receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

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

	<u>Initial Effective Ranges</u>
PAC Classes	
MA and MF (in the aggregate)	150% PSA through 251% PSA
PAC I Classes	
AJ and BP (in the aggregate)	150% PSA through 250% PSA
BH and HP (in the aggregate)	150% PSA through 250% PSA
PB and PM (in the aggregate)	150% PSA through 250% PSA
PAC II Classes	
GC	175% PSA through 250% PSA
GD	175% PSA through 250% PSA
HC	175% PSA through 250% PSA

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

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

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

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

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificate, the characteristics of the Mortgage Loans underlying the Underlying Certificate based on information as of the first Business Day of October 2011, the priorities of distributions on the Underlying Certificate and the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Group 1, 2, 4 and 5 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4 and 5 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2 or 4 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months, each Mortgage Loan underlying a Group 5 Trust Asset is assumed to have an original and a remaining term to maturity of 180 months and each Mortgage Loan underlying a Group 1 or 4 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

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

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

5. The Closing Date for the Securities is October 28, 2011.

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

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

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Classes AF and AS					Classes AI, AJ, AK, AL, AM, AN, AO, AP, AQ, AW, AY, FP and SP					Class BP					Class GA				
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	99	93	91	89	80	99	91	91	91	91	100	100	100	100	100	100	100	100	90	75
October 2013	98	84	79	75	56	97	79	79	79	66	100	100	100	100	100	100	100	100	77	42
October 2014	96	75	68	63	39	95	68	68	68	43	100	100	100	100	100	100	100	100	66	18
October 2015	95	67	59	52	27	94	57	57	57	28	100	100	100	100	100	100	100	100	59	3
October 2016	94	59	50	44	18	92	48	48	48	17	100	100	100	100	100	100	100	100	55	0
October 2017	92	53	43	36	12	90	40	40	40	10	100	100	100	100	100	100	100	100	52	0
October 2018	90	47	37	30	9	88	32	32	32	5	100	100	100	100	100	100	100	100	51	0
October 2019	89	42	32	25	6	85	26	26	26	1	100	100	100	100	100	100	100	100	49	0
October 2020	87	37	27	21	4	83	20	20	20	0	100	100	100	100	80	100	100	100	46	0
October 2021	85	33	23	17	3	81	15	15	15	0	100	100	100	100	55	100	100	100	43	0
October 2022	83	29	19	14	2	78	12	12	12	0	100	100	100	100	37	100	100	100	38	0
October 2023	80	25	16	11	1	75	8	8	8	0	100	100	100	100	25	100	100	100	34	0
October 2024	78	22	14	9	1	72	6	6	6	0	100	100	100	100	17	100	100	100	29	0
October 2025	75	19	12	8	1	68	3	3	3	0	100	100	100	100	11	100	95	25	0	0
October 2026	73	17	10	6	0	65	2	2	2	0	100	100	100	100	8	100	85	21	0	0
October 2027	70	14	8	5	0	61	0	0	0	0	100	100	100	100	5	100	75	17	0	0
October 2028	66	12	7	4	0	57	0	0	0	0	100	81	81	81	3	100	65	13	0	0
October 2029	63	11	6	3	0	53	0	0	0	0	100	65	65	65	2	100	56	9	0	0
October 2030	59	9	4	3	0	48	0	0	0	0	100	51	51	51	1	100	47	6	0	0
October 2031	56	7	4	2	0	43	0	0	0	0	100	40	40	40	1	100	39	3	0	0
October 2032	52	6	3	2	0	38	0	0	0	0	100	31	31	31	1	100	31	0	0	0
October 2033	47	5	2	1	0	32	0	0	0	0	100	23	23	23	0	100	23	0	0	0
October 2034	43	4	2	1	0	27	0	0	0	0	100	17	17	17	0	100	16	0	0	0
October 2035	38	3	1	1	0	20	0	0	0	0	100	12	12	12	0	100	10	0	0	0
October 2036	32	2	1	0	0	13	0	0	0	0	100	8	8	8	0	100	4	0	0	0
October 2037	27	2	1	0	0	6	0	0	0	0	100	5	5	5	0	100	0	0	0	0
October 2038	21	1	0	0	0	0	0	0	0	0	75	3	3	3	0	100	0	0	0	0
October 2039	14	0	0	0	0	0	0	0	0	0	1	1	1	1	0	100	0	0	0	0
October 2040	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	56	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.6	8.3	6.7	5.7	3.1	17.1	5.6	5.6	5.6	3.1	27.2	19.9	19.9	19.9	11.0	29.1	19.0	8.4	1.9	0.5

PSA Prepayment Assumption Rates															
Distribution Date	Class GB					Class GC					Class UI				
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	100	100	100	100	14	100	100	81	81	81	100	100	88	78	24
October 2013	100	100	100	100	0	100	100	56	56	0	100	100	73	51	0
October 2014	100	100	100	100	0	100	100	36	36	0	100	100	60	30	0
October 2015	100	100	100	100	0	100	100	21	21	0	100	100	52	15	0
October 2016	100	100	100	44	0	100	100	11	11	0	100	100	46	6	0
October 2017	100	100	100	7	0	100	100	4	4	0	100	100	42	2	0
October 2018	100	100	100	0	0	100	100	0	0	0	100	100	40	0	0
October 2019	100	100	100	0	0	100	97	0	0	0	100	99	39	0	0
October 2020	100	100	100	0	0	100	87	0	0	0	100	96	37	0	0
October 2021	100	100	100	0	0	100	72	0	0	0	100	92	35	0	0
October 2022	100	100	100	0	0	100	54	0	0	0	100	87	32	0	0
October 2023	100	100	100	0	0	100	34	0	0	0	100	81	29	0	0
October 2024	100	100	100	0	0	100	12	0	0	0	100	75	27	0	0
October 2025	100	100	100	0	0	100	0	0	0	0	100	68	24	0	0
October 2026	100	100	100	0	0	100	0	0	0	0	100	62	21	0	0
October 2027	100	100	100	0	0	100	0	0	0	0	100	56	18	0	0
October 2028	100	100	100	0	0	100	0	0	0	0	100	49	16	0	0
October 2029	100	100	100	0	0	100	0	0	0	0	100	43	14	0	0
October 2030	100	100	100	0	0	100	0	0	0	0	100	38	12	0	0
October 2031	100	100	100	0	0	100	0	0	0	0	100	32	10	0	0
October 2032	100	100	100	0	0	100	0	0	0	0	100	27	8	0	0
October 2033	100	100	83	0	0	100	0	0	0	0	100	23	6	0	0
October 2034	100	100	65	0	0	100	0	0	0	0	100	18	5	0	0
October 2035	100	100	50	0	0	100	0	0	0	0	100	14	4	0	0
October 2036	100	100	36	0	0	100	0	0	0	0	100	11	3	0	0
October 2037	100	94	24	0	0	100	0	0	0	0	100	7	2	0	0
October 2038	100	55	14	0	0	100	0	0	0	0	100	4	1	0	0
October 2039	100	21	5	0	0	42	0	0	0	0	83	2	0	0	0
October 2040	100	0	0	0	0	0	0	0	0	0	43	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.9	27.2	24.3	5.0	1.0	28.0	11.1	2.6	2.6	1.0	28.8	17.4	8.0	2.3	0.7

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes FA and SA					Class GD					Class GE					Class GH				
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	99	90	87	85	71	100	100	71	71	0	100	100	85	62	0	100	100	100	100	0
October 2013	97	81	75	71	49	100	100	47	47	0	100	100	73	33	0	100	100	100	100	0
October 2014	96	72	65	59	33	100	100	29	29	0	100	100	64	13	0	100	100	100	100	0
October 2015	94	64	56	49	23	100	100	16	16	0	100	100	58	0	0	100	100	100	100	0
October 2016	92	57	48	41	16	100	100	7	7	0	100	100	55	0	0	100	100	100	30	0
October 2017	91	51	41	34	11	100	100	2	2	0	100	100	53	0	0	100	100	100	2	0
October 2018	89	45	35	28	7	100	100	0	0	0	100	100	52	0	0	100	100	100	0	0
October 2019	87	40	30	23	5	100	93	0	0	0	100	100	49	0	0	100	100	100	0	0
October 2020	85	35	25	19	3	100	81	0	0	0	100	100	46	0	0	100	100	100	0	0
October 2021	83	31	22	16	2	100	65	0	0	0	100	100	42	0	0	100	100	100	0	0
October 2022	80	27	18	13	2	100	45	0	0	0	100	100	38	0	0	100	100	100	0	0
October 2023	78	24	15	11	1	100	24	0	0	0	100	100	33	0	0	100	100	100	0	0
October 2024	75	21	13	9	1	100	1	0	0	0	100	100	29	0	0	100	100	100	0	0
October 2025	72	18	11	7	0	100	0	0	0	0	100	90	25	0	0	100	100	100	0	0
October 2026	69	16	9	6	0	100	0	0	0	0	100	80	20	0	0	100	100	100	0	0
October 2027	66	13	7	5	0	100	0	0	0	0	100	70	17	0	0	100	100	100	0	0
October 2028	63	11	6	4	0	100	0	0	0	0	100	61	13	0	0	100	100	100	0	0
October 2029	60	10	5	3	0	100	0	0	0	0	100	52	9	0	0	100	100	100	0	0
October 2030	56	8	4	2	0	100	0	0	0	0	100	43	6	0	0	100	100	100	0	0
October 2031	52	7	3	2	0	100	0	0	0	0	100	35	3	0	0	100	100	100	0	0
October 2032	48	5	2	1	0	100	0	0	0	0	100	27	1	0	0	100	100	100	0	0
October 2033	44	4	2	1	0	100	0	0	0	0	100	20	0	0	0	100	100	86	0	0
October 2034	40	3	1	1	0	100	0	0	0	0	100	14	0	0	0	100	100	66	0	0
October 2035	35	2	1	0	0	100	0	0	0	0	100	8	0	0	0	100	100	48	0	0
October 2036	30	2	1	0	0	100	0	0	0	0	100	2	0	0	0	100	100	32	0	0
October 2037	24	1	0	0	0	100	0	0	0	0	100	0	0	0	0	100	70	18	0	0
October 2038	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	24	6	0	0
October 2039	13	0	0	0	0	15	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2040	7	0	0	0	0	0	0	0	0	0	50	0	0	0	0	100	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	18.9	7.9	6.3	5.4	2.7	27.7	10.6	2.2	2.2	0.7	29.0	18.5	8.2	1.6	0.3	29.9	26.5	24.1	4.8	0.6

PSA Prepayment Assumption Rates

Distribution Date	Class IU					Classes PA, PD, PE, PF, PG, PH, PI, PJ, PK, PL, PM, PO and PS					Class PB				
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	100	100	82	67	0	98	88	88	88	85	100	100	100	100	100
October 2013	100	100	67	41	0	97	76	76	76	57	100	100	100	100	100
October 2014	100	100	57	23	0	95	65	65	65	38	100	100	100	100	100
October 2015	100	100	49	11	0	93	55	55	55	25	100	100	100	100	100
October 2016	100	100	44	4	0	91	47	47	47	16	100	100	100	100	100
October 2017	100	100	41	1	0	88	39	39	39	10	100	100	100	100	100
October 2018	100	100	40	0	0	86	32	32	32	6	100	100	100	100	100
October 2019	100	98	38	0	0	84	26	26	26	3	100	100	100	100	100
October 2020	100	95	36	0	0	81	20	20	20	1	100	100	100	100	100
October 2021	100	90	34	0	0	78	16	16	16	0	100	100	100	100	83
October 2022	100	84	31	0	0	75	13	13	13	0	100	100	100	100	56
October 2023	100	78	28	0	0	72	10	10	10	0	100	100	100	100	38
October 2024	100	72	25	0	0	69	7	7	7	0	100	100	100	100	25
October 2025	100	65	22	0	0	66	5	5	5	0	100	100	100	100	17
October 2026	100	59	20	0	0	62	4	4	4	0	100	100	100	100	11
October 2027	100	52	17	0	0	58	2	2	2	0	100	100	100	100	7
October 2028	100	46	15	0	0	54	1	1	1	0	100	100	100	100	5
October 2029	100	40	13	0	0	50	0	0	0	0	100	100	100	100	3
October 2030	100	34	11	0	0	45	0	0	0	0	100	80	80	80	2
October 2031	100	29	9	0	0	41	0	0	0	0	100	62	62	62	1
October 2032	100	24	7	0	0	36	0	0	0	0	100	47	47	47	1
October 2033	100	19	6	0	0	30	0	0	0	0	100	35	35	35	0
October 2034	100	15	4	0	0	25	0	0	0	0	100	25	25	25	0
October 2035	100	11	3	0	0	19	0	0	0	0	100	17	17	17	0
October 2036	100	8	2	0	0	12	0	0	0	0	100	11	11	11	0
October 2037	100	5	1	0	0	6	0	0	0	0	100	6	6	6	0
October 2038	100	2	0	0	0	0	0	0	0	0	65	2	2	2	0
October 2039	76	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2040	39	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	28.7	16.8	7.5	2.0	0.4	16.6	5.5	5.5	5.5	2.9	27.1	21.3	21.3	21.3	12.0

