



**\$636,646,135**  
**Government National Mortgage Association**  
**GINNIE MAE®**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2012-005**

**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-7 which highlights some of these risks.**

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 30, 2012.

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

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
AC(1) . . . . .	\$200,000,000	3.25%	SEQ/AD	FIX	38378CZT7	December 2033
AD(1) . . . . .	200,000,000	3.25	SEQ/AD	FIX	38378CZU4	December 2033
AI(1) . . . . .	28,571,428	3.50	NTL(SEQ/AD)	FIX/IO	38378CZV2	December 2033
Z . . . . .	100,000,000	3.50	SEQ	FIX/Z	38378CZW0	January 2042
<b>Security Group 2</b>						
DI . . . . .	22,500,000	5.00	NTL(SC/SEQ/AD)	FIX/IO	38378CX8	May 2041
DP . . . . .	50,000,000	1.75	SC/SEQ/AD	FIX	38378CZY6	May 2041
DZ . . . . .	3,999,580	4.00	SC/SEQ	FIX/Z	38378CZZ3	May 2041
<b>Security Group 3</b>						
CA . . . . .	8,964,000	3.00	SUP	FIX	38378CA23	September 2041
CB . . . . .	540,000	3.00	SUP	FIX	38378CA31	November 2041
CD . . . . .	896,000	3.00	SUP	FIX	38378CA49	January 2042
CE . . . . .	3,168,000	3.00	PAC II	FIX	38378CA56	January 2042
CG . . . . .	5,739	3.00	SUP	FIX	38378CA64	January 2042
FA . . . . .	23,613,301	(5)	PT	FLT	38378CA72	January 2042
PC(1) . . . . .	44,000,000	3.00	PAC I	FIX	38378CA80	September 2041
PH(1) . . . . .	1,459,515	3.00	PAC I	FIX	38378CA98	January 2042
SA . . . . .	23,613,301	(5)	NTL(PT)	INV/IO	38378CB22	January 2042
<b>Residual</b>						
RR . . . . .	0	0.0	NPR	NPR	38378CB30	January 2042

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

## AVAILABLE INFORMATION

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

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

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

If you do not have access to the internet, call 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:** Credit Suisse Securities (USA) LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** January 30, 2012

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in February 2012.

**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	3.5%	30
2	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	4.0%	30

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

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

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$500,000,000	357	2	3.880%
<b>Group 3 Trust Assets</b>			
\$ 82,646,555	346	12	4.322%

<sup>1</sup> As of January 1, 2012.

<sup>2</sup> Does not include the Group 1 Trust Assets that will be added to pay the Trustee Fee.

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

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1 and 3 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 2 Trust Assets:** 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 an Interest Only or Inverse Floating Rate Class. See “Description of the Securities — Form of Securities” in this Supplement.

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

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>
FA . . . . .	LIBOR + 0.40%	0.69%	0.40%	6.50%	0	0.00%
SA . . . . .	6.10% – LIBOR	5.81%	0.00%	6.10%	0	6.10%

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

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

**SECURITY GROUP 1**

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

1. Concurrently, to AC and AD, pro rata, until retired
2. To Z, until retired

**SECURITY GROUP 2**

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

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 28.5714280529% to FA, until retired
2. 71.4285719471% in the following order of priority:
  - a. Sequentially, to PC and PH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. To CE, until reduced to its Scheduled Principal Balance for that Distribution Date
  - c. Sequentially, to CA, CB, CD and CG, in that order, until retired
  - d. To CE, without regard to its Scheduled Principal Balance, until retired
  - e. Sequentially, to PC and PH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
<b>PAC I Classes</b>	
PC and PH (in the aggregate) .....	120% PSA through 250% PSA
<b>PAC II Class</b>	
CE .....	145% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 1</b>		
AI. ....	\$ 28,571,428	7.1428571429% of AC and AD (in the aggregate) (SEQ/AD Classes)
CI. ....	128,571,428	64.2857142857% of AC (SEQ/AD Class)
ID .....	128,571,428	64.2857142857% of AD (SEQ/AD Class)
<b>Security Group 2</b>		
DI .....	\$ 22,500,000	45% of DP (SC/SEQ/AD Class)
<b>Security Group 3</b>		
SA .....	\$ 23,613,301	100% of FA (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 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 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 PAC classes for that distribution date, this excess will be distributed to the support classes.

***The rate of payments on the underlying certificate will directly affect the rate of payments on the group 2 securities.*** The underlying certificate will be sensitive to the rate of payments of principal (including prepayments) of the related mortgage loans.

As described in the underlying certificate disclosure documents, the principal entitlement of the underlying certificate on any payment date is calculated, indirectly, on the basis of a schedule; 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.

The trust asset underlying the underlying certificate is also a previously issued certificate that represents beneficial ownership interests in separate trusts. The distribution priority of the previously issued certificate backing the underlying certificate may affect the timing and rate of payments on the group 2 securities. You should read the underlying certificate disclosure documents, including the risk factors contained therein, to understand the distribution priorities and related risks of the previously issued certificate backing this underlying certificate.

This supplement contains no information as to whether the underlying certificate has adhered to its applicable principal balance schedule, whether any related supporting classes remain 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 documents.

***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 2 securities and, in particular, the support, interest only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

The residual securities may experience significant adverse tax timing consequences.

Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain 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 and 3)

The Group 1 and 3 Trust Assets are either:

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

Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued prior to July 1, 2003 bears interest at a Mortgage Rate 0.50% to 1.50% per annum greater than the related Certificate Rate. Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate issued on or after July 1, 2003 bears interest at a

Mortgage Rate 0.25% to 0.75% per annum greater than the related Certificate Rate. Ginnie Mae receives a fee (the “Ginnie Mae Certificate Guaranty Fee”) for its guaranty of each Ginnie Mae II MBS Certificate of 0.06% per annum of the outstanding principal balance of each related Mortgage Loan. The difference between (a) the Mortgage Rate and (b) the sum of the Certificate Rate and the rate of the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

### **The Underlying Certificate (Group 2)**

The Group 2 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 separate Series of certificates described in the Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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 term to maturity, loan age and mortgage rate of the Mortgage Loans underlying the related Ginnie Mae Certificates.

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1 and 3 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 and 3 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 Mortgage Rates of the Mortgage Loans underlying the Trust MBS. However, the actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the Weighted Average Lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

### **The Trustee Fee**

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

## **GINNIE MAE GUARANTY**

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

## **DESCRIPTION OF THE SECURITIES**

### **General**

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

### **Form of Securities**

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

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

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

### **Distributions**

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

## Interest Distributions

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

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

### *Categories of Classes*

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

### *Accrual Periods*

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

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

### *Fixed Rate Classes*

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

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

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

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

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

### *Accrual Classes*

Each of Classes DZ and Z is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

### **Principal Distributions**

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the Accrual Amounts 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 (and any addition to the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

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

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

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

### **Termination**

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

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

### **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1 and 2, 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 and 2, the related REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the 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 45 Broadway, 12<sup>th</sup> Floor, New York, NY 10006, Attention: Trust Administration Ginnie Mae 2012-005. 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); provided, however, that no fee will be payable in respect of an interest only security. The fee must be paid concurrently with the exchange.

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

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

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

### **General**

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

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

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

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

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

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

Investors in the Group 2 Securities are urged to review the discussion under “Risk Factors — The rate of payments on the underlying certificate will directly affect the rate of payments on the group 2 securities” in this Supplement.

### **Accretion Directed Classes**

Classes AC, AD and DP are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Each of Classes AI

and DI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the related Accretion Directed Class or Classes shown under “Terms Sheet — Notional Classes” in this Supplement.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although the Accretion Directed Classes are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

**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>Class</u>	<u>Initial Effective Ranges</u>
<b>PAC I Classes</b>	
PC and PH (in the aggregate) . . . . .	120% PSA through 250% PSA
<b>PAC II Class</b>	
CE . . . . .	145% PSA through 250% PSA

- The principal payment stability of the PAC I Classes will be supported by the PAC II and Support Classes.
- The principal payment stability of the PAC II Class will be supported by the 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 table. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above table, that Class could fail to receive Scheduled Payments.

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

If the related Mortgage Loans prepay at rates that are generally below the Effective Range for any PAC Class, the amount available to pay principal on the Securities may be insufficient to produce

Scheduled Payments on such 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**

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 January 2012, 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 and 3 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 3 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 or 3 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and 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 Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in February 2012.

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

5. The Closing Date for the Securities is January 30, 2012.

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 Documents.

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 20th day of the month 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 AC, AD, AE, AG, AI, CH, CI, CJ, CK, CL, CM, CN, CP, CT, CU, DA, DB, DC, DE, DG, DH, DJ, DK, DL and ID					Class Z				
	0%	100%	222%	400%	500%	0%	100%	222%	400%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
January 2013 . . . . .	97	95	92	88	86	104	104	104	104	104
January 2014 . . . . .	94	87	78	67	61	107	107	107	107	107
January 2015 . . . . .	91	77	62	42	33	111	111	111	111	111
January 2016 . . . . .	88	67	47	23	13	115	115	115	115	115
January 2017 . . . . .	85	59	35	9	0	119	119	119	119	113
January 2018 . . . . .	82	50	24	0	0	123	123	123	115	77
January 2019 . . . . .	78	42	14	0	0	128	128	128	85	53
January 2020 . . . . .	74	35	6	0	0	132	132	132	63	36
January 2021 . . . . .	70	28	0	0	0	137	137	130	46	24
January 2022 . . . . .	66	21	0	0	0	142	142	109	34	16
January 2023 . . . . .	62	14	0	0	0	147	147	91	25	11
January 2024 . . . . .	57	8	0	0	0	152	152	76	18	8
January 2025 . . . . .	53	2	0	0	0	158	158	63	13	5
January 2026 . . . . .	48	0	0	0	0	163	150	53	10	3
January 2027 . . . . .	43	0	0	0	0	169	134	43	7	2
January 2028 . . . . .	37	0	0	0	0	175	120	36	5	1
January 2029 . . . . .	32	0	0	0	0	181	106	29	4	1
January 2030 . . . . .	26	0	0	0	0	188	94	24	3	1
January 2031 . . . . .	19	0	0	0	0	194	82	19	2	0
January 2032 . . . . .	13	0	0	0	0	201	71	15	1	0
January 2033 . . . . .	6	0	0	0	0	208	61	12	1	0
January 2034 . . . . .	0	0	0	0	0	212	52	10	1	0
January 2035 . . . . .	0	0	0	0	0	190	43	7	0	0
January 2036 . . . . .	0	0	0	0	0	167	35	6	0	0
January 2037 . . . . .	0	0	0	0	0	142	28	4	0	0
January 2038 . . . . .	0	0	0	0	0	117	21	3	0	0
January 2039 . . . . .	0	0	0	0	0	90	15	2	0	0
January 2040 . . . . .	0	0	0	0	0	61	9	1	0	0
January 2041 . . . . .	0	0	0	0	0	31	4	0	0	0
January 2042 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	12.7	6.3	4.1	2.8	2.4	26.2	19.9	13.9	9.1	7.5

Security Group 2 PSA Prepayment Assumption Rates										
Distribution Date	Classes DI and DP					Class DZ				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100
January 2013 . . . . .	97	90	87	87	87	104	104	104	104	104
January 2014 . . . . .	95	80	74	74	69	108	108	108	108	108
January 2015 . . . . .	92	70	62	62	49	113	113	113	113	113
January 2016 . . . . .	89	62	51	49	34	117	117	117	117	117
January 2017 . . . . .	86	53	41	37	22	122	122	122	122	122
January 2018 . . . . .	83	45	32	27	14	127	127	127	127	127
January 2019 . . . . .	79	38	24	19	7	132	132	132	132	132
January 2020 . . . . .	76	31	17	13	2	138	138	138	138	138
January 2021 . . . . .	72	24	11	7	0	143	143	143	143	120
January 2022 . . . . .	68	18	6	3	0	149	149	149	149	88
January 2023 . . . . .	63	12	2	0	0	155	155	155	149	65
January 2024 . . . . .	59	7	0	0	0	161	161	148	117	47
January 2025 . . . . .	54	1	0	0	0	168	168	119	92	35
January 2026 . . . . .	49	0	0	0	0	175	129	94	72	25
January 2027 . . . . .	44	0	0	0	0	182	76	75	56	18
January 2028 . . . . .	39	0	0	0	0	189	59	59	43	13
January 2029 . . . . .	33	0	0	0	0	197	46	46	33	9
January 2030 . . . . .	27	0	0	0	0	205	36	36	25	7
January 2031 . . . . .	20	0	0	0	0	214	27	27	19	5
January 2032 . . . . .	14	0	0	0	0	222	21	21	14	3
January 2033 . . . . .	7	0	0	0	0	231	16	16	10	2
January 2034 . . . . .	0	0	0	0	0	229	11	11	8	1
January 2035 . . . . .	0	0	0	0	0	140	8	8	5	1
January 2036 . . . . .	0	0	0	0	0	47	5	5	3	1
January 2037 . . . . .	0	0	0	0	0	3	3	3	2	0
January 2038 . . . . .	0	0	0	0	0	2	2	2	1	0
January 2039 . . . . .	0	0	0	0	0	1	1	1	0	0
January 2040 . . . . .	0	0	0	0	0	0	0	0	0	0
January 2041 . . . . .	0	0	0	0	0	0	0	0	0	0
January 2042 . . . . .	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years) . . . . .	13.0	5.8	4.6	4.3	3.3	23.3	16.1	15.7	14.7	11.7

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class CA					Class CB					Class CD				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2013	100	100	87	75	39	100	100	100	100	100	100	100	100	100	100
January 2014	100	100	70	43	0	100	100	100	100	0	100	100	100	100	0
January 2015	100	100	56	18	0	100	100	100	100	0	100	100	100	100	0
January 2016	100	100	46	2	0	100	100	100	100	0	100	100	100	100	0
January 2017	100	100	40	0	0	100	100	100	0	0	100	100	100	72	0
January 2018	100	100	35	0	0	100	100	100	0	0	100	100	100	17	0
January 2019	100	100	33	0	0	100	100	100	0	0	100	100	100	0	0
January 2020	100	100	32	0	0	100	100	100	0	0	100	100	100	0	0
January 2021	100	100	30	0	0	100	100	100	0	0	100	100	100	0	0
January 2022	100	100	27	0	0	100	100	100	0	0	100	100	100	0	0
January 2023	100	100	23	0	0	100	100	100	0	0	100	100	100	0	0
January 2024	100	100	20	0	0	100	100	100	0	0	100	100	100	0	0
January 2025	100	100	16	0	0	100	100	100	0	0	100	100	100	0	0
January 2026	100	94	13	0	0	100	100	100	0	0	100	100	100	0	0
January 2027	100	85	10	0	0	100	100	100	0	0	100	100	100	0	0
January 2028	100	75	6	0	0	100	100	100	0	0	100	100	100	0	0
January 2029	100	66	3	0	0	100	100	100	0	0	100	100	100	0	0
January 2030	100	57	1	0	0	100	100	100	0	0	100	100	100	0	0
January 2031	100	48	0	0	0	100	100	68	0	0	100	100	100	0	0
January 2032	100	40	0	0	0	100	100	30	0	0	100	100	100	0	0
January 2033	100	32	0	0	0	100	100	0	0	0	100	100	97	0	0
January 2034	100	24	0	0	0	100	100	0	0	0	100	100	78	0	0
January 2035	100	17	0	0	0	100	100	0	0	0	100	100	62	0	0
January 2036	100	10	0	0	0	100	100	0	0	0	100	100	47	0	0
January 2037	100	4	0	0	0	100	100	0	0	0	100	100	34	0	0
January 2038	100	0	0	0	0	100	67	0	0	0	100	100	23	0	0
January 2039	100	0	0	0	0	100	0	0	0	0	100	87	14	0	0
January 2040	68	0	0	0	0	100	0	0	0	0	100	37	5	0	0
January 2041	27	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.5	19.0	6.0	1.9	0.8	29.7	26.2	19.5	4.4	1.6	29.9	27.8	24.1	5.4	1.7