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes MA, MF and MS					Class MU				
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100
October 2012	97	88	88	88	87	100	0	0	0	0
October 2013	94	76	76	76	59	100	0	0	0	0
October 2014	90	65	65	65	40	100	0	0	0	0
October 2015	87	56	56	56	27	100	0	0	0	0
October 2016	83	47	47	47	18	100	0	0	0	0
October 2017	79	39	39	39	12	100	0	0	0	0
October 2018	75	32	32	32	7	100	0	0	0	0
October 2019	71	26	26	26	4	100	0	0	0	0
October 2020	66	21	21	21	2	100	0	0	0	0
October 2021	61	17	17	17	1	100	0	0	0	0
October 2022	56	14	14	14	0	100	0	0	0	0
October 2023	51	11	11	11	0	100	0	0	0	0
October 2024	45	9	9	9	0	100	0	0	0	0
October 2025	39	7	7	7	0	100	0	0	0	0
October 2026	33	5	5	5	0	100	0	0	0	0
October 2027	27	4	4	4	0	100	0	0	0	0
October 2028	20	3	3	3	0	100	0	0	0	0
October 2029	12	2	2	2	0	100	0	0	0	0
October 2030	5	1	1	1	0	100	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0
October 2035	0	0	0	0	0	0	0	0	0	0
October 2036	0	0	0	0	0	0	0	0	0	0
October 2037	0	0	0	0	0	0	0	0	0	0
October 2038	0	0	0	0	0	0	0	0	0	0
October 2039	0	0	0	0	0	0	0	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.4	5.7	5.7	5.7	3.1	19.6	0.5	0.1	0.1	0.1

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class BH					Classes FH, HE, HG, HI, HJ, HK, HL, HM, HN, HO, HP, HQ and SH					Class HA					Class HB					
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	100	100	100	100	100	99	92	92	92	92	100	100	92	79	8	100	100	100	100	100	100
October 2013	100	100	100	100	100	97	80	80	80	70	100	100	79	48	0	100	100	100	100	100	0
October 2014	100	100	100	100	100	95	69	69	69	45	100	100	68	23	0	100	100	100	100	100	0
October 2015	100	100	100	100	100	94	58	58	58	29	100	100	61	6	0	100	100	100	100	100	0
October 2016	100	100	100	100	100	92	49	49	49	17	100	100	56	0	0	100	100	100	100	62	0
October 2017	100	100	100	100	100	90	40	40	40	9	100	100	53	0	0	100	100	100	100	17	0
October 2018	100	100	100	100	100	88	32	32	32	4	100	100	51	0	0	100	100	100	100	1	0
October 2019	100	100	100	100	100	85	25	25	25	0	100	100	50	0	0	100	100	100	100	0	0
October 2020	100	100	100	100	69	83	20	20	20	0	100	100	47	0	0	100	100	100	100	0	0
October 2021	100	100	100	100	47	80	15	15	15	0	100	100	43	0	0	100	100	100	100	0	0
October 2022	100	100	100	100	32	77	11	11	11	0	100	100	39	0	0	100	100	100	100	0	0
October 2023	100	100	100	100	21	74	7	7	7	0	100	100	35	0	0	100	100	100	100	0	0
October 2024	100	100	100	100	14	71	5	5	5	0	100	100	31	0	0	100	100	100	100	0	0
October 2025	100	100	100	100	10	68	2	2	2	0	100	97	26	0	0	100	100	100	100	0	0
October 2026	100	100	100	100	6	64	0	0	0	0	100	87	22	0	0	100	100	100	100	0	0
October 2027	100	85	85	85	4	60	0	0	0	0	100	77	18	0	0	100	100	100	100	0	0
October 2028	100	68	68	68	3	56	0	0	0	0	100	67	14	0	0	100	100	100	100	0	0
October 2029	100	54	54	54	2	52	0	0	0	0	100	58	11	0	0	100	100	100	100	0	0
October 2030	100	43	43	43	1	47	0	0	0	0	100	49	7	0	0	100	100	100	100	0	0
October 2031	100	34	34	34	1	42	0	0	0	0	100	41	4	0	0	100	100	100	100	0	0
October 2032	100	26	26	26	1	37	0	0	0	0	100	33	2	0	0	100	100	100	100	0	0
October 2033	100	20	20	20	0	31	0	0	0	0	100	26	0	0	0	100	100	92	0	0	0
October 2034	100	15	15	15	0	25	0	0	0	0	100	19	0	0	0	100	100	74	0	0	0
October 2035	100	11	11	11	0	19	0	0	0	0	100	13	0	0	0	100	100	57	0	0	0
October 2036	100	8	8	8	0	12	0	0	0	0	100	7	0	0	0	100	100	42	0	0	0
October 2037	100	5	5	5	0	5	0	0	0	0	100	2	0	0	0	100	100	30	0	0	0
October 2038	60	3	3	3	0	0	0	0	0	0	100	0	0	0	0	100	73	18	0	0	0
October 2039	1	1	1	1	0	0	0	0	0	0	100	0	0	0	0	100	36	9	0	0	0
October 2040	0	0	0	0	0	0	0	0	0	0	56	0	0	0	0	100	3	1	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.1	19.3	19.3	19.3	10.6	17.0	5.6	5.6	5.6	3.2	29.1	19.3	8.6	2.1	0.6	29.9	27.7	24.8	5.4	1.1	

Security Group 4 PSA Prepayment Assumption Rates															
Distribution Date	Class HC					Classes HF and HS					Class IH				
	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%	0%	150%	205%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2012	100	100	84	84	84	99	94	92	91	83	100	100	90	82	36
October 2013	100	100	60	60	0	98	85	81	77	60	100	100	75	55	0
October 2014	100	100	38	38	0	96	76	70	65	41	100	100	62	33	0
October 2015	100	100	22	22	0	95	68	60	54	28	100	100	53	18	0
October 2016	100	100	11	11	0	94	61	52	45	19	100	100	47	8	0
October 2017	100	100	3	3	0	92	54	44	37	13	100	100	43	2	0
October 2018	100	100	0	0	0	90	48	38	31	9	100	100	41	0	0
October 2019	100	98	0	0	0	89	43	32	26	6	100	99	39	0	0
October 2020	100	89	0	0	0	87	38	28	21	4	100	97	38	0	0
October 2021	100	75	0	0	0	85	33	24	18	3	100	93	35	0	0
October 2022	100	58	0	0	0	83	29	20	14	2	100	88	33	0	0
October 2023	100	38	0	0	0	80	26	17	12	1	100	82	30	0	0
October 2024	100	16	0	0	0	78	23	14	10	1	100	76	27	0	0
October 2025	100	0	0	0	0	75	20	12	8	1	100	70	24	0	0
October 2026	100	0	0	0	0	73	17	10	6	0	100	63	22	0	0
October 2027	100	0	0	0	0	70	15	8	5	0	100	57	19	0	0
October 2028	100	0	0	0	0	66	13	7	4	0	100	51	17	0	0
October 2029	100	0	0	0	0	63	11	6	3	0	100	45	14	0	0
October 2030	100	0	0	0	0	59	9	5	3	0	100	39	12	0	0
October 2031	100	0	0	0	0	56	8	4	2	0	100	34	10	0	0
October 2032	100	0	0	0	0	52	6	3	2	0	100	29	8	0	0
October 2033	100	0	0	0	0	47	5	2	1	0	100	24	7	0	0
October 2034	100	0	0	0	0	43	4	2	1	0	100	20	6	0	0
October 2035	100	0	0	0	0	38	3	1	1	0	100	16	4	0	0
October 2036	100	0	0	0	0	32	2	1	0	0	100	12	3	0	0
October 2037	100	0	0	0	0	27	2	1	0	0	100	8	2	0	0
October 2038	100	0	0	0	0	21	1	0	0	0	100	5	1	0	0
October 2039	41	0	0	0	0	14	1	0	0	0	83	3	1	0	0
October 2040	0	0	0	0	0	7	0	0	0	0	43	0	0	0	0
October 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.0	11.3	2.7	2.7	1.2	19.6	8.5	6.9	5.9	3.2	28.8	17.6	8.1	2.5	0.8

Security Groups 1 and 4 PSA Prepayment Assumption Rates					
Distribution Date	Class BY				
	0%	150%	205%	250%	500%
Initial Percent	100	100	100	100	100
October 2012	100	100	100	100	100
October 2013	100	100	100	100	100
October 2014	100	100	100	100	100
October 2015	100	100	100	100	100
October 2016	100	100	100	100	100
October 2017	100	100	100	100	100
October 2018	100	100	100	100	100
October 2019	100	100	100	100	100
October 2020	100	100	100	100	72
October 2021	100	100	100	100	49
October 2022	100	100	100	100	33
October 2023	100	100	100	100	22
October 2024	100	100	100	100	15
October 2025	100	100	100	100	10
October 2026	100	100	100	100	7
October 2027	100	89	89	89	4
October 2028	100	72	72	72	3
October 2029	100	57	57	57	2
October 2030	100	45	45	45	1
October 2031	100	35	35	35	1
October 2032	100	27	27	27	1
October 2033	100	21	21	21	0
October 2034	100	16	16	16	0
October 2035	100	11	11	11	0
October 2036	100	8	8	8	0
October 2037	100	5	5	5	0
October 2038	64	3	3	3	0
October 2039	1	1	1	1	0
October 2040	0	0	0	0	0
October 2041	0	0	0	0	0
Weighted Average Life (years)	27.2	19.4	19.4	19.4	10.7

Distribution Date	Security Group 5 PSA Prepayment Assumption Rates				
	Classes WA and WI				
	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100
October 2012.	95	92	89	86	83
October 2013.	90	82	75	68	61
October 2014.	85	72	62	52	44
October 2015.	80	63	50	40	31
October 2016.	74	55	41	30	22
October 2017.	68	47	33	22	15
October 2018.	62	39	26	16	10
October 2019.	55	32	20	12	7
October 2020.	48	26	15	8	4
October 2021.	41	20	11	6	3
October 2022.	34	15	7	4	2
October 2023.	26	10	5	2	1
October 2024.	18	5	2	1	0
October 2025.	9	1	0	0	0
October 2026.	0	0	0	0	0
Weighted Average Life (years).	8.3	6.1	4.9	4.0	3.3

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 3 Securities, the investor’s own projection of payment rates on the Underlying Certificate under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (in the case of interest-bearing Classes) is as

indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1

**Sensitivity of Class AI to Prepayments
Assumed Price 19.0%***

PSA Prepayment Assumption Rates				
150%	205%	250%	396%	500%
10.3%	10.3%	10.3%	0.0%	(9.0)%

**Sensitivity of Class AO to Prepayments
Assumed Price 81.0%**

PSA Prepayment Assumption Rates			
150%	205%	250%	500%
4.0%	4.0%	4.0%	7.2%

**Sensitivity of Class AS to Prepayments
Assumed Price 19.25%***

LIBOR	PSA Prepayment Assumption Rates			
	150%	205%	250%	500%
0.1500%	21.5%	18.1%	15.2%	(1.6)%
0.2370%	21.0%	17.6%	14.7%	(2.1)%
3.1685%	3.9%	0.5%	(2.3)%	(18.9)%
6.1000% and above	**	**	**	**

**Sensitivity of Class SP to Prepayments
Assumed Price 21.25%***

LIBOR	PSA Prepayment Assumption Rates			
	150%	205%	250%	500%
0.1500%	16.2%	16.2%	16.2%	(1.9)%
0.2370%	15.7%	15.7%	15.7%	(2.5)%
3.4685%	(3.5)%	(3.5)%	(3.5)%	(26.3)%
6.7000% and above	**	**	**	**

**Sensitivity of Class UI to Prepayments
Assumed Price 20.0%***

PSA Prepayment Assumption Rates				
150%	205%	234%	250%	500%
25.1%	11.9%	0.5%	(26.3)%	**

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

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

SECURITY GROUP 2

**Sensitivity of Class IU to Prepayments
Assumed Price 19.375%***

PSA Prepayment Assumption Rates				
150%	205%	232%	250%	500%
26.0%	11.5%	0.4%	(33.6)%	**

**Sensitivity of Class PI to Prepayments
Assumed Price 19.0%***

PSA Prepayment Assumption Rates				
150%	205%	250%	380%	500%
9.6%	9.6%	9.6%	0.1%	(11.3)%