**PSA Prepayment Assumption Rates**

Distribution Date	Class CE					Class CG					Classes FA and SA					
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
January 2013	100	100	83	83	83	100	100	100	100	100	100	99	94	91	89	84
January 2014	100	100	60	60	8	100	100	100	100	0	97	86	79	75	63	
January 2015	100	100	41	41	0	100	100	100	100	0	96	78	68	62	47	
January 2016	100	100	26	26	0	100	100	100	100	0	94	71	59	52	35	
January 2017	100	100	14	14	0	100	100	100	100	0	92	64	50	43	26	
January 2018	100	100	6	6	0	100	100	100	100	0	91	58	43	36	19	
January 2019	100	100	1	1	0	100	100	100	62	0	89	52	37	30	14	
January 2020	100	99	0	0	0	100	100	100	0	0	87	47	32	24	11	
January 2021	100	90	0	0	0	100	100	100	0	0	85	43	27	20	8	
January 2022	100	76	0	0	0	100	100	100	0	0	83	38	23	17	6	
January 2023	100	57	0	0	0	100	100	100	0	0	80	34	20	14	4	
January 2024	100	34	0	0	0	100	100	100	0	0	78	31	17	11	3	
January 2025	100	10	0	0	0	100	100	100	0	0	75	27	14	9	2	
January 2026	100	0	0	0	0	100	100	100	0	0	72	24	12	7	2	
January 2027	100	0	0	0	0	100	100	100	0	0	69	21	10	6	1	
January 2028	100	0	0	0	0	100	100	100	0	0	66	19	8	5	1	
January 2029	100	0	0	0	0	100	100	100	0	0	63	16	7	4	1	
January 2030	100	0	0	0	0	100	100	100	0	0	60	14	6	3	0	
January 2031	100	0	0	0	0	100	100	100	0	0	56	12	5	2	0	
January 2032	100	0	0	0	0	100	100	100	0	0	52	10	4	2	0	
January 2033	100	0	0	0	0	100	100	100	0	0	48	9	3	1	0	
January 2034	100	0	0	0	0	100	100	100	0	0	44	7	2	1	0	
January 2035	100	0	0	0	0	100	100	100	0	0	40	6	2	1	0	
January 2036	100	0	0	0	0	100	100	100	0	0	35	5	1	1	0	
January 2037	100	0	0	0	0	100	100	100	0	0	30	3	1	0	0	
January 2038	100	0	0	0	0	100	100	100	0	0	24	2	1	0	0	
January 2039	19	0	0	0	0	100	100	100	0	0	19	1	0	0	0	
January 2040	0	0	0	0	0	100	100	100	0	0	13	1	0	0	0	
January 2041	0	0	0	0	0	100	0	0	0	0	7	0	0	0	0	
January 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)	26.7	11.2	2.8	2.8	1.6	30.0	28.8	28.8	7.2	1.7	19.0	9.3	6.7	5.7	3.8	

Security Group 3 PSA Prepayment Assumption Rates															
Distribution Date	Class P					Class PC					Class PH				
	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%	0%	120%	200%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2013	98	92	92	92	92	98	92	92	92	92	100	100	100	100	100
January 2014	96	81	81	81	81	96	81	81	81	81	100	100	100	100	100
January 2015	94	71	71	71	61	94	70	70	70	60	100	100	100	100	100
January 2016	92	62	62	62	45	92	61	61	61	44	100	100	100	100	100
January 2017	90	53	53	53	34	90	52	52	52	32	100	100	100	100	100
January 2018	88	46	46	46	25	88	44	44	44	23	100	100	100	100	100
January 2019	85	38	38	38	19	85	36	36	36	16	100	100	100	100	100
January 2020	83	32	32	32	14	82	29	29	29	11	100	100	100	100	100
January 2021	80	26	26	26	10	80	24	24	24	7	100	100	100	100	100
January 2022	77	21	21	21	7	77	19	19	19	4	100	100	100	100	100
January 2023	74	18	18	18	5	73	15	15	15	2	100	100	100	100	100
January 2024	71	14	14	14	4	70	12	12	12	1	100	100	100	100	100
January 2025	68	12	12	12	3	67	9	9	9	0	100	100	100	100	90
January 2026	64	10	10	10	2	63	7	7	7	0	100	100	100	100	65
January 2027	60	8	8	8	2	59	5	5	5	0	100	100	100	100	47
January 2028	56	6	6	6	1	55	3	3	3	0	100	100	100	100	34
January 2029	52	5	5	5	1	51	2	2	2	0	100	100	100	100	24
January 2030	48	4	4	4	1	46	1	1	1	0	100	100	100	100	17
January 2031	43	3	3	3	0	41	0	0	0	0	100	96	96	96	12
January 2032	38	2	2	2	0	36	0	0	0	0	100	75	75	75	8
January 2033	33	2	2	2	0	31	0	0	0	0	100	58	58	58	6
January 2034	27	1	1	1	0	25	0	0	0	0	100	44	44	44	4
January 2035	21	1	1	1	0	19	0	0	0	0	100	32	32	32	3
January 2036	15	1	1	1	0	12	0	0	0	0	100	23	23	23	2
January 2037	9	1	1	1	0	6	0	0	0	0	100	16	16	16	1
January 2038	2	0	0	0	0	0	0	0	0	0	57	10	10	10	1
January 2039	0	0	0	0	0	0	0	0	0	0	6	6	6	6	0
January 2040	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
January 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.2	6.6	6.6	6.6	4.6	15.9	6.1	6.1	6.1	4.2	26.2	22.1	22.1	22.1	15.7

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 2 Securities, the investor’s own projection of 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 Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount, slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Class. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Class. In addition, the Floating Rate Class will not necessarily benefit from a higher yield at high levels of LIBOR because the rate on such Class is capped at the 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 50 days earlier.

**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 Class, at various constant levels of LIBOR.

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

The yields were calculated by

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

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and

consequently do not purport to reflect the return on any investment in any Class when those reinvestment rates are considered.