**Sensitivity of Class PO to Prepayments
Assumed Price 81.0%**

PSA Prepayment Assumption Rates			
150%	205%	250%	500%
4.1%	4.1%	4.1%	7.8%

**Sensitivity of Class PS to Prepayments
Assumed Price 20.0%***

LIBOR	PSA Prepayment Assumption Rates			
	150%	205%	250%	500%
0.1500%	17.5%	17.5%	17.5%	(2.3)%
0.2370%	17.0%	17.0%	17.0%	(2.9)%
3.4685%	(2.2)%	(2.2)%	(2.2)%	(25.4)%
6.7000% and above	**	**	**	**

**Sensitivity of Class SA to Prepayments
Assumed Price 18.0%***

LIBOR	PSA Prepayment Assumption Rates			
	150%	205%	250%	500%
0.1500%	22.7%	18.8%	15.5%	(3.6)%
0.2348%	22.2%	18.3%	15.0%	(4.1)%
3.1674%	4.3%	0.7%	(2.4)%	(20.3)%
6.1000% and above	**	**	**	**

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

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

SECURITY GROUP 3

**Sensitivity of Class MS to Prepayments
Assumed Price 18.5625%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>205%</u>	<u>250%</u>	<u>500%</u>
0.150%.....	16.9%	16.9%	16.9%	(0.7)%
0.242%.....	16.4%	16.4%	16.4%	(1.3)%
3.171%.....	(2.0)%	(2.0)%	(2.0)%	(22.6)%
6.100% and above.....	**	**	**	**

SECURITY GROUP 4

**Sensitivity of Class HI to Prepayments
Assumed Price 19.25%***

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>205%</u>	<u>250%</u>	<u>396%</u>	<u>500%</u>
10.0%	10.0%	10.0%	0.0%	(8.7)%

**Sensitivity of Class HO to Prepayments
Assumed Price 80.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>150%</u>	<u>205%</u>	<u>250%</u>	<u>500%</u>
4.3%	4.3%	4.3%	7.4%

**Sensitivity of Class HS to Prepayments
Assumed Price 18.15625%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>205%</u>	<u>250%</u>	<u>500%</u>
0.150%.....	24.2%	20.9%	18.1%	2.2%
0.242%.....	23.6%	20.3%	17.5%	1.7%
3.171%.....	5.3%	2.0%	(0.8)%	(16.9)%
6.100% and above.....	**	**	**	**

**Sensitivity of Class IH to Prepayments
Assumed Price 18.75%***

<u>PSA Prepayment Assumption Rates</u>				
<u>150%</u>	<u>205%</u>	<u>238%</u>	<u>250%</u>	<u>500%</u>
27.1%	14.0%	0.3%	(20.5)%	**

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

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

Sensitivity of Class SH to Prepayments
Assumed Price 20.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>205%</u>	<u>250%</u>	<u>500%</u>
0.150%.....	18.9%	18.9%	18.9%	2.0%
0.242%.....	18.4%	18.4%	18.4%	1.4%
3.471%.....	(2.2)%	(2.2)%	(2.2)%	(24.3)%
6.700% and above.....	**	**	**	**

SECURITY GROUP 5

Sensitivity of Class WI to Prepayments
Assumed Price 12.35938%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>436%</u>
	19.9%	14.2%	8.3%	2.2%	0.0%

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

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

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

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

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 205% PSA in the case of the Group 1, 2, 3 and 4 Securities and 200% PSA in the case of the Group 5 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See *“Certain United States Federal Income Tax Consequences” in the Base Offering Circular.*

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

Residual Securities

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

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

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

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer the Regular and MX Classes to the public from time to time for sale in negotiated transactions at varying prices to be

determined at the time of sale, plus accrued interest, if any, from (1) October 1, 2011 on the Fixed Rate Classes, (2) October 20, 2011 on the Group 1 and 4 Floating Rate and Inverse Floating Rate Classes and (3) October 16, 2011 on the Group 2 and 3 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

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

Schedule I

Available Combinations (1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1 Combination 1(6) AJ	\$37,978,591	AI	\$30,382,872	NTL (PAC 1)	5.00%	FIX/IO	38377YK82	March 2041
		AK	37,978,591	PAC 1	2.25	FIX	38377YK90	March 2041
		AL	37,978,591	PAC 1	2.50	FIX	38377YL24	March 2041
		AM	37,978,591	PAC 1	2.75	FIX	38377YL32	March 2041
		AN	37,978,591	PAC 1	3.00	FIX	38377YL40	March 2041
		AO	37,978,591	PAC 1	0.00	PO	38377YL57	March 2041
		AP	37,978,591	PAC 1	2.00	FIX	38377YL65	March 2041
		AQ	37,978,591	PAC 1	3.25	FIX	38377YL73	March 2041
		AW	37,978,591	PAC 1	3.50	FIX	38377YL81	March 2041
		AY	21,702,052	PAC 1	7.00	FIX	38377YL99	March 2041
Combination 2 AY(7)	\$21,702,052	FP	\$21,702,052	PAC 1	(5)	FLT	38377YM23	March 2041
		SP	21,702,052	NTL (PAC 1)	(5)	INV/IO	38377YM31	March 2041

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2 Combination 3(6) PM	\$60,162,024	PA	\$60,162,024	PAC I	2.00%	FIX	38377YM49	June 2041
		PD	60,162,024	PAC I	2.25	FIX	38377YM56	June 2041
		PE	60,162,024	PAC I	2.50	FIX	38377YM64	June 2041
		PG	60,162,024	PAC I	2.75	FIX	38377YM72	June 2041
		PH	60,162,024	PAC I	3.00	FIX	38377YM80	June 2041
		PI	42,113,416	NTL (PAC I)	5.00	FIX/IO	38377YM98	June 2041
		PJ	60,162,024	PAC I	3.25	FIX	38377YN22	June 2041
		PK	60,162,024	PAC I	3.50	FIX	38377YN30	June 2041
		PL	30,081,012	PAC I	7.00	FIX	38377YN48	June 2041
		PO	60,162,024	PAC I	0.00	PO	38377YN55	June 2041
Combination 4 PL(7)	\$30,081,012	PF	\$30,081,012	PAC I	(5)	FLT	38377YN63	June 2041
		PS	30,081,012	NTL (PAC I)	(5)	INV/IO	38377YN71	June 2041
Security Group 4 Combination 5(6) HP	\$84,921,253	HE	\$84,921,253	PAC I	2.00%	FIX	38377YN89	December 2040
		HG	84,921,253	PAC I	2.25	FIX	38377YN97	December 2040
		HI	67,937,002	NTL (PAC I)	5.00	FIX/IO	38377YP20	December 2040
		HJ	84,921,253	PAC I	2.50	FIX	38377YP38	December 2040
		HK	84,921,253	PAC I	2.75	FIX	38377YP46	December 2040
		HL	84,921,253	PAC I	3.00	FIX	38377YP53	December 2040
		HM	84,921,253	PAC I	3.25	FIX	38377YP61	December 2040
		HN	84,921,253	PAC I	3.50	FIX	38377YP79	December 2040
		HO	84,921,253	PAC I	0.00	PO	38377YP87	December 2040
		HQ	48,526,430	PAC I	7.00	FIX	38377YP95	December 2040

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 6								
HQ(7)	\$48,526,430	FH	\$48,526,430	PAC I	(5)	FLT	38377YQ29	December 2040
Security Groups 1 and 4								
Combination 7(8)								
BH	\$ 6,787,090	BY	\$9,176,984	PAC I	4.00%	FIX	38377YQ45	October 2041
BP	2,389,894							

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

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

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

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

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

(6) In the case of Combinations 1, 3 and 5, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) MX Class.

(8) Combination 7 is derived from REMIC classes of separate Security Groups.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
Initial Balance	\$40,368,485.00	\$2,353,000.00	\$3,644,000.00	\$62,234,510.00
November 2011	40,147,334.35	2,325,646.41	3,563,307.25	61,672,522.54
December 2011	39,914,304.08	2,296,379.81	3,480,329.80	61,094,250.55
January 2012	39,669,534.34	2,265,242.40	3,395,191.39	60,500,071.89
February 2012	39,413,174.35	2,232,279.60	3,308,019.33	59,890,375.85
March 2012	39,145,382.29	2,197,539.98	3,218,944.27	59,265,562.69
April 2012	38,866,325.12	2,161,075.19	3,128,099.94	58,626,043.27
May 2012	38,576,178.46	2,122,939.83	3,035,622.96	57,972,238.49
June 2012	38,275,126.32	2,083,191.45	2,945,021.92	57,323,863.42
July 2012	37,963,361.03	2,041,890.34	2,856,271.11	56,680,874.50
August 2012	37,641,082.95	1,999,099.49	2,769,345.04	56,043,228.58
September 2012	37,308,500.27	1,954,884.50	2,684,218.62	55,410,882.79
October 2012	36,965,828.86	1,909,313.38	2,600,867.00	54,783,794.63
November 2012	36,613,291.93	1,862,456.54	2,519,265.61	54,161,921.95
December 2012	36,251,119.88	1,814,386.55	2,439,390.19	53,545,222.91
January 2013	35,879,550.00	1,765,178.08	2,361,216.80	52,933,655.99
February 2013	35,498,826.23	1,714,907.74	2,284,721.72	52,327,180.03
March 2013	35,109,198.89	1,663,653.92	2,209,881.55	51,725,754.18
April 2013	34,710,924.38	1,611,496.70	2,136,673.17	51,129,337.91
May 2013	34,315,971.50	1,560,442.78	2,065,073.70	50,537,891.02
June 2013	33,924,313.55	1,510,476.81	1,995,060.58	49,951,373.62
July 2013	33,535,924.02	1,461,583.62	1,926,611.47	49,369,746.13
August 2013	33,150,776.64	1,413,748.18	1,859,704.35	48,792,969.29
September 2013	32,768,845.32	1,366,955.69	1,794,317.40	48,221,004.16
October 2013	32,390,104.19	1,321,191.50	1,730,429.11	47,653,812.10
November 2013	32,014,527.59	1,276,441.12	1,668,018.19	47,091,354.77
December 2013	31,642,090.05	1,232,690.27	1,607,063.64	46,533,594.14
January 2014	31,272,766.32	1,189,924.80	1,547,544.68	45,980,492.47
February 2014	30,906,531.33	1,148,130.77	1,489,440.80	45,432,012.35
March 2014	30,543,360.23	1,107,294.35	1,432,731.72	44,888,116.62
April 2014	30,183,228.33	1,067,401.95	1,377,397.42	44,348,768.45
May 2014	29,826,111.18	1,028,440.09	1,323,418.10	43,813,931.29
June 2014	29,471,984.51	990,395.44	1,270,774.22	43,283,568.87
July 2014	29,120,824.21	953,254.90	1,219,446.45	42,757,645.23
August 2014	28,772,606.41	917,005.44	1,169,415.73	42,236,124.66
September 2014	28,427,307.40	881,634.26	1,120,663.18	41,718,971.77
October 2014	28,084,903.67	847,128.65	1,073,170.18	41,206,151.43

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
November 2014	\$27,745,371.87	\$ 813,476.12	\$1,026,918.33	\$40,697,628.79
December 2014	27,408,688.88	780,664.27	981,889.46	40,193,369.27
January 2015	27,074,831.73	748,680.89	938,065.61	39,693,338.57
February 2015	26,743,777.64	717,513.90	895,429.03	39,197,502.67
March 2015	26,415,504.01	687,151.38	853,962.19	38,705,827.82
April 2015	26,089,988.43	657,581.51	813,647.79	38,218,280.51
May 2015	25,767,208.65	628,792.69	774,468.73	37,734,827.52
June 2015	25,447,142.60	600,773.40	736,408.10	37,255,435.89
July 2015	25,129,768.41	573,512.26	699,449.22	36,780,072.92
August 2015	24,815,064.34	546,998.08	663,575.61	36,308,706.16
September 2015	24,503,008.87	521,219.74	628,770.98	35,841,303.43
October 2015	24,193,580.61	496,166.31	595,019.23	35,377,832.80
November 2015	23,886,758.36	471,826.96	562,304.50	34,918,262.59
December 2015	23,582,521.08	448,191.02	530,611.08	34,462,561.37
January 2016	23,280,847.91	425,247.91	499,923.48	34,010,697.96
February 2016	22,981,718.15	402,987.22	470,226.37	33,562,641.44
March 2016	22,685,111.25	381,398.65	441,504.64	33,118,361.12
April 2016	22,391,006.83	360,472.04	413,743.36	32,677,826.55
May 2016	22,099,384.70	340,197.31	386,927.77	32,241,007.53
June 2016	21,810,224.78	320,564.56	361,043.31	31,807,874.10
July 2016	21,523,507.19	301,563.99	336,075.57	31,378,396.54
August 2016	21,239,212.19	283,185.90	312,010.36	30,952,545.35
September 2016	20,957,320.20	265,420.75	288,833.62	30,530,291.28
October 2016	20,677,811.80	248,259.09	266,531.52	30,111,605.30
November 2016	20,400,667.71	231,691.59	245,090.34	29,696,458.63
December 2016	20,125,868.81	215,709.05	224,496.58	29,284,822.69
January 2017	19,853,396.15	200,302.35	204,736.88	28,876,669.15
February 2017	19,583,230.90	185,462.54	185,798.04	28,471,969.90
March 2017	19,315,354.40	171,180.72	167,667.07	28,070,697.03
April 2017	19,049,748.14	157,448.14	150,331.09	27,672,822.89
May 2017	18,786,393.73	144,256.16	133,777.42	27,278,320.01
June 2017	18,525,272.97	131,596.21	117,993.50	26,887,161.17
July 2017	18,266,367.75	119,459.88	102,966.96	26,499,319.35
August 2017	18,009,660.16	107,838.82	88,685.59	26,114,767.74
September 2017	17,755,132.40	96,724.80	75,137.30	25,733,479.75
October 2017	17,502,766.81	86,109.71	62,310.16	25,355,429.02
November 2017	17,252,545.88	75,985.53	50,192.43	24,980,589.35
December 2017	17,004,452.24	66,344.32	38,772.46	24,608,934.80
January 2018	16,758,468.65	57,178.28	28,038.80	24,240,439.60
February 2018	16,514,578.02	48,479.67	17,980.12	23,875,078.20
March 2018	16,272,763.38	40,240.87	9,918.75	23,512,825.26

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
April 2018	\$16,033,007.91	\$ 32,454.35	\$ 4,192.21	\$23,153,655.62
May 2018	15,795,294.90	25,112.69	748.68	22,797,544.33
June 2018	15,559,607.80	18,208.54	0.00	22,444,466.64
July 2018	15,325,930.19	11,734.65	0.00	22,095,368.43
August 2018	15,094,245.75	6,491.00	0.00	21,751,387.57
September 2018	14,864,538.33	2,736.02	0.00	21,412,451.46
October 2018	14,636,791.87	436.63	0.00	21,078,488.51
November 2018	14,410,990.48	0.00	0.00	20,749,428.12
December 2018	14,187,632.97	0.00	0.00	20,425,200.68
January 2019	13,967,548.61	0.00	0.00	20,105,737.55
February 2019	13,750,690.92	0.00	0.00	19,790,971.05
March 2019	13,537,014.08	0.00	0.00	19,480,834.42
April 2019	13,326,472.88	0.00	0.00	19,175,261.86
May 2019	13,119,022.78	0.00	0.00	18,874,188.47
June 2019	12,914,619.84	0.00	0.00	18,577,550.25
July 2019	12,713,220.72	0.00	0.00	18,285,284.11
August 2019	12,514,782.72	0.00	0.00	17,997,327.82
September 2019	12,319,263.69	0.00	0.00	17,713,620.02
October 2019	12,126,622.12	0.00	0.00	17,434,100.23
November 2019	11,936,817.03	0.00	0.00	17,158,708.78
December 2019	11,749,808.04	0.00	0.00	16,887,386.85
January 2020	11,565,555.32	0.00	0.00	16,620,076.43
February 2020	11,384,019.61	0.00	0.00	16,356,720.35
March 2020	11,205,162.20	0.00	0.00	16,097,262.19
April 2020	11,028,944.89	0.00	0.00	15,841,646.36
May 2020	10,855,330.04	0.00	0.00	15,589,818.03
June 2020	10,684,280.54	0.00	0.00	15,341,723.11
July 2020	10,515,759.77	0.00	0.00	15,097,308.32
August 2020	10,349,731.67	0.00	0.00	14,856,521.08
September 2020	10,186,160.62	0.00	0.00	14,619,309.55
October 2020	10,025,011.56	0.00	0.00	14,385,622.64
November 2020	9,866,249.87	0.00	0.00	14,155,409.95
December 2020	9,709,841.45	0.00	0.00	13,928,621.79
January 2021	9,555,752.66	0.00	0.00	13,705,209.17
February 2021	9,403,950.33	0.00	0.00	13,485,123.79
March 2021	9,254,401.76	0.00	0.00	13,268,318.00
April 2021	9,107,074.71	0.00	0.00	13,054,744.84
May 2021	8,961,937.38	0.00	0.00	12,844,358.01
June 2021	8,818,958.42	0.00	0.00	12,637,111.84
July 2021	8,678,106.92	0.00	0.00	12,432,961.31
August 2021	8,539,352.42	0.00	0.00	12,231,862.03

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
September 2021	\$ 8,402,664.85	\$ 0.00	\$ 0.00	\$12,033,770.24
October 2021	8,268,014.59	0.00	0.00	11,838,642.77
November 2021	8,135,372.43	0.00	0.00	11,646,437.08
December 2021	8,004,709.55	0.00	0.00	11,457,111.20
January 2022	7,875,997.57	0.00	0.00	11,270,623.78
February 2022	7,749,208.48	0.00	0.00	11,086,934.02
March 2022	7,624,314.66	0.00	0.00	10,906,001.71
April 2022	7,501,288.91	0.00	0.00	10,727,787.20
May 2022	7,380,104.37	0.00	0.00	10,552,251.39
June 2022	7,260,734.58	0.00	0.00	10,379,355.74
July 2022	7,143,153.46	0.00	0.00	10,209,062.24
August 2022	7,027,335.27	0.00	0.00	10,041,333.41
September 2022	6,913,254.65	0.00	0.00	9,876,132.33
October 2022	6,800,886.59	0.00	0.00	9,713,422.54
November 2022	6,690,206.44	0.00	0.00	9,553,168.15
December 2022	6,581,189.88	0.00	0.00	9,395,333.74
January 2023	6,473,812.94	0.00	0.00	9,239,884.39
February 2023	6,368,052.00	0.00	0.00	9,086,785.69
March 2023	6,263,883.75	0.00	0.00	8,936,003.69
April 2023	6,161,285.22	0.00	0.00	8,787,504.94
May 2023	6,060,233.76	0.00	0.00	8,641,256.44
June 2023	5,960,707.04	0.00	0.00	8,497,225.67
July 2023	5,862,683.05	0.00	0.00	8,355,380.55
August 2023	5,766,140.07	0.00	0.00	8,215,689.48
September 2023	5,671,056.71	0.00	0.00	8,078,121.27
October 2023	5,577,411.87	0.00	0.00	7,942,645.20
November 2023	5,485,184.74	0.00	0.00	7,809,230.96
December 2023	5,394,354.82	0.00	0.00	7,677,848.68
January 2024	5,304,901.88	0.00	0.00	7,548,468.91
February 2024	5,216,805.99	0.00	0.00	7,421,062.61
March 2024	5,130,047.50	0.00	0.00	7,295,601.15
April 2024	5,044,607.02	0.00	0.00	7,172,056.31
May 2024	4,960,465.46	0.00	0.00	7,050,400.26
June 2024	4,877,603.98	0.00	0.00	6,930,605.56
July 2024	4,796,004.01	0.00	0.00	6,812,645.17
August 2024	4,715,647.24	0.00	0.00	6,696,492.43
September 2024	4,636,515.63	0.00	0.00	6,582,121.05
October 2024	4,558,591.38	0.00	0.00	6,469,505.10
November 2024	4,481,856.95	0.00	0.00	6,358,619.04
December 2024	4,406,295.04	0.00	0.00	6,249,437.68
January 2025	4,331,888.62	0.00	0.00	6,141,936.18

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
February 2025	\$ 4,258,620.86	\$ 0.00	\$ 0.00	\$ 6,036,090.06
March 2025	4,186,475.19	0.00	0.00	5,931,875.18
April 2025	4,115,435.29	0.00	0.00	5,829,267.75
May 2025	4,045,485.04	0.00	0.00	5,728,244.31
June 2025	3,976,608.56	0.00	0.00	5,628,781.73
July 2025	3,908,790.21	0.00	0.00	5,530,857.21
August 2025	3,842,014.55	0.00	0.00	5,434,448.28
September 2025	3,776,266.36	0.00	0.00	5,339,532.77
October 2025	3,711,530.65	0.00	0.00	5,246,088.85
November 2025	3,647,792.64	0.00	0.00	5,154,094.97
December 2025	3,585,037.74	0.00	0.00	5,063,529.91
January 2026	3,523,251.59	0.00	0.00	4,974,372.73
February 2026	3,462,420.03	0.00	0.00	4,886,602.81
March 2026	3,402,529.08	0.00	0.00	4,800,199.81
April 2026	3,343,564.99	0.00	0.00	4,715,143.68
May 2026	3,285,514.18	0.00	0.00	4,631,414.64
June 2026	3,228,363.27	0.00	0.00	4,548,993.21
July 2026	3,172,099.07	0.00	0.00	4,467,860.19
August 2026	3,116,708.59	0.00	0.00	4,387,996.64
September 2026	3,062,178.99	0.00	0.00	4,309,383.89
October 2026	3,008,497.66	0.00	0.00	4,232,003.54
November 2026	2,955,652.14	0.00	0.00	4,155,837.45
December 2026	2,903,630.14	0.00	0.00	4,080,867.74
January 2027	2,852,419.57	0.00	0.00	4,007,076.77
February 2027	2,802,008.49	0.00	0.00	3,934,447.18
March 2027	2,752,385.14	0.00	0.00	3,862,961.83
April 2027	2,703,537.92	0.00	0.00	3,792,603.84
May 2027	2,655,455.41	0.00	0.00	3,723,356.56
June 2027	2,608,126.35	0.00	0.00	3,655,203.59
July 2027	2,561,539.61	0.00	0.00	3,588,128.74
August 2027	2,515,684.27	0.00	0.00	3,522,116.08
September 2027	2,470,549.52	0.00	0.00	3,457,149.89
October 2027	2,426,124.73	0.00	0.00	3,393,214.68
November 2027	2,382,399.41	0.00	0.00	3,330,295.17
December 2027	2,339,363.22	0.00	0.00	3,268,376.32
January 2028	2,297,005.99	0.00	0.00	3,207,443.28
February 2028	2,255,317.65	0.00	0.00	3,147,481.42
March 2028	2,214,288.31	0.00	0.00	3,088,476.34
April 2028	2,173,908.22	0.00	0.00	3,030,413.82
May 2028	2,134,167.75	0.00	0.00	2,973,279.85
June 2028	2,095,057.42	0.00	0.00	2,917,060.62

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
July 2028	\$ 2,056,567.89	\$ 0.00	\$ 0.00	\$ 2,861,742.52
August 2028	2,018,689.94	0.00	0.00	2,807,312.14
September 2028	1,981,414.49	0.00	0.00	2,753,756.25
October 2028	1,944,732.59	0.00	0.00	2,701,061.82
November 2028	1,908,635.42	0.00	0.00	2,649,216.00
December 2028	1,873,114.28	0.00	0.00	2,598,206.13
January 2029	1,838,160.60	0.00	0.00	2,548,019.72
February 2029	1,803,765.92	0.00	0.00	2,498,644.48
March 2029	1,769,921.93	0.00	0.00	2,450,068.27
April 2029	1,736,620.41	0.00	0.00	2,402,279.14
May 2029	1,703,853.27	0.00	0.00	2,355,265.31
June 2029	1,671,612.53	0.00	0.00	2,309,015.17
July 2029	1,639,890.35	0.00	0.00	2,263,517.28
August 2029	1,608,678.95	0.00	0.00	2,218,760.35
September 2029	1,577,970.72	0.00	0.00	2,174,733.26
October 2029	1,547,758.12	0.00	0.00	2,131,425.06
November 2029	1,518,033.74	0.00	0.00	2,088,824.94
December 2029	1,488,790.26	0.00	0.00	2,046,922.26
January 2030	1,460,020.48	0.00	0.00	2,005,706.52
February 2030	1,431,717.29	0.00	0.00	1,965,167.39
March 2030	1,403,873.70	0.00	0.00	1,925,294.67
April 2030	1,376,482.79	0.00	0.00	1,886,078.31
May 2030	1,349,537.78	0.00	0.00	1,847,508.42
June 2030	1,323,031.95	0.00	0.00	1,809,575.24
July 2030	1,296,958.71	0.00	0.00	1,772,269.14
August 2030	1,271,311.53	0.00	0.00	1,735,580.65
September 2030	1,246,084.01	0.00	0.00	1,699,500.43
October 2030	1,221,269.82	0.00	0.00	1,664,019.27
November 2030	1,196,862.73	0.00	0.00	1,629,128.10
December 2030	1,172,856.58	0.00	0.00	1,594,817.97
January 2031	1,149,245.34	0.00	0.00	1,561,080.07
February 2031	1,126,023.02	0.00	0.00	1,527,905.72
March 2031	1,103,183.75	0.00	0.00	1,495,286.35
April 2031	1,080,721.73	0.00	0.00	1,463,213.53
May 2031	1,058,631.26	0.00	0.00	1,431,678.93
June 2031	1,036,906.69	0.00	0.00	1,400,674.38
July 2031	1,015,542.49	0.00	0.00	1,370,191.80
August 2031	994,533.19	0.00	0.00	1,340,223.21
September 2031	973,873.39	0.00	0.00	1,310,760.79
October 2031	953,557.79	0.00	0.00	1,281,796.81
November 2031	933,581.15	0.00	0.00	1,253,323.64