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

### SECURITY GROUP 1

#### Sensitivity of Class AI to Prepayments Assumed Price 12.5%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>222%</u>	<u>268%</u>	<u>400%</u>	<u>500%</u>
16.1%	4.6%	0.1%	(12.8)%	(22.1)%

#### Sensitivity of Class CI to Prepayments Assumed Price 12.375%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>222%</u>	<u>272%</u>	<u>400%</u>	<u>500%</u>
16.4%	5.0%	0.1%	(12.3)%	(21.6)%

#### Sensitivity of Class ID to Prepayments Assumed Price 12.375%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>222%</u>	<u>272%</u>	<u>400%</u>	<u>500%</u>
16.4%	5.0%	0.1%	(12.3)%	(21.6)%

### SECURITY GROUP 2

#### Sensitivity of Class DI to Prepayments Assumed Price 17.0%\*

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>385%</u>	<u>400%</u>
15.2%	9.3%	7.5%	0.1%	(1.4)%

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

### SECURITY GROUP 3

#### Sensitivity of Class SA to Prepayments Assumed Price 19.0%\*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>120%</u>	<u>200%</u>	<u>250%</u>	<u>400%</u>
0.150% . . . . .	23.6%	18.5%	15.3%	5.4%
0.290% . . . . .	22.7%	17.7%	14.5%	4.6%
3.195% . . . . .	5.5%	0.6%	(2.6)%	(12.3)%
6.100% and above . . . . .	**	**	**	**

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

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

#### CERTAIN 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 Cadwalader, Wickersham & Taft 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 and Accrual Classes of Regular Securities will be issued with original issue discount (“OID”), and certain other Classes of Regular Securities may be issued with OID. *See “Certain 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 222% PSA in the case of the Group 1 Securities and 200% PSA in the case of

the Group 2 and 3 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain 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 assumptions 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 from (1) January 1, 2012 on the Fixed Rate Classes and (2) January 20, 2012 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

### **INCREASE IN SIZE**

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

### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cadwalader, Wickersham & Taft LLP and Marcell Solomon & Associates PC, Bowie, Maryland, and for the Trustee by Aini & Lazar PLLC, Brooklyn, New York.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
<b>Combination 1(5)</b>								
AC	\$200,000,000	CH	\$200,000,000	SEQ/AD	1.00%	FIX	38378CB48	December 2033
		CI	128,571,428	NTL(SEQ/AD)	3.50	FIX/IO	38378CB55	December 2033
		CJ	200,000,000	SEQ/AD	1.25	FIX	38378CB63	December 2033
		CK	200,000,000	SEQ/AD	1.50	FIX	38378CB71	December 2033
		CL	200,000,000	SEQ/AD	1.75	FIX	38378CB89	December 2033
		CM	200,000,000	SEQ/AD	2.00	FIX	38378CB97	December 2033
		CN	200,000,000	SEQ/AD	2.25	FIX	38378CC21	December 2033
		CP	200,000,000	SEQ/AD	2.50	FIX	38378CC39	December 2033
		CT	200,000,000	SEQ/AD	2.75	FIX	38378CC47	December 2033
		CU	200,000,000	SEQ/AD	3.00	FIX	38378CC54	December 2033
<b>Combination 2(5)</b>								
AD	\$200,000,000	DA	\$200,000,000	SEQ/AD	1.00%	FIX	38378CC62	December 2033
		DB	200,000,000	SEQ/AD	1.25	FIX	38378CC70	December 2033
		DC	200,000,000	SEQ/AD	1.50	FIX	38378CC88	December 2033
		DE	200,000,000	SEQ/AD	1.75	FIX	38378CC96	December 2033
		DG	200,000,000	SEQ/AD	2.00	FIX	38378CD20	December 2033
		DH	200,000,000	SEQ/AD	2.25	FIX	38378CD38	December 2033
		DJ	200,000,000	SEQ/AD	2.50	FIX	38378CD46	December 2033
		DK	200,000,000	SEQ/AD	2.75	FIX	38378CD53	December 2033
		DL	200,000,000	SEQ/AD	3.00	FIX	38378CD61	December 2033
		ID	128,571,428	NTL(SEQ/AD)	3.50	FIX/IO	38378CD79	December 2033
<b>Combination 3</b>								
AC	\$200,000,000	AE	\$200,000,000	SEQ/AD	3.50%	FIX	38378CD87	December 2033
AI	14,285,714							
<b>Combination 4</b>								
AD	\$200,000,000	AG	\$200,000,000	SEQ/AD	3.50%	FIX	38378CD95	December 2033
AI	14,285,714							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 3</b>								
<b>Combination 5</b>								
PC	\$ 44,000,000	P	\$ 45,459,515	PAC I	3.00%	FIX	38378CE29	January 2042
PH	1,459,515							

(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) In the case of Combinations 1 and 2, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

## SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
Initial Balance . . . . .	\$45,459,515.00	\$3,168,000.00
February 2012 . . . . .	45,217,909.64	3,135,027.43
March 2012 . . . . .	44,964,758.68	3,099,736.74
April 2012 . . . . .	44,700,187.22	3,062,172.75
May 2012 . . . . .	44,424,327.40	3,022,383.45
June 2012 . . . . .	44,137,318.29	2,980,419.96
July 2012 . . . . .	43,839,305.82	2,936,336.35
August 2012 . . . . .	43,530,442.60	2,890,189.72
September 2012 . . . . .	43,210,887.84	2,842,039.98
October 2012 . . . . .	42,880,807.20	2,791,949.85
November 2012 . . . . .	42,540,372.65	2,739,984.73
December 2012 . . . . .	42,189,762.31	2,686,212.62
January 2013 . . . . .	41,829,160.33	2,630,704.00
February 2013 . . . . .	41,458,756.69	2,573,531.75
March 2013 . . . . .	41,078,747.05	2,514,771.03
April 2013 . . . . .	40,689,332.60	2,454,499.15
May 2013 . . . . .	40,290,719.85	2,392,795.47
June 2013 . . . . .	39,883,120.44	2,329,741.28
July 2013 . . . . .	39,466,751.01	2,265,419.65
August 2013 . . . . .	39,053,188.41	2,202,254.26
September 2013 . . . . .	38,642,414.64	2,140,231.86
October 2013 . . . . .	38,234,411.79	2,079,339.34
November 2013 . . . . .	37,829,162.09	2,019,563.67
December 2013 . . . . .	37,426,647.87	1,960,891.99
January 2014 . . . . .	37,026,851.57	1,903,311.55
February 2014 . . . . .	36,629,755.74	1,846,809.73
March 2014 . . . . .	36,235,343.04	1,791,374.01
April 2014 . . . . .	35,843,596.25	1,736,992.02
May 2014 . . . . .	35,454,498.24	1,683,651.49
June 2014 . . . . .	35,068,032.00	1,631,340.29
July 2014 . . . . .	34,684,180.62	1,580,046.39
August 2014 . . . . .	34,302,927.31	1,529,757.87
September 2014 . . . . .	33,924,255.37	1,480,462.96
October 2014 . . . . .	33,548,148.21	1,432,149.97
November 2014 . . . . .	33,174,589.35	1,384,807.35
December 2014 . . . . .	32,803,562.41	1,338,423.64
January 2015 . . . . .	32,435,051.11	1,292,987.51