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
December 2031	\$ 913,938.31	\$ 0.00	\$ 0.00	\$ 1,225,333.78
January 2032	894,624.20	0.00	0.00	1,197,819.84
February 2032	875,633.80	0.00	0.00	1,170,774.52
March 2032	856,962.18	0.00	0.00	1,144,190.64
April 2032	838,604.47	0.00	0.00	1,118,061.12
May 2032	820,555.88	0.00	0.00	1,092,378.99
June 2032	802,811.69	0.00	0.00	1,067,137.36
July 2032	785,367.23	0.00	0.00	1,042,329.48
August 2032	768,217.93	0.00	0.00	1,017,948.65
September 2032	751,359.26	0.00	0.00	993,988.31
October 2032	734,786.76	0.00	0.00	970,441.97
November 2032	718,496.05	0.00	0.00	947,303.24
December 2032	702,482.79	0.00	0.00	924,565.83
January 2033	686,742.73	0.00	0.00	902,223.53
February 2033	671,271.67	0.00	0.00	880,270.23
March 2033	656,065.46	0.00	0.00	858,699.91
April 2033	641,120.02	0.00	0.00	837,506.64
May 2033	626,431.34	0.00	0.00	816,684.57
June 2033	611,995.46	0.00	0.00	796,227.93
July 2033	597,808.47	0.00	0.00	776,131.05
August 2033	583,866.52	0.00	0.00	756,388.33
September 2033	570,165.83	0.00	0.00	736,994.25
October 2033	556,702.66	0.00	0.00	717,943.40
November 2033	543,473.33	0.00	0.00	699,230.41
December 2033	530,474.22	0.00	0.00	680,850.02
January 2034	517,701.75	0.00	0.00	662,797.02
February 2034	505,152.41	0.00	0.00	645,066.29
March 2034	492,822.72	0.00	0.00	627,652.80
April 2034	480,709.27	0.00	0.00	610,551.57
May 2034	468,808.69	0.00	0.00	593,757.70
June 2034	457,117.66	0.00	0.00	577,266.37
July 2034	445,632.92	0.00	0.00	561,072.82
August 2034	434,351.23	0.00	0.00	545,172.38
September 2034	423,269.44	0.00	0.00	529,560.42
October 2034	412,384.40	0.00	0.00	514,232.40
November 2034	401,693.05	0.00	0.00	499,183.84
December 2034	391,192.34	0.00	0.00	484,410.33
January 2035	380,879.28	0.00	0.00	469,907.51
February 2035	370,750.93	0.00	0.00	455,671.10
March 2035	360,804.39	0.00	0.00	441,696.89
April 2035	351,036.79	0.00	0.00	427,980.71

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
May 2035	\$ 341,445.31	\$ 0.00	\$ 0.00	\$ 414,518.47
June 2035	332,027.19	0.00	0.00	401,306.13
July 2035	322,779.68	0.00	0.00	388,339.72
August 2035	313,700.08	0.00	0.00	375,615.32
September 2035	304,785.75	0.00	0.00	363,129.06
October 2035	296,034.07	0.00	0.00	350,877.15
November 2035	287,442.46	0.00	0.00	338,855.85
December 2035	279,008.39	0.00	0.00	327,061.45
January 2036	270,729.34	0.00	0.00	315,490.34
February 2036	262,602.86	0.00	0.00	304,138.92
March 2036	254,626.53	0.00	0.00	293,003.67
April 2036	246,797.94	0.00	0.00	282,081.12
May 2036	239,114.74	0.00	0.00	271,367.84
June 2036	231,574.62	0.00	0.00	260,860.46
July 2036	224,175.28	0.00	0.00	250,555.66
August 2036	216,914.48	0.00	0.00	240,450.16
September 2036	209,789.99	0.00	0.00	230,540.76
October 2036	202,799.64	0.00	0.00	220,824.26
November 2036	195,941.26	0.00	0.00	211,297.54
December 2036	189,212.74	0.00	0.00	201,957.52
January 2037	182,611.98	0.00	0.00	192,801.17
February 2037	176,136.94	0.00	0.00	183,825.50
March 2037	169,785.57	0.00	0.00	175,027.56
April 2037	163,555.90	0.00	0.00	166,404.46
May 2037	157,445.94	0.00	0.00	157,953.34
June 2037	151,453.76	0.00	0.00	149,671.38
July 2037	145,577.46	0.00	0.00	141,555.81
August 2037	139,815.15	0.00	0.00	133,603.91
September 2037	134,164.98	0.00	0.00	125,812.99
October 2037	128,625.13	0.00	0.00	118,180.39
November 2037	123,193.80	0.00	0.00	110,703.51
December 2037	117,869.22	0.00	0.00	103,379.79
January 2038	112,649.66	0.00	0.00	96,206.68
February 2038	107,533.38	0.00	0.00	89,181.71
March 2038	102,518.71	0.00	0.00	82,302.42
April 2038	97,603.98	0.00	0.00	75,566.39
May 2038	92,787.55	0.00	0.00	68,971.23
June 2038	88,067.79	0.00	0.00	62,514.61
July 2038	83,443.13	0.00	0.00	56,194.23
August 2038	78,911.99	0.00	0.00	50,007.79
September 2038	74,472.84	0.00	0.00	43,953.07

<u>Distribution Date</u>	<u>Classes AJ and BP (in the aggregate)</u>	<u>Class GC</u>	<u>Class GD</u>	<u>Classes PB and PM (in the aggregate)</u>
October 2038	\$ 70,124.14	\$ 0.00	\$ 0.00	\$ 38,027.86
November 2038	65,864.41	0.00	0.00	32,229.99
December 2038	61,692.17	0.00	0.00	26,557.32
January 2039	57,605.97	0.00	0.00	21,007.75
February 2039	53,604.38	0.00	0.00	15,579.20
March 2039	49,685.99	0.00	0.00	10,269.62
April 2039	45,849.42	0.00	0.00	5,077.02
May 2039	42,093.29	0.00	0.00	0.00
June 2039	38,416.27	0.00	0.00	0.00
July 2039	34,817.03	0.00	0.00	0.00
August 2039	31,294.27	0.00	0.00	0.00
September 2039	27,846.70	0.00	0.00	0.00
October 2039	24,473.05	0.00	0.00	0.00
November 2039	21,172.09	0.00	0.00	0.00
December 2039	17,942.58	0.00	0.00	0.00
January 2040	14,783.32	0.00	0.00	0.00
February 2040	11,693.13	0.00	0.00	0.00
March 2040	8,670.82	0.00	0.00	0.00
April 2040	5,715.24	0.00	0.00	0.00
May 2040	2,825.27	0.00	0.00	0.00
June 2040 and thereafter	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
Initial Balance	\$74,868,084.00	\$91,708,343.00	\$5,280,000.00
November 2011	74,068,945.52	91,295,179.43	5,232,642.81
December 2011	73,257,286.73	90,854,534.09	5,180,797.00
January 2012	72,507,764.37	90,386,657.48	5,124,534.16
February 2012	71,755,722.92	89,891,821.32	5,063,933.41
March 2012	71,001,256.80	89,370,318.28	4,999,081.36
April 2012	70,244,465.89	88,822,461.70	4,930,071.96
May 2012	69,485,455.47	88,248,585.36	4,857,006.33
June 2012	68,724,335.99	87,649,043.10	4,779,992.64
July 2012	67,961,222.97	87,024,208.52	4,699,145.90
August 2012	67,196,236.79	86,374,474.57	4,614,587.79
September 2012	66,429,502.56	85,700,253.18	4,526,446.46
October 2012	65,661,149.90	85,001,974.83	4,434,856.29
November 2012	64,891,312.78	84,280,088.10	4,339,957.67
December 2012	64,127,877.77	83,535,059.18	4,241,896.77
January 2013	63,370,793.51	82,767,371.43	4,140,825.22
February 2013	62,620,009.06	81,977,524.79	4,036,899.91
March 2013	61,875,473.88	81,166,035.30	3,930,282.65
April 2013	61,137,137.83	80,333,434.51	3,821,139.90
May 2013	60,404,951.16	79,480,268.88	3,709,642.47
June 2013	59,678,864.52	78,607,099.24	3,595,965.16
July 2013	58,958,828.95	77,714,500.09	3,480,286.50
August 2013	58,244,795.87	76,829,340.81	3,367,066.80
September 2013	57,536,717.10	75,951,561.58	3,256,271.80
October 2013	56,834,544.82	75,081,103.07	3,147,867.63
November 2013	56,138,231.61	74,217,906.43	3,041,820.78
December 2013	55,447,730.40	73,361,913.26	2,938,098.20
January 2014	54,762,994.53	72,513,065.62	2,836,667.21
February 2014	54,083,977.66	71,671,306.05	2,737,495.50
March 2014	53,410,633.86	70,836,577.52	2,640,551.17
April 2014	52,742,917.54	70,008,823.47	2,545,802.69
May 2014	52,080,783.48	69,187,987.77	2,453,218.92
June 2014	51,424,186.81	68,374,014.76	2,362,769.06
July 2014	50,773,083.02	67,566,849.20	2,274,422.72
August 2014	50,127,427.96	66,766,436.30	2,188,149.83
September 2014	49,487,177.81	65,972,721.69	2,103,920.73
October 2014	48,852,289.12	65,185,651.45	2,021,706.07
November 2014	48,222,718.76	64,405,172.06	1,941,476.88
December 2014	47,598,423.96	63,631,230.46	1,863,204.54
January 2015	46,979,362.28	62,863,773.98	1,786,860.75
February 2015	46,365,491.63	62,102,750.38	1,712,417.58