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
February 2015 . . . . .	\$32,069,039.28	\$1,248,487.73
March 2015 . . . . .	31,705,510.85	1,204,913.18
April 2015 . . . . .	31,344,449.83	1,162,252.87
May 2015. . . . .	30,985,840.37	1,120,495.89
June 2015 . . . . .	30,629,666.70	1,079,631.44
July 2015 . . . . .	30,275,913.13	1,039,648.86
August 2015 . . . . .	29,924,564.10	1,000,537.55
September 2015. . . . .	29,575,604.13	962,287.05
October 2015 . . . . .	29,229,017.84	924,886.98
November 2015. . . . .	28,884,789.97	888,327.05
December 2015 . . . . .	28,542,905.31	852,597.13
January 2016 . . . . .	28,203,348.79	817,687.13
February 2016 . . . . .	27,866,105.40	783,587.09
March 2016 . . . . .	27,531,160.26	750,287.14
April 2016 . . . . .	27,198,498.56	717,777.49
May 2016. . . . .	26,868,105.58	686,048.49
June 2016 . . . . .	26,539,966.70	655,090.57
July 2016 . . . . .	26,214,067.41	624,894.21
August 2016 . . . . .	25,890,393.26	595,450.05
September 2016. . . . .	25,568,929.91	566,748.79
October 2016 . . . . .	25,249,663.11	538,781.23
November 2016. . . . .	24,932,578.69	511,538.25
December 2016. . . . .	24,617,662.58	485,010.85
January 2017 . . . . .	24,304,900.80	459,190.07
February 2017 . . . . .	23,994,279.44	434,067.10
March 2017 . . . . .	23,685,784.69	409,633.19
April 2017 . . . . .	23,379,402.85	385,879.64
May 2017. . . . .	23,075,120.25	362,797.92
June 2017 . . . . .	22,772,923.37	340,379.51
July 2017 . . . . .	22,472,798.73	318,616.02
August 2017 . . . . .	22,174,732.95	297,499.13
September 2017. . . . .	21,878,712.74	277,020.60
October 2017 . . . . .	21,584,724.89	257,172.27
November 2017. . . . .	21,292,756.26	237,946.09
December 2017 . . . . .	21,002,793.82	219,334.05
January 2018 . . . . .	20,714,824.60	201,328.25
February 2018 . . . . .	20,428,835.72	183,920.87
March 2018 . . . . .	20,144,814.37	167,104.16
April 2018 . . . . .	19,862,747.85	150,870.45
May 2018. . . . .	19,582,623.51	135,212.13
June 2018 . . . . .	19,304,428.80	120,121.71

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
July 2018 . . . . .	\$19,028,151.22	\$ 105,591.75
August 2018 . . . . .	18,753,778.39	91,614.88
September 2018 . . . . .	18,481,297.98	78,183.81
October 2018 . . . . .	18,210,697.75	65,291.33
November 2018 . . . . .	17,941,965.52	52,930.32
December 2018 . . . . .	17,675,089.21	41,093.70
January 2019 . . . . .	17,410,056.81	29,774.47
February 2019 . . . . .	17,146,856.37	18,965.72
March 2019 . . . . .	16,885,476.03	10,174.88
April 2019 . . . . .	16,625,904.00	3,598.22
May 2019 . . . . .	16,368,128.57	0.00
June 2019 . . . . .	16,112,138.11	0.00
July 2019 . . . . .	15,857,921.04	0.00
August 2019 . . . . .	15,607,290.89	0.00
September 2019 . . . . .	15,360,401.53	0.00
October 2019 . . . . .	15,117,198.99	0.00
November 2019 . . . . .	14,877,630.03	0.00
December 2019 . . . . .	14,641,642.22	0.00
January 2020 . . . . .	14,409,183.81	0.00
February 2020 . . . . .	14,180,203.82	0.00
March 2020 . . . . .	13,954,651.99	0.00
April 2020 . . . . .	13,732,478.75	0.00
May 2020 . . . . .	13,513,635.24	0.00
June 2020 . . . . .	13,298,073.30	0.00
July 2020 . . . . .	13,085,745.43	0.00
August 2020 . . . . .	12,876,604.84	0.00
September 2020 . . . . .	12,670,605.35	0.00
October 2020 . . . . .	12,467,701.48	0.00
November 2020 . . . . .	12,267,848.37	0.00
December 2020 . . . . .	12,071,001.80	0.00
January 2021 . . . . .	11,877,118.18	0.00
February 2021 . . . . .	11,686,154.54	0.00
March 2021 . . . . .	11,498,068.50	0.00
April 2021 . . . . .	11,312,818.30	0.00
May 2021 . . . . .	11,130,362.77	0.00
June 2021 . . . . .	10,950,661.31	0.00
July 2021 . . . . .	10,773,673.92	0.00
August 2021 . . . . .	10,599,361.14	0.00
September 2021 . . . . .	10,427,684.10	0.00
October 2021 . . . . .	10,258,604.44	0.00
November 2021 . . . . .	10,092,084.39	0.00

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
December 2021 . . . . .	\$ 9,928,086.69	\$ 0.00
January 2022 . . . . .	9,766,574.62	0.00
February 2022 . . . . .	9,607,511.96	0.00
March 2022 . . . . .	9,450,863.03	0.00
April 2022 . . . . .	9,296,592.66	0.00
May 2022 . . . . .	9,144,666.15	0.00
June 2022 . . . . .	8,995,049.32	0.00
July 2022 . . . . .	8,847,708.46	0.00
August 2022 . . . . .	8,702,610.36	0.00
September 2022 . . . . .	8,559,722.26	0.00
October 2022 . . . . .	8,419,011.88	0.00
November 2022 . . . . .	8,280,447.40	0.00
December 2022 . . . . .	8,143,997.43	0.00
January 2023 . . . . .	8,009,631.07	0.00
February 2023 . . . . .	7,877,317.82	0.00
March 2023 . . . . .	7,747,027.63	0.00
April 2023 . . . . .	7,618,730.88	0.00
May 2023 . . . . .	7,492,398.38	0.00
June 2023 . . . . .	7,368,001.34	0.00
July 2023 . . . . .	7,245,511.39	0.00
August 2023 . . . . .	7,124,900.55	0.00
September 2023 . . . . .	7,006,141.28	0.00
October 2023 . . . . .	6,889,206.37	0.00
November 2023 . . . . .	6,774,069.06	0.00
December 2023 . . . . .	6,660,702.94	0.00
January 2024 . . . . .	6,549,081.98	0.00
February 2024 . . . . .	6,439,180.52	0.00
March 2024 . . . . .	6,330,973.27	0.00
April 2024 . . . . .	6,224,435.32	0.00
May 2024 . . . . .	6,119,542.08	0.00
June 2024 . . . . .	6,016,269.35	0.00
July 2024 . . . . .	5,914,593.24	0.00
August 2024 . . . . .	5,814,490.23	0.00
September 2024 . . . . .	5,715,937.12	0.00
October 2024 . . . . .	5,618,911.05	0.00
November 2024 . . . . .	5,523,389.49	0.00
December 2024 . . . . .	5,429,350.22	0.00
January 2025 . . . . .	5,336,771.35	0.00
February 2025 . . . . .	5,245,631.31	0.00
March 2025 . . . . .	5,155,908.81	0.00
April 2025 . . . . .	5,067,582.91	0.00

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
May 2025 . . . . .	\$ 4,980,632.93	\$ 0.00
June 2025 . . . . .	4,895,038.50	0.00
July 2025 . . . . .	4,810,779.56	0.00
August 2025 . . . . .	4,727,836.31	0.00
September 2025 . . . . .	4,646,189.25	0.00
October 2025 . . . . .	4,565,819.15	0.00
November 2025 . . . . .	4,486,707.09	0.00
December 2025 . . . . .	4,408,834.37	0.00
January 2026 . . . . .	4,332,182.59	0.00
February 2026 . . . . .	4,256,733.61	0.00
March 2026 . . . . .	4,182,469.56	0.00
April 2026 . . . . .	4,109,372.81	0.00
May 2026 . . . . .	4,037,426.00	0.00
June 2026 . . . . .	3,966,612.00	0.00
July 2026 . . . . .	3,896,913.94	0.00
August 2026 . . . . .	3,828,315.19	0.00
September 2026 . . . . .	3,760,799.37	0.00
October 2026 . . . . .	3,694,350.32	0.00
November 2026 . . . . .	3,628,952.12	0.00
December 2026 . . . . .	3,564,589.09	0.00
January 2027 . . . . .	3,501,245.76	0.00
February 2027 . . . . .	3,438,906.88	0.00
March 2027 . . . . .	3,377,557.45	0.00
April 2027 . . . . .	3,317,182.65	0.00
May 2027 . . . . .	3,257,767.89	0.00
June 2027 . . . . .	3,199,298.81	0.00
July 2027 . . . . .	3,141,761.22	0.00
August 2027 . . . . .	3,085,141.16	0.00
September 2027 . . . . .	3,029,424.87	0.00
October 2027 . . . . .	2,974,598.79	0.00
November 2027 . . . . .	2,920,649.54	0.00
December 2027 . . . . .	2,867,563.96	0.00
January 2028 . . . . .	2,815,329.05	0.00
February 2028 . . . . .	2,763,932.03	0.00
March 2028 . . . . .	2,713,360.28	0.00
April 2028 . . . . .	2,663,601.38	0.00
May 2028 . . . . .	2,614,643.08	0.00
June 2028 . . . . .	2,566,473.31	0.00
July 2028 . . . . .	2,519,080.18	0.00
August 2028 . . . . .	2,472,451.97	0.00
September 2028 . . . . .	2,426,577.12	0.00

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
October 2028 . . . . .	\$ 2,381,444.26	\$ 0.00
November 2028 . . . . .	2,337,042.16	0.00
December 2028 . . . . .	2,293,359.78	0.00
January 2029 . . . . .	2,250,386.21	0.00
February 2029 . . . . .	2,208,110.73	0.00
March 2029 . . . . .	2,166,522.76	0.00
April 2029 . . . . .	2,125,611.86	0.00
May 2029 . . . . .	2,085,367.78	0.00
June 2029 . . . . .	2,045,780.38	0.00
July 2029 . . . . .	2,006,839.70	0.00
August 2029 . . . . .	1,968,535.89	0.00
September 2029 . . . . .	1,930,859.28	0.00
October 2029 . . . . .	1,893,800.32	0.00
November 2029 . . . . .	1,857,349.60	0.00
December 2029 . . . . .	1,821,497.86	0.00
January 2030 . . . . .	1,786,235.96	0.00
February 2030 . . . . .	1,751,554.90	0.00
March 2030 . . . . .	1,717,445.83	0.00
April 2030 . . . . .	1,683,899.98	0.00
May 2030 . . . . .	1,650,908.77	0.00
June 2030 . . . . .	1,618,463.70	0.00
July 2030 . . . . .	1,586,556.42	0.00
August 2030 . . . . .	1,555,178.68	0.00
September 2030 . . . . .	1,524,322.37	0.00
October 2030 . . . . .	1,493,979.49	0.00
November 2030 . . . . .	1,464,142.17	0.00
December 2030 . . . . .	1,434,802.63	0.00
January 2031 . . . . .	1,405,953.23	0.00
February 2031 . . . . .	1,377,586.43	0.00
March 2031 . . . . .	1,349,694.80	0.00
April 2031 . . . . .	1,322,271.02	0.00
May 2031 . . . . .	1,295,307.89	0.00
June 2031 . . . . .	1,268,798.29	0.00
July 2031 . . . . .	1,242,735.23	0.00
August 2031 . . . . .	1,217,111.81	0.00
September 2031 . . . . .	1,191,921.23	0.00
October 2031 . . . . .	1,167,156.81	0.00
November 2031 . . . . .	1,142,811.94	0.00
December 2031 . . . . .	1,118,880.12	0.00
January 2032 . . . . .	1,095,354.95	0.00
February 2032 . . . . .	1,072,230.13	0.00

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
March 2032 . . . . .	\$ 1,049,499.43	\$ 0.00
April 2032 . . . . .	1,027,156.73	0.00
May 2032 . . . . .	1,005,196.00	0.00
June 2032 . . . . .	983,611.30	0.00
July 2032 . . . . .	962,396.76	0.00
August 2032 . . . . .	941,546.62	0.00
September 2032 . . . . .	921,055.20	0.00
October 2032 . . . . .	900,916.89	0.00
November 2032 . . . . .	881,126.18	0.00
December 2032 . . . . .	861,677.64	0.00
January 2033 . . . . .	842,565.90	0.00
February 2033 . . . . .	823,785.69	0.00
March 2033 . . . . .	805,331.83	0.00
April 2033 . . . . .	787,199.18	0.00
May 2033 . . . . .	769,382.70	0.00
June 2033 . . . . .	751,877.43	0.00
July 2033 . . . . .	734,678.47	0.00
August 2033 . . . . .	717,781.00	0.00
September 2033 . . . . .	701,180.27	0.00
October 2033 . . . . .	684,871.60	0.00
November 2033 . . . . .	668,850.38	0.00
December 2033 . . . . .	653,112.07	0.00
January 2034 . . . . .	637,652.20	0.00
February 2034 . . . . .	622,466.36	0.00
March 2034 . . . . .	607,550.21	0.00
April 2034 . . . . .	592,899.48	0.00
May 2034 . . . . .	578,509.95	0.00
June 2034 . . . . .	564,377.48	0.00
July 2034 . . . . .	550,497.98	0.00
August 2034 . . . . .	536,867.43	0.00
September 2034 . . . . .	523,481.85	0.00
October 2034 . . . . .	510,337.35	0.00
November 2034 . . . . .	497,430.08	0.00
December 2034 . . . . .	484,756.24	0.00
January 2035 . . . . .	472,312.12	0.00
February 2035 . . . . .	460,094.02	0.00
March 2035 . . . . .	448,098.33	0.00
April 2035 . . . . .	436,321.48	0.00
May 2035 . . . . .	424,759.96	0.00
June 2035 . . . . .	413,410.32	0.00
July 2035 . . . . .	402,269.13	0.00

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
August 2035 . . . . .	\$ 391,333.05	\$ 0.00
September 2035. . . . .	380,598.77	0.00
October 2035 . . . . .	370,063.04	0.00
November 2035. . . . .	359,722.64	0.00
December 2035. . . . .	349,574.42	0.00
January 2036 . . . . .	339,615.27	0.00
February 2036 . . . . .	329,842.12	0.00
March 2036 . . . . .	320,251.96	0.00
April 2036 . . . . .	310,841.82	0.00
May 2036. . . . .	301,608.76	0.00
June 2036 . . . . .	292,549.91	0.00
July 2036 . . . . .	283,662.44	0.00
August 2036 . . . . .	274,943.53	0.00
September 2036. . . . .	266,390.45	0.00
October 2036 . . . . .	258,000.47	0.00
November 2036. . . . .	249,770.94	0.00
December 2036. . . . .	241,699.21	0.00
January 2037 . . . . .	233,782.71	0.00
February 2037 . . . . .	226,018.88	0.00
March 2037 . . . . .	218,405.21	0.00
April 2037 . . . . .	210,939.22	0.00
May 2037. . . . .	203,618.49	0.00
June 2037 . . . . .	196,440.62	0.00
July 2037 . . . . .	189,403.24	0.00
August 2037 . . . . .	182,504.04	0.00
September 2037. . . . .	175,740.71	0.00
October 2037 . . . . .	169,111.01	0.00
November 2037. . . . .	162,612.71	0.00
December 2037 . . . . .	156,243.64	0.00
January 2038 . . . . .	150,001.64	0.00
February 2038 . . . . .	143,884.58	0.00
March 2038 . . . . .	137,890.39	0.00
April 2038 . . . . .	132,017.01	0.00
May 2038. . . . .	126,262.42	0.00
June 2038 . . . . .	120,624.62	0.00
July 2038 . . . . .	115,101.65	0.00
August 2038 . . . . .	109,691.59	0.00
September 2038. . . . .	104,392.53	0.00
October 2038 . . . . .	99,202.60	0.00
November 2038. . . . .	94,119.95	0.00
December 2038. . . . .	89,142.78	0.00