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
March 2015	\$45,756,770.22	\$61,348,107.84	\$1,639,847.41
April 2015	45,153,156.63	60,599,794.93	1,569,122.98
May 2015	44,554,609.74	59,857,760.65	1,500,217.35
June 2015	43,961,088.77	59,121,954.40	1,433,103.88
July 2015	43,372,553.26	58,392,325.97	1,367,756.30
August 2015	42,788,963.07	57,668,825.56	1,304,148.62
September 2015	42,210,278.37	56,951,403.75	1,242,255.19
October 2015	41,636,459.65	56,240,011.52	1,182,050.67
November 2015	41,067,467.73	55,534,600.26	1,123,509.99
December 2015	40,503,263.71	54,835,121.71	1,066,608.44
January 2016	39,943,809.03	54,141,528.00	1,011,321.59
February 2016	39,389,065.40	53,453,771.67	957,625.29
March 2016	38,838,994.88	52,771,805.60	905,495.70
April 2016	38,293,559.77	52,095,583.06	854,909.28
May 2016	37,752,722.72	51,425,057.70	805,842.77
June 2016	37,216,446.66	50,760,183.51	758,273.19
July 2016	36,684,694.81	50,100,914.86	712,177.87
August 2016	36,157,430.67	49,447,206.50	667,534.37
September 2016	35,634,618.06	48,799,013.51	624,320.57
October 2016	35,116,221.06	48,156,291.35	582,514.59
November 2016	34,602,204.04	47,518,995.81	542,094.85
December 2016	34,092,531.67	46,887,083.05	503,040.01
January 2017	33,587,168.87	46,260,509.56	465,329.03
February 2017	33,086,080.86	45,639,232.21	428,941.07
March 2017	32,589,233.13	45,023,208.16	393,855.61
April 2017	32,096,591.45	44,412,394.96	360,052.36
May 2017	31,608,121.85	43,806,750.47	327,511.27
June 2017	31,123,790.62	43,206,232.89	296,212.56
July 2017	30,643,564.36	42,610,800.75	266,136.68
August 2017	30,167,409.89	42,020,412.91	237,264.34
September 2017	29,695,294.30	41,435,028.57	209,576.47
October 2017	29,227,184.97	40,854,607.22	183,054.27
November 2017	28,763,049.50	40,279,108.71	157,679.14
December 2017	28,302,855.78	39,708,493.19	133,432.74
January 2018	27,846,571.94	39,142,721.12	110,296.95
February 2018	27,394,237.38	38,581,753.30	88,253.86
March 2018	26,948,513.66	38,025,550.81	67,285.83
April 2018	26,509,307.15	37,474,075.06	47,375.39
May 2018	26,076,525.51	36,927,287.76	28,505.33
June 2018	25,650,077.73	36,385,150.92	10,658.64
July 2018	25,229,874.00	35,847,626.85	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
August 2018.	\$24,815,825.81	\$35,314,678.19	\$ 0.00
September 2018.	24,407,845.87	34,786,267.82	0.00
October 2018.	24,005,848.08	34,262,358.98	0.00
November 2018.	23,609,747.57	33,742,915.14	0.00
December 2018.	23,219,460.64	33,227,900.11	0.00
January 2019.	22,834,904.75	32,717,277.96	0.00
February 2019.	22,455,998.50	32,211,472.73	0.00
March 2019.	22,082,661.65	31,713,069.58	0.00
April 2019.	21,714,815.06	31,221,963.48	0.00
May 2019.	21,352,380.69	30,738,050.88	0.00
June 2019.	20,995,281.59	30,261,229.68	0.00
July 2019.	20,643,441.89	29,791,399.17	0.00
August 2019.	20,296,786.77	29,328,460.09	0.00
September 2019.	19,955,242.45	28,872,314.52	0.00
October 2019.	19,618,736.18	28,422,865.92	0.00
November 2019.	19,287,196.24	27,980,019.10	0.00
December 2019.	18,960,551.88	27,543,680.19	0.00
January 2020.	18,638,733.37	27,113,756.65	0.00
February 2020.	18,321,671.92	26,690,157.19	0.00
March 2020.	18,009,299.73	26,272,791.82	0.00
April 2020.	17,701,549.93	25,861,571.82	0.00
May 2020.	17,398,356.58	25,456,409.67	0.00
June 2020.	17,099,654.67	25,057,219.09	0.00
July 2020.	16,805,380.09	24,663,915.02	0.00
August 2020.	16,515,469.64	24,276,413.57	0.00
September 2020.	16,229,860.98	23,894,632.01	0.00
October 2020.	15,948,492.66	23,518,488.78	0.00
November 2020.	15,671,304.08	23,147,903.47	0.00
December 2020.	15,398,235.49	22,782,796.78	0.00
January 2021.	15,129,227.97	22,423,090.52	0.00
February 2021.	14,864,223.43	22,068,707.58	0.00
March 2021.	14,603,164.60	21,719,571.94	0.00
April 2021.	14,345,994.98	21,375,608.66	0.00
May 2021.	14,092,658.90	21,036,743.82	0.00
June 2021.	13,843,101.44	20,702,904.55	0.00
July 2021.	13,597,268.47	20,374,018.98	0.00
August 2021.	13,355,106.60	20,050,016.27	0.00
September 2021.	13,116,563.20	19,730,826.56	0.00
October 2021.	12,881,586.35	19,416,380.96	0.00
November 2021.	12,650,124.91	19,106,611.57	0.00
December 2021.	12,422,128.40	18,801,451.41	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
January 2022	\$12,197,547.09	\$18,500,834.45	\$ 0.00
February 2022	11,976,331.92	18,204,695.59	0.00
March 2022	11,758,434.53	17,912,970.64	0.00
April 2022	11,543,807.23	17,625,596.30	0.00
May 2022	11,332,403.02	17,342,510.18	0.00
June 2022	11,124,175.52	17,063,650.73	0.00
July 2022	10,919,079.04	16,788,957.30	0.00
August 2022	10,717,068.51	16,518,370.07	0.00
September 2022	10,518,099.50	16,251,830.05	0.00
October 2022	10,322,128.20	15,989,279.09	0.00
November 2022	10,129,111.42	15,730,659.87	0.00
December 2022	9,939,006.56	15,475,915.86	0.00
January 2023	9,751,771.65	15,224,991.31	0.00
February 2023	9,567,365.28	14,977,831.27	0.00
March 2023	9,385,746.64	14,734,381.56	0.00
April 2023	9,206,875.48	14,494,588.76	0.00
May 2023	9,030,712.13	14,258,400.21	0.00
June 2023	8,857,217.46	14,025,763.96	0.00
July 2023	8,686,352.92	13,796,628.82	0.00
August 2023	8,518,080.46	13,570,944.31	0.00
September 2023	8,352,362.61	13,348,660.67	0.00
October 2023	8,189,162.40	13,129,728.81	0.00
November 2023	8,028,443.39	12,914,100.35	0.00
December 2023	7,870,169.64	12,701,727.61	0.00
January 2024	7,714,305.73	12,492,563.55	0.00
February 2024	7,560,816.74	12,286,561.80	0.00
March 2024	7,409,668.24	12,083,676.66	0.00
April 2024	7,260,826.28	11,883,863.05	0.00
May 2024	7,114,257.39	11,687,076.54	0.00
June 2024	6,969,928.58	11,493,273.32	0.00
July 2024	6,827,807.31	11,302,410.20	0.00
August 2024	6,687,861.52	11,114,444.59	0.00
September 2024	6,550,059.58	10,929,334.52	0.00
October 2024	6,414,370.32	10,747,038.60	0.00
November 2024	6,280,763.02	10,567,516.02	0.00
December 2024	6,149,207.36	10,390,726.56	0.00
January 2025	6,019,673.48	10,216,630.54	0.00
February 2025	5,892,131.94	10,045,188.87	0.00
March 2025	5,766,553.70	9,876,362.99	0.00
April 2025	5,642,910.14	9,710,114.91	0.00
May 2025	5,521,173.04	9,546,407.15	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
June 2025	\$ 5,401,314.59	\$ 9,385,202.77	\$ 0.00
July 2025	5,283,307.35	9,226,465.36	0.00
August 2025	5,167,124.31	9,070,159.01	0.00
September 2025	5,052,738.79	8,916,248.34	0.00
October 2025	4,940,124.53	8,764,698.43	0.00
November 2025	4,829,255.62	8,615,474.91	0.00
December 2025	4,720,106.53	8,468,543.84	0.00
January 2026	4,612,652.08	8,323,871.81	0.00
February 2026	4,506,867.45	8,181,425.84	0.00
March 2026	4,402,728.18	8,041,173.45	0.00
April 2026	4,300,210.15	7,903,082.59	0.00
May 2026	4,199,289.58	7,767,121.71	0.00
June 2026	4,099,943.04	7,633,259.65	0.00
July 2026	4,002,147.41	7,501,465.73	0.00
August 2026	3,905,879.91	7,371,709.70	0.00
September 2026	3,811,118.10	7,243,961.73	0.00
October 2026	3,717,839.84	7,118,192.42	0.00
November 2026	3,626,023.30	6,994,372.78	0.00
December 2026	3,535,646.98	6,872,474.24	0.00
January 2027	3,446,689.67	6,752,468.63	0.00
February 2027	3,359,130.46	6,634,328.18	0.00
March 2027	3,272,948.75	6,518,025.52	0.00
April 2027	3,188,124.22	6,403,533.66	0.00
May 2027	3,104,636.86	6,290,826.01	0.00
June 2027	3,022,466.92	6,179,876.34	0.00
July 2027	2,941,594.94	6,070,658.80	0.00
August 2027	2,862,001.76	5,963,147.90	0.00
September 2027	2,783,668.45	5,857,318.54	0.00
October 2027	2,706,576.38	5,753,145.94	0.00
November 2027	2,630,707.18	5,650,605.70	0.00
December 2027	2,556,042.74	5,549,673.76	0.00
January 2028	2,482,565.21	5,450,326.40	0.00
February 2028	2,410,256.99	5,352,540.24	0.00
March 2028	2,339,100.74	5,256,292.22	0.00
April 2028	2,269,079.36	5,161,559.64	0.00
May 2028	2,200,176.00	5,068,320.09	0.00
June 2028	2,132,374.04	4,976,551.51	0.00
July 2028	2,065,657.12	4,886,232.13	0.00
August 2028	2,000,009.08	4,797,340.50	0.00
September 2028	1,935,414.03	4,709,855.48	0.00
October 2028	1,871,856.27	4,623,756.23	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
November 2028	\$ 1,809,320.36	\$ 4,539,022.21	\$ 0.00
December 2028	1,747,791.05	4,455,633.16	0.00
January 2029	1,687,253.33	4,373,569.13	0.00
February 2029	1,627,692.40	4,292,810.44	0.00
March 2029	1,569,093.66	4,213,337.70	0.00
April 2029	1,511,442.74	4,135,131.79	0.00
May 2029	1,454,725.46	4,058,173.88	0.00
June 2029	1,398,927.84	3,982,445.38	0.00
July 2029	1,344,036.13	3,907,928.00	0.00
August 2029	1,290,036.73	3,834,603.69	0.00
September 2029	1,236,916.29	3,762,454.67	0.00
October 2029	1,184,661.60	3,691,463.40	0.00
November 2029	1,133,259.68	3,621,612.62	0.00
December 2029	1,082,697.72	3,552,885.28	0.00
January 2030	1,032,963.08	3,485,264.60	0.00
February 2030	984,043.33	3,418,734.04	0.00
March 2030	935,926.20	3,353,277.29	0.00
April 2030	888,599.61	3,288,878.27	0.00
May 2030	842,051.64	3,225,521.16	0.00
June 2030	796,270.54	3,163,190.32	0.00
July 2030	751,244.75	3,101,870.38	0.00
August 2030	706,962.87	3,041,546.16	0.00
September 2030	663,413.64	2,982,202.71	0.00
October 2030	620,585.99	2,923,825.30	0.00
November 2030	578,469.00	2,866,399.42	0.00
December 2030	537,051.91	2,809,910.73	0.00
January 2031	496,324.12	2,754,345.15	0.00
February 2031	456,275.16	2,699,688.76	0.00
March 2031	416,894.75	2,645,927.86	0.00
April 2031	378,172.72	2,593,048.95	0.00
May 2031	340,099.08	2,541,038.72	0.00
June 2031	302,663.96	2,489,884.05	0.00
July 2031	265,857.64	2,439,572.00	0.00
August 2031	229,670.55	2,390,089.85	0.00
September 2031	194,093.25	2,341,425.03	0.00
October 2031	159,116.43	2,293,565.17	0.00
November 2031	124,730.94	2,246,498.07	0.00
December 2031	90,927.74	2,200,211.71	0.00
January 2032	57,697.92	2,154,694.24	0.00
February 2032	25,032.71	2,109,934.00	0.00
March 2032	0.00	2,065,919.47	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
April 2032	\$ 0.00	\$ 2,022,639.31	\$ 0.00
May 2032	0.00	1,980,082.36	0.00
June 2032	0.00	1,938,237.59	0.00
July 2032	0.00	1,897,094.17	0.00
August 2032	0.00	1,856,641.38	0.00
September 2032	0.00	1,816,868.71	0.00
October 2032	0.00	1,777,765.75	0.00
November 2032	0.00	1,739,322.27	0.00
December 2032	0.00	1,701,528.19	0.00
January 2033	0.00	1,664,373.56	0.00
February 2033	0.00	1,627,848.60	0.00
March 2033	0.00	1,591,943.65	0.00
April 2033	0.00	1,556,649.19	0.00
May 2033	0.00	1,521,955.86	0.00
June 2033	0.00	1,487,854.42	0.00
July 2033	0.00	1,454,335.76	0.00
August 2033	0.00	1,421,390.93	0.00
September 2033	0.00	1,389,011.07	0.00
October 2033	0.00	1,357,187.48	0.00
November 2033	0.00	1,325,911.59	0.00
December 2033	0.00	1,295,174.93	0.00
January 2034	0.00	1,264,969.16	0.00
February 2034	0.00	1,235,286.09	0.00
March 2034	0.00	1,206,117.62	0.00
April 2034	0.00	1,177,455.77	0.00
May 2034	0.00	1,149,292.70	0.00
June 2034	0.00	1,121,620.66	0.00
July 2034	0.00	1,094,432.03	0.00
August 2034	0.00	1,067,719.28	0.00
September 2034	0.00	1,041,475.03	0.00
October 2034	0.00	1,015,691.96	0.00
November 2034	0.00	990,362.90	0.00
December 2034	0.00	965,480.76	0.00
January 2035	0.00	941,038.55	0.00
February 2035	0.00	917,029.42	0.00
March 2035	0.00	893,446.57	0.00
April 2035	0.00	870,283.35	0.00
May 2035	0.00	847,533.15	0.00
June 2035	0.00	825,189.52	0.00
July 2035	0.00	803,246.07	0.00
August 2035	0.00	781,696.50	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
September 2035	\$ 0.00	\$ 760,534.62	\$ 0.00
October 2035	0.00	739,754.32	0.00
November 2035	0.00	719,349.59	0.00
December 2035	0.00	699,314.50	0.00
January 2036	0.00	679,643.21	0.00
February 2036	0.00	660,329.98	0.00
March 2036	0.00	641,369.13	0.00
April 2036	0.00	622,755.08	0.00
May 2036	0.00	604,482.32	0.00
June 2036	0.00	586,545.46	0.00
July 2036	0.00	568,939.13	0.00
August 2036	0.00	551,658.09	0.00
September 2036	0.00	534,697.15	0.00
October 2036	0.00	518,051.21	0.00
November 2036	0.00	501,715.25	0.00
December 2036	0.00	485,684.30	0.00
January 2037	0.00	469,953.50	0.00
February 2037	0.00	454,518.02	0.00
March 2037	0.00	439,373.15	0.00
April 2037	0.00	424,514.21	0.00
May 2037	0.00	409,936.60	0.00
June 2037	0.00	395,635.81	0.00
July 2037	0.00	381,607.38	0.00
August 2037	0.00	367,846.91	0.00
September 2037	0.00	354,350.07	0.00
October 2037	0.00	341,112.62	0.00
November 2037	0.00	328,130.33	0.00
December 2037	0.00	315,399.10	0.00
January 2038	0.00	302,914.83	0.00
February 2038	0.00	290,673.52	0.00
March 2038	0.00	278,671.23	0.00
April 2038	0.00	266,904.05	0.00
May 2038	0.00	255,368.15	0.00
June 2038	0.00	244,059.76	0.00
July 2038	0.00	232,975.15	0.00
August 2038	0.00	222,110.68	0.00
September 2038	0.00	211,462.72	0.00
October 2038	0.00	201,027.73	0.00
November 2038	0.00	190,802.20	0.00
December 2038	0.00	180,782.69	0.00
January 2039	0.00	170,965.81	0.00