<u>Distribution Date</u>	<u>Classes PC and PH (in the aggregate)</u>	<u>Class CE</u>
January 2039 . . . . .	\$ 84,269.30	\$ 0.00
February 2039 . . . . .	79,497.75	0.00
March 2039 . . . . .	74,826.39	0.00
April 2039 . . . . .	70,253.53	0.00
May 2039 . . . . .	65,777.49	0.00
June 2039 . . . . .	61,396.60	0.00
July 2039 . . . . .	57,109.26	0.00
August 2039 . . . . .	52,913.85	0.00
September 2039 . . . . .	48,808.81	0.00
October 2039 . . . . .	44,792.57	0.00
November 2039 . . . . .	40,863.62	0.00
December 2039 . . . . .	37,020.44	0.00
January 2040 . . . . .	33,261.57	0.00
February 2040 . . . . .	29,585.53	0.00
March 2040 . . . . .	25,990.91	0.00
April 2040 . . . . .	22,476.28	0.00
May 2040 . . . . .	19,040.27	0.00
June 2040 . . . . .	15,681.49	0.00
July 2040 . . . . .	12,398.60	0.00
August 2040 . . . . .	9,190.29	0.00
September 2040 . . . . .	6,055.24	0.00
October 2040 . . . . .	2,992.17	0.00
November 2040 and thereafter . . . . .	0.00	0.00

Underlying Certificate

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(D)	Final Distribution Date	Principal Type(D)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in Trust	Percentage of Class in Trust	Approximate Weighted Average 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
2	Ginnie Mae	2011-130	NP(4)	September 30, 2011	38877YJZ4	4.0%	FIX	May 2041	SC/PT	\$153,262,342	0.96664923	\$53,999,580	36.4490339055%	5.301%	334	24	II

- (1) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factor is as of January 2012.
- (3) Based on information as of the first Business Day of January 2012.
- (4) Class NP is backed by a previously issued MX certificate, Class P from Ginnie Mae MX Trust 2011-072. Copies of the Cover Page, Terms Sheet and Schedule I from Ginnie Mae REMIC Trust 2011-072 are included in Exhibit B.

**Exhibit B**

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



**\$567,474,815**  
**Government National Mortgage Association**  
**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2011-130**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own certain previously issued certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
FA	\$127,506,490	(5)	SC/PT	FLT	38377YJL5	December 2038
SA	7,160,865	(5)	NTL(SC/PT)	INV/IO	38377YJM3	August 2038
SB	105,783,755	(5)	NTL(SC/PT)	INV/IO	38377YJN1	December 2038
SD	14,561,870	(5)	NTL(SC/PT)	INV/IO	38377YJP6	December 2038
<b>Security Group 2</b>						
IA(1)	66,687,717	4.5%	NTL(SC/PT)	FIX/IO	38377YJQ4	January 2041
OA(1)	57,350,145	0.0	SC/PAC	PO	38377YJR2	April 2040
OB(1)	9,800,960	0.0	SC/PAC	PO	38377YJS0	April 2040
OC(1)	17,947,003	0.0	SC/SUP	PO	38377YJT8	April 2040
<b>Security Group 3</b>						
IM(1)	67,956,384	5.0	NTL(SC/PT)	FIX/IO	38377YJU5	February 2041
OK(1)	17,836,644	0.0	SC/SUP	PO	38377YJV3	May 2040
OM(1)	52,409,364	0.0	SC/PAC	PO	38377YJW1	May 2040
ON(1)	13,585,824	0.0	SC/PAC	PO	38377YJX9	May 2040
<b>Security Group 4</b>						
MP(1)	117,776,043	4.0	SC/PT	FIX	38377YJY7	August 2039
<b>Security Group 5</b>						
NP(1)	153,262,342	4.0	SC/PT	FIX	38377YJZ4	May 2041
<b>Residual</b>						
RR	0	0.0	NPR	NPR	38377YKA7	May 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 Class Notional Balance of each Notional Class will be reduced with the outstanding principal or notional balance of the related Trust Asset Subgroup.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

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

**See "Risk Factors" beginning on page S-7 which highlights some of these risks.**

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

**CREDIT SUISSE**

**SANDGRAIN SECURITIES INC.**

**The date of this Offering Circular Supplement is September 22, 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:** Credit Suisse Securities (USA) LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** September 30, 2011

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2011.

**Trust Assets:**

<u>Trust Asset Group or Subgroup</u> <sup>(1)</sup>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1A	Underlying Certificate	(2)	(2)
1B	Underlying Certificates	(2)	(2)
1C	Underlying Certificate	(2)	(2)
2A	Underlying Certificate	(2)	(2)
2B	Underlying Certificate	(2)	(2)
3A	Underlying Certificate	(2)	(2)
3B	Underlying Certificate	(2)	(2)
4	Underlying Certificate	(2)	(2)
5	Underlying Certificate	(2)	(2)

<sup>(1)</sup> The Group 1 Trust Assets, the Group 2 Trust Assets and the Group 3 Trust Assets consist of subgroups, Subgroup 1A, Subgroup 1B and Subgroup 1C, Subgroup 2A and Subgroup 2B, and Subgroup 3A and Subgroup 3B, respectively (each, a “Subgroup”).

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

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

**Characteristics of the Mortgage Loans Underlying the Trust Assets:** See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities

shown on Schedule I to this Supplement. Under certain circumstances, an MX Class that is a Weighted Average Coupon Class will be subject to mandatory exchange, with no exchange fee, for its related REMIC Securities. See “Description of the Securities — Modification and Exchange” in this Supplement.