<u>Distribution Date</u>	<u>Classes MA and MF (in the aggregate)</u>	<u>Classes BH and HP (in the aggregate)</u>	<u>Class HC</u>
February 2039	\$ 0.00	\$ 161,348.21	\$ 0.00
March 2039	0.00	151,926.60	0.00
April 2039	0.00	142,697.73	0.00
May 2039	0.00	133,658.41	0.00
June 2039	0.00	124,805.51	0.00
July 2039	0.00	116,135.91	0.00
August 2039	0.00	107,646.57	0.00
September 2039	0.00	99,334.48	0.00
October 2039	0.00	91,196.69	0.00
November 2039	0.00	83,230.28	0.00
December 2039	0.00	75,432.39	0.00
January 2040	0.00	67,800.19	0.00
February 2040	0.00	60,330.89	0.00
March 2040	0.00	53,021.76	0.00
April 2040	0.00	45,870.10	0.00
May 2040	0.00	38,873.25	0.00
June 2040	0.00	32,028.59	0.00
July 2040	0.00	25,333.56	0.00
August 2040	0.00	18,785.61	0.00
September 2040	0.00	12,382.24	0.00
October 2040	0.00	6,121.01	0.00
November 2040 and thereafter	0.00	0.00	0.00

Exhibit A

Underlying Certificate

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	Coupon 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
3	Ginnie Mae	2011-026	PV(4)	February 28, 2011	38377QEB9	3.5%	FIX	December 2040	PAC/AD	\$240,591,441	0.94573796	\$75,522,179	33.1912430750%	5.5000%	331	25	1

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

(2) Underlying Certificate Factor is as of October 2011.

(3) Based on information as of the first Business Day of October 2011.

(4) MX Class.

**Cover Page, Terms Sheet and Schedule I
from Underlying Certificate Disclosure Document**



\$786,300,414

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2011-026

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
VA	\$ 10,412,764	5.0%	SC/AD/SEQ	FIX	38377QAA5	October 2023
VZ	11,844,011	5.0	SC/SEQ	FIX/Z	38377QAB3	April 2040
Security Group 2						
EB(1)	9,267,499	4.5	PAC I	FIX	38377QAC1	April 2039
EC(1)	28,713,504	4.5	PAC I	FIX	38377QAD9	July 2040
GP(1)	215,344,039	4.5	PAC I	FIX	38377QAE7	November 2038
HA	11,432,000	4.5	PAC II	FIX	38377QAF4	December 2040
HB	3,460,000	4.5	PAC II	FIX	38377QAG2	February 2041
HC	856,000	4.5	PAC II	FIX	38377QAH0	February 2041
HD	39,505,000	4.5	SUP	FIX	38377QAJ6	November 2040
HE	10,000,000	4.0	SUP	FIX	38377QAK3	November 2040
HJ	10,000,000	5.0	SUP	FIX	38377QAL1	November 2040
HK	1,744,000	4.5	SUP	FIX	38377QAM9	January 2041
HL	1,911,390	4.5	SUP	FIX	38377QAN7	February 2041
HM	2,467,837	5.0	SUP	FIX	38377QAP2	February 2041
HO	274,205	0.0	SUP	PO	38377QAQ0	February 2041
PB(1)	15,024,526	4.5	PAC I	FIX	38377QAR8	February 2041
Security Group 3						
QF(1)	15,722,311	(5)	SC/PT	FLT	38377QAS6	December 2040
QS(1)	5,240,771	(5)	SC/PT	INV	38377QAT4	December 2040
Security Group 4						
BF(1)	98,270,139	(5)	PT	FLT	38377QAU1	February 2041
BP(1)	219,159,322	4.5	PAC/AD	FIX	38377QAV9	November 2039
BQ(1)	21,432,119	4.5	PAC/AD	FIX	38377QAW7	December 2040
BS(1)	98,270,139	(5)	NTL (PT)	INV/IO	38377QAX5	February 2041
LB(1)	4,218,977	4.5	PAC/AD	FIX	38377QAY3	February 2041
LZ	50,000,000	4.5	SUP	FIX/Z	38377QAZ0	February 2041
Residual						
R	0	0.0	NPR	NPR	38377QBA4	February 2041

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be February 28, 2011.

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.

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (2) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for the 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 the 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.

Goldman, Sachs & Co.

Loop Capital Markets LLC

The date of this Offering Circular Supplement is February 18, 2011.

TERMS SHEET

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

Sponsor: Goldman, Sachs & Co.

Co-Sponsor: Loop Capital Markets LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: February 28, 2011

Distribution Dates: For the Group 1 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in March 2011. For the Group 2 and 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in March 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	Underlying Certificates	(1)	(1)
2	Ginnie Mae II	4.5%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae I	5.0	30

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. 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 2 and 4 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 2 Trust Assets			
\$350,000,000	349	10	4.95%
Group 4 Trust Assets			
\$130,617,888	349	9	5.50%
<u>262,462,669</u>	336	20	5.50%
<u>\$393,080,557</u>			

¹ As of February 1, 2011.

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

³ The Mortgage Loans underlying the Group 2 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
BF	LIBOR + 0.55%	0.813%	0.55%	6.50%	0	0.00%
BS	5.95% – LIBOR	5.687%	0.00%	5.95%	0	5.95%
CF	LIBOR + 0.50%	0.763%	0.50%	6.50%	0	0.00%
CS	6.00% – LIBOR	5.737%	0.00%	6.00%	0	6.00%
FA	LIBOR + 1.00%	1.261%	1.00%	6.00%	0	0.00%
FC	LIBOR + 0.45%	0.713%	0.45%	7.00%	0	0.00%
FD	LIBOR + 0.40%	0.663%	0.40%	7.00%	0	0.00%
FE	LIBOR + 0.35%	0.613%	0.35%	7.00%	0	0.00%
FG	LIBOR + 0.40%	0.663%	0.40%	7.00%	0	0.00%
FH	LIBOR + 0.35%	0.613%	0.35%	7.00%	0	0.00%
FJ	LIBOR + 0.30%	0.563%	0.30%	7.00%	0	0.00%
FL	LIBOR + 0.40%	0.663%	0.40%	7.00%	0	0.00%
FM	LIBOR + 0.35%	0.613%	0.35%	7.00%	0	0.00%
FN	LIBOR + 0.40%	0.663%	0.40%	7.00%	0	0.00%
FQ	LIBOR + 0.35%	0.613%	0.35%	7.00%	0	0.00%
FT	LIBOR + 0.30%	0.563%	0.30%	7.00%	0	0.00%
FV	LIBOR + 0.40%	0.663%	0.40%	7.00%	0	0.00%
FW	LIBOR + 0.35%	0.613%	0.35%	7.00%	0	0.00%
FY	LIBOR + 0.30%	0.563%	0.30%	7.00%	0	0.00%
LF	LIBOR + 0.45%	0.713%	0.45%	6.50%	0	0.00%
LS	6.05% – LIBOR	5.787%	0.00%	6.05%	0	6.05%

<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>
PF	LIBOR + 0.45%	0.713%	0.45%	7.00%	0	0.00%
PS	6.55% – LIBOR	6.287%	0.00%	6.55%	0	6.55%
QF	LIBOR + 1.40%	1.661%	1.40%	6.00%	0	0.00%
QS	13.80% – (LIBOR x 3)	13.017%	0.00%	13.80%	0	4.60%
SC	6.55% – LIBOR	6.287%	0.00%	6.55%	0	6.55%
SD	6.60% – LIBOR	6.337%	0.00%	6.60%	0	6.60%
SE	6.65% – LIBOR	6.387%	0.00%	6.65%	0	6.65%
SG	6.60% – LIBOR	6.337%	0.00%	6.60%	0	6.60%
SH	6.65% – LIBOR	6.387%	0.00%	6.65%	0	6.65%
SJ	6.70% – LIBOR	6.437%	0.00%	6.70%	0	6.70%
SL	6.60% – LIBOR	6.337%	0.00%	6.60%	0	6.60%
SM	6.65% – LIBOR	6.387%	0.00%	6.65%	0	6.65%
SN	6.60% – LIBOR	6.337%	0.00%	6.60%	0	6.60%
SP	15.00% – (LIBOR x 3)	14.217%	0.00%	15.00%	0	5.00%
SQ	6.65% – LIBOR	6.387%	0.00%	6.65%	0	6.65%
ST	6.70% – LIBOR	6.437%	0.00%	6.70%	0	6.70%
SV	6.60% – LIBOR	6.337%	0.00%	6.60%	0	6.60%
SW	6.65% – LIBOR	6.387%	0.00%	6.65%	0	6.65%
SY	6.70% – LIBOR	6.437%	0.00%	6.70%	0	6.70%
TF	LIBOR + 1.30%	1.561%	1.30%	6.00%	0	0.00%
TS	14.10% – (LIBOR x 3)	13.317%	0.00%	14.10%	0	4.70%
WF	LIBOR + 1.20%	1.461%	1.20%	6.00%	0	0.00%
WS	14.40% – (LIBOR x 3)	13.617%	0.00%	14.40%	0	4.80%
YF	LIBOR + 1.10%	1.361%	1.10%	6.00%	0	0.00%
YS	14.70% – (LIBOR x 3)	13.917%	0.00%	14.70%	0	4.90%

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

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount and VZ Accrual Amount will be allocated, sequentially, to VA and VZ, in that order, until retired

SECURITY GROUP 2

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

1. Sequentially, to GP, EB, EC and PB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to HA, HB and HC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Concurrently, to HD, HE and HJ, pro rata, until retired
4. Concurrently, as follows:
 - a. 57.1383955312% sequentially, to HK and HL, in that order, until retired
 - b. 42.8616044688% concurrently, to HM and HO, pro rata, until retired
5. Sequentially, to HA, HB and HC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
6. Sequentially, to GP, EB, EC and PB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

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

- The LZ Accrual Amount in the following order of priority:
 1. Sequentially, to BP, BQ and LB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To LZ, until retired
- The Group 4 Principal Distribution Amount, concurrently, as follows:
 1. 24.9999999364% to BF, until retired
 2. 75.0000000636% in the following order of priority:
 - a. Sequentially, to BP, BQ and LB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To LZ, until retired
 - c. Sequentially, to BP, BQ and LB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
EB, EC, GP and PB (in the aggregate)	120% PSA through 250% PSA
PAC II Classes	
HA, HB and HC (in the aggregate)	135% PSA through 230% PSA
PAC Classes	
BP, BQ and LB (in the aggregate)	150% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BS	\$ 98,270,139	100% of BF (PT Class)
CS	98,270,139	100% of BF (PT Class)
GI	215,344,039	100% of GP (PAC I Class)
IP	216,532,296	90% of BP and BQ (in the aggregate) (PAC/AD Classes)
LS	98,270,139	100% of BF (PT Class)
MI	197,243,389	90% of BP (PAC/AD Class)
NI	224,611,538	100% of EB and GP (in the aggregate) (PAC I Classes)
PI	253,325,042	100% of EB, EC and GP (in the aggregate) (PAC I Classes)
PS	162,851,812	64.2857142857% of EB, EC and GP (in the aggregate) (PAC I Classes)
SC	154,665,926	64.2857142857% of BP and BQ (in the aggregate) (PAC/AD Classes)
SD	154,665,926	64.2857142857% of BP and BQ (in the aggregate) (PAC/AD Classes)
SE	154,665,926	64.2857142857% of BP and BQ (in the aggregate) (PAC/AD Classes)
SG	140,888,135	64.2857142857% of BP (PAC/AD Class)
SH	140,888,135	64.2857142857% of BP (PAC/AD Class)
SJ	140,888,135	64.2857142857% of BP (PAC/AD Class)
SL	162,851,812	64.2857142857% of EB, EC and GP (in the aggregate) (PAC I Classes)
SM	162,851,812	64.2857142857% of EB, EC and GP (in the aggregate) (PAC I Classes)
SN	144,393,131	64.2857142857% of EB and GP (in the aggregate) (PAC I Classes)
SQ	144,393,131	64.2857142857% of EB and GP (in the aggregate) (PAC I Classes)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
ST	\$144,393,131	64.2857142857% of EB and GP (in the aggregate) (PAC I Classes)
SV	138,435,453	64.2857142857% of GP (PAC I Class)
SW	138,435,453	64.2857142857% of GP (PAC I Class)
SY	138,435,453	64.2857142857% of GP (PAC I Class)

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

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

Available Combinations(1)

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Security Group 2									
Combination 1(6)									
EB	\$ 9,267,499	AD	\$162,851,812	PAC I	7.00%	FIX	38377QBB2	July 2040	
EC	28,713,504	AP	253,325,042	PAC I	4.50	FIX	38377QBC0	July 2040	
GP	215,344,039	NP	253,325,042	PAC I	4.25	FIX	38377QBD8	July 2040	
		OP	253,325,042	PAC I	0.00	PO	38377QBE6	July 2040	
		PA	253,325,042	PAC I	4.00	FIX	38377QBF3	July 2040	
		PE	253,325,042	PAC I	3.00	FIX	38377QBG1	July 2040	
		PG	253,325,042	PAC I	3.25	FIX	38377QBH9	July 2040	
		PH	253,325,042	PAC I	3.50	FIX	38377QBJ5	July 2040	
		PI	253,325,042	NTL (PAC I)	4.50	FIX/IO	38377QBK2	July 2040	
		PJ	253,325,042	PAC I	3.75	FIX	38377QBL0	July 2040	
Combination 2(6)									
EB	\$ 9,267,499	NA	\$224,611,538	PAC I	3.00%	FIX	38377QBM8	April 2039	
GP	215,344,039	NB	224,611,538	PAC I	3.25	FIX	38377QBN6	April 2039	
		NC	224,611,538	PAC I	3.50	FIX	38377QBP1	April 2039	
		ND	224,611,538	PAC I	3.75	FIX	38377QBQ9	April 2039	
		NE	224,611,538	PAC I	4.00	FIX	38377QBR7	April 2039	
		NG	224,611,538	PAC I	4.25	FIX	38377QBS5	April 2039	
		NH	224,611,538	PAC I	4.50	FIX	38377QWK9	April 2039	
		NI	224,611,538	NTL (PAC I)	4.50	FIX/IO	38377QBT3	April 2039	
		NJ	144,393,131	PAC I	7.00	FIX	38377QBU0	April 2039	
		NO	224,611,538	PAC I	0.00	PO	38377QBV8	April 2039	

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 3								
EC	\$ 28,713,504	ED	\$ 43,738,030	PAC I	4.50%	FIX	38377QBW6	February 2041
PB	15,024,526							
Combination 4(6)								
AD(7)	\$162,851,812	FL	\$162,851,812	PAC I	(5)	FLT	38377QBX4	July 2040
		SL	162,851,812	NTL (PAC I)	(5)	INV/IO	38377QBY2	July 2040
		FM	162,851,812	PAC I	(5)	FLT	38377QBZ9	July 2040
		SM	162,851,812	NTL (PAC I)	(5)	INV/IO	38377QCA3	July 2040
		PF	162,851,812	PAC I	(5)	FLT	38377QCB1	July 2040
		PS	162,851,812	NTL (PAC I)	(5)	INV/IO	38377QCC9	July 2040
Combination 5(6)								
NJ(7)	\$144,393,131	FN	\$144,393,131	PAC I	(5)	FLT	38377QCD7	April 2039
		SN	144,393,131	NTL (PAC I)	(5)	INV/IO	38377QCE5	April 2039
		FQ	144,393,131	PAC I	(5)	FLT	38377QCF2	April 2039
		SQ	144,393,131	NTL (PAC I)	(5)	INV/IO	38377QCG0	April 2039
		FT	144,393,131	PAC I	(5)	FLT	38377QCH8	April 2039
		ST	144,393,131	NTL (PAC I)	(5)	INV/IO	38377QCJ4	April 2039
Combination 6								
EB	\$ 9,267,499	KP	\$268,349,568	PAC I	4.50%	FIX	38377QCK1	February 2041
EC	28,713,504							
GP	215,344,039							
PB	15,024,526							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7(6)								
GP	\$215,344,039	GC	\$215,344,039	PAC I	2.60%	FIX	38377QC19	November 2038
		GD	215,344,039	PAC I	2.70	FIX	38377QCM7	November 2038
		GE	215,344,039	PAC I	2.80	FIX	38377QCN5	November 2038
		GH	215,344,039	PAC I	2.90	FIX	38377QCP0	November 2038
		GI	215,344,039	NTL (PAC I)	4.50	FIX/IO	38377QCQ8	November 2038
		GJ	215,344,039	PAC I	3.00	FIX	38377QCR6	November 2038
		GK	215,344,039	PAC I	3.10	FIX	38377QCS4	November 2038
		GL	215,344,039	PAC I	3.20	FIX	38377QCT2	November 2038
		GM	215,344,039	PAC I	3.30	FIX	38377QCU9	November 2038
		GN	215,344,039	PAC I	3.40	FIX	38377QCV7	November 2038
		GO	215,344,039	PAC I	0.00	PO	38377QCW5	November 2038
		GQ	215,344,039	PAC I	3.50	FIX	38377QEK9	November 2038
		GV	215,344,039	PAC I	3.60	FIX	38377QCX3	November 2038
		GY	138,435,453	PAC I	7.00	FIX	38377QCY1	November 2038
		JA	215,344,039	PAC I	3.25	FIX	38377QCZ8	November 2038
		JB	215,344,039	PAC I	3.75	FIX	38377QDA2	November 2038
		JC	215,344,039	PAC I	4.00	FIX	38377QDB0	November 2038
		JD	215,344,039	PAC I	4.25	FIX	38377QDC8	November 2038
Combination 8								
EB	\$ 9,267,499	IG	\$ 53,005,529	PAC I	4.50%	FIX	38377QDD6	February 2041
EC	28,713,504							
PB	15,024,526							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9(6) GY(7)	\$138,435,453	FV	\$138,435,453	PAC I	(5)	FLT	38377QDE4	November 2038
		SV	138,435,453	NTL (PAC D)	(5)	INV/IO	38377QDF1	November 2038
Combination 10(6) QF QS		FW	138,435,453	PAC I	(5)	FLT	38377QDG9	November 2038
		SW	138,435,453	NTL (PAC D)	(5)	INV/IO	38377QDH7	November 2038
		FY	138,435,453	PAC I	(5)	FLT	38377QDJ3	November 2038
Security Group 3 Combination 10(6) QF QS		SY	138,435,453	NTL (PAC D)	(5)	INV/IO	38377QDK0	November 2038
		FA	\$ 15,722,311	SC/PT	(5)	FLT	38377QDL8	December 2040
		SP	5,240,771	SC/PT	(5)	INV	38377QDM6	December 2040
		TF	15,722,311	SC/PT	(5)	FLT	38377QDN4	December 2040
		TS	5,240,771	SC/PT	(5)	INV	38377QDP9	December 2040
		WF	15,722,311	SC/PT	(5)	FLT	38377QDQ7	December 2040
		WS	5,240,771	SC/PT	(5)	INV	38377QDR5	December 2040
		YF	15,722,311	SC/PT	(5)	FLT	38377QDS3	December 2040
		YS	5,240,771	SC/PT	(5)	INV	38377QDT1	December 2040

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 4								
Combination 11(6)								
BP	\$219,159,322	BC	\$154,665,926	PAC/AD	7.00%	FIX	38377QDU8	December 2040
BQ	21,432,119	IP	216,532,296	NTL (PAC/AD)	5.00	FIX/IO	38377QDV6	December 2040
		LP	240,591,441	PAC/AD	4.25	FIX	38377QDW4	December 2040
		PL	240,591,441	PAC/AD	4.50	FIX	38377QDX2	December 2040
		PN	240,591,441	PAC/AD	3.00	FIX	38377QDY0	December 2040
		PO	240,591,441	PAC/AD	0.00	PO	38377QDZ7	December 2040
		PQ	240,591,441	PAC/AD	3.25	FIX	38377QEA1	December 2040
		PV	240,591,441	PAC/AD	3.50	FIX	38377QEB9	December 2040
		PW	240,591,441	PAC/AD	3.75	FIX	38377QEC7	December 2040
		PY	240,591,441	PAC/AD	4.00	FIX	38377QED5	December 2040
Combination 12(6)								
BP	\$219,159,322	MA	\$219,159,322	PAC/AD	3.00%	FIX	38377QEE3	November 2039
		MB	219,159,322	PAC/AD	3.25	FIX	38377QEF0	November 2039
		MC	219,159,322	PAC/AD	3.50	FIX	38377QEG8	November 2039
		MD	219,159,322	PAC/AD	3.75	FIX	38377QEH6	November 2039
		ME	219,159,322	PAC/AD	4.00	FIX	38377QEJ2	November 2039
		MG	219,159,322	PAC/AD	4.25	FIX	38377QEL7	November 2039
		MH	140,888,135	PAC/AD	7.00	FIX	38377QEM5	November 2039
		MI	197,243,389	NTL (PAC/AD)	5.00	FIX/IO	38377QEN3	November 2039
		MO	219,159,322	PAC/AD	0.00	PO	38377QEP8	November 2039
Combination 13(6)								
BF	\$ 98,270,139	CF	\$ 98,270,139	PT	(5)	FLT	38377QEQ6	February 2041
BS	98,270,139	CS	98,270,139	NTL (PT)	(5)	INV/IO	38377QER4	February 2041
		LF	98,270,139	PT	(5)	FLT	38377QES2	February 2041
		LS	98,270,139	NTL (PT)	(5)	INV/IO	38377QET0	February 2041

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
BQ	\$ 21,432,119	BW	\$ 25,651,096	PAC/AD	4.50%	FIX	38377QEU7	February 2041
LB	4,218,977							
Combination 15(6)								
BC(7)	\$154,665,926	FC	\$154,665,926	PAC/AD	(5)	FLT	38377QEV5	December 2040
		SC	154,665,926	NTL (PAC/AD)	(5)	INV/IO	38377QEW3	December 2040
		FD	154,665,926	PAC/AD	(5)	FLT	38377QEX1	December 2040
		SD	154,665,926	NTL (PAC/AD)	(5)	INV/IO	38377QEY9	December 2040
		FE	154,665,926	PAC/AD	(5)	FLT	38377QEZ6	December 2040
		SE	154,665,926	NTL (PAC/AD)	(5)	INV/IO	38377QFA0	December 2040
Combination 16(6)								
MH(7)	\$140,888,135	FG	\$140,888,135	PAC/AD	(5)	FLT	38377QFB8	November 2039
		SG	140,888,135	NTL (PAC/AD)	(5)	INV/IO	38377QFC6	November 2039
		FH	140,888,135	PAC/AD	(5)	FLT	38377QFD4	November 2039
		SH	140,888,135	NTL (PAC/AD)	(5)	INV/IO	38377QFE2	November 2039
		FJ	140,888,135	PAC/AD	(5)	FLT	38377QFF9	November 2039
		SJ	140,888,135	NTL (PAC/AD)	(5)	INV/IO	38377QFG7	November 2039

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

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

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

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

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

(6) In the case of Combinations 1, 2, 4, 5, 7, 9 through 13, 15 and 16, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

(7) MX Class.



\$540,522,179

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2011-141**

OFFERING CIRCULAR SUPPLEMENT
October 21, 2011

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