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

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

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

<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>
FA . . . . .	LIBOR + 0.40%	0.6305%	0.4%	7.00%	0	0.0%
SA . . . . .	6.60% – LIBOR	0.5500%	0.0%	0.55%	0	6.6%
SB . . . . .	6.60% – LIBOR	0.6000%	0.0%	0.60%	0	6.6%
SD . . . . .	6.60% – LIBOR	0.8500%	0.0%	0.85%	0	6.6%

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

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

<u>Class</u>	<u>Approximate Initial Interest Rate</u>
CA . . . . .	3.0%
CB . . . . .	3.5%
CD . . . . .	4.0%
CE . . . . .	4.5%
PA . . . . .	3.0%
PB . . . . .	3.5%
PC . . . . .	4.0%
PD . . . . .	4.5%
PE . . . . .	5.0%

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

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated to FA, until retired

**SECURITY GROUP 2**

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

1. Sequentially, to OA and OB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To OC, until retired
3. Sequentially, to OA and OB, 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. Sequentially, to OM and ON, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To OK, until retired
3. Sequentially, to OM and ON, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated to MP, until retired

**SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated to NP, 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>Security Group</u>	<u>Class</u>	<u>Structuring Range</u>
2	OA and OB (in the aggregate) . . . . .	130% PSA through 250% PSA
3	OM and ON (in the aggregate)* . . . . .	130% PSA through 250% PSA

\* The initial Effective Range is 130% PSA through 249% 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 Balance indicated or the outstanding principal or notional balance of the related Trust Asset Subgroup indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 1</b>		
SA . . . . .	\$ 7,160,865	100% of the Subgroup 1A Trust Assets
SB . . . . .	105,783,755	100% of the Subgroup 1B Trust Assets
SD . . . . .	14,561,870	100% of the Subgroup 1C Trust Assets
<b>Security Group 2</b>		
IA . . . . .	\$ 66,687,717	100% of the Subgroup 2A Trust Assets
<b>Security Group 3</b>		
IM . . . . .	\$ 67,956,384	100% of the Subgroup 3A Trust Assets
<b>Security Group 4</b>		
MI . . . . .	\$ 78,517,362	66.6666666667% of MP (SC/PT Class)
<b>Security Group 5</b>		
NI . . . . .	\$ 91,957,405	60% of NP (SC/PT Class)

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

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

Underlying Certificates

Trust Asset Group or Subgroup	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type	Final Distribution Date	Principal Type	Original Principal or Notional Balance	Underlying Certificate Factor	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans	Approximate Weighted Average Loan Age of Mortgage Loans	Ginnie Mae I or II
1A	Ginnie Mae	2008-070	LF	August 28, 2008	38375YBU5	(4)	FLT	August 2038	PT	\$ 25,000,000	0.28643463	\$ 7,160,865	100.000000000000%	6.849%	315	40	II
1B	Ginnie Mae	2008-077	FN(5)	September 30, 2008	38375YJU7	(4)	FLT	September 2038	PT	211,634,500	0.28932984	38,085,788	62.1989798450	6.835	318	37	II
1B	Ginnie Mae	2008-083	FA	September 29, 2008	38375YEQ1	(4)	FLT	September 2038	PT	87,200,000	0.28894667	25,196,149	100.0000000000	6.833	318	37	II
1B	Ginnie Mae	2008-096	FL	December 30, 2008	38375PXS97	(4)	FLT	December 2038	PT	50,000,000	0.30861020	15,430,510	100.0000000000	6.894	321	35	II
1B	Ginnie Mae	2008-097	FA(6)	December 30, 2008	38375YY48	(4)	FLT	July 2038	SC/PT	50,000,000	0.28473920	14,236,960	100.0000000000	6.874	312	43	II
1B	Ginnie Mae	2008-097	FA(6)	December 30, 2008	38375YY48	(4)	FLT	July 2038	SC/PT	45,074,049	0.28473920	12,834,348	100.0000000000	6.874	312	43	II
1C	Ginnie Mae	2008-094	JF	December 30, 2008	38375DF37	(4)	FLT	December 2038	PT	50,000,000	0.29123740	14,561,870	100.0000000000	6.841	319	37	II
2A	Ginnie Mae	2011-118	IS(5)(7)	August 30, 2011	38377XXJ6	4.5%	FIX/IO	January 2041	NL(SC/PT)	67,225,057	0.99200686	66,687,717	100.0000000000	(7)	(7)	(7)	II
2B	Ginnie Mae	2011-118	OS(5)(8)	August 30, 2011	38377XXH0	0.0	PO	April 2040	SC/PT	85,774,403	0.99211543	85,098,108	100.0000000000	(8)	(8)	(8)	II
3A	Ginnie Mae	2011-118	IP(5)(9)	August 30, 2011	38377XXU1	5.0	FIX/IO	February 2041	NL(SC/PT)	68,496,581	0.99211352	67,956,384	100.0000000000	(9)	(9)	(9)	II
3B	Ginnie Mae	2011-118	OM(5)(10)	August 30, 2011	38377XXY4	0.0	PO	May 2040	SC/PT	84,868,255	0.98778787	83,831,832	100.0000000000	5.286	340	18	II
4	Ginnie Mae	2011-041	PM(5)	March 30, 2011	38377UA32	4.0	FIX	August 2039	PAC 1	149,507,000	0.95747432	117,776,043	82.2750774211	4.920	339	19	II
5	Ginnie Mae	2011-072	PG(5)	May 27, 2011	38377WHK3	4.0	FIX	May 2041	PAC 1	188,655,000	0.97177772	153,262,342	83.5988301397	5.301	338	20	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of September 2011.
- (3) Based on information as of the first Business Day of September 2011.
- (4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are included in Exhibit B.
- (5) MX Class.
- (6) Ginnie Mae 2008-097 Classes F and FA are backed by previously issued certificates, Classes FB and SB from Ginnie Mae MX Trust 2008-072. Ginnie Mae 2008-072 Classes FB and SB are in turn backed by previously issued certificates, Classes FA and SA from Ginnie Mae REMIC Trust 2008-063. Copies of the Cover Pages, Terms Sheets, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2008-072 and 2008-063 are included in Exhibit B.
- (7) Ginnie Mae 2011-118 Class IS is backed by previously issued certificates, Class PI from Ginnie Mae MX Trust 2011-026, Class IN from Ginnie Mae MX Trust 2010-043, Class IP from Ginnie Mae REMIC Trust 2011-032 (which in turn is backed by previously issued certificates, Classes MF and MS from Ginnie Mae REMIC Trust 2010-162), Class MI from Ginnie Mae MX Trust 2011-041, Class PJ from Ginnie Mae MX Trust 2011-041 (which in turn is backed by a previously issued certificate, Class K from Ginnie Mae MX Trust 2011-008), Class KI from Ginnie Mae MX Trust 2010-033 and Class LI from Ginnie Mae MX Trust 2009-125. Copies of the Cover Pages, Terms Sheets, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae MX Trust 2009-125 are included in Exhibit B.

Mae REMIC Trusts 2011-026, 2010-043, 2011-032, 2010-162, 2011-041, 2011-008, 2010-033 and 2009-125 are included in Exhibit B. These previously issued certificates are backed, directly or indirectly, by certain mortgage loans whose characteristics are as follows:

Series	Class(es)	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2011-026	PI	4.914%	339	18
2010-043	IN	4.878	330	26
2010-162	MF and MS	4.819	346	11
2011-041	MI	4.920	339	19
2011-008	K	4.816	347	10
2010-033	KI	4.881	330	26
2009-125	LI	4.926	335	21

(8) Ginnie Mae 2011-118 Class OS is backed by previously issued certificates, Class DO from Ginnie Mae MX Trust 2010-042 and Class PO from Ginnie Mae REMIC Trust 2010-042. Copies of the Cover Page, Terms Sheet and Schedule I from Ginnie Mae REMIC Trust 2010-042 are included in Exhibit B. These previously issued certificates are backed by certain mortgage loans whose characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2010-042	DO	4.916%	340	17
2010-042	PO	4.894	338	19

(9) Ginnie Mae 2011-118 Class IP is backed by previously issued certificates, Class IA from Ginnie Mae REMIC Trust 2011-061 (which in turn is backed by a previously issued certificate, Class E from Ginnie Mae MX Trust 2011-024), Class AI from Ginnie Mae MX Trust 2011-072, Class NI from Ginnie Mae MX Trust 2010-067, Class QI from Ginnie Mae MX Trust 2010-058, and Class DI from Ginnie Mae MX Trust 2011-041 (which in turn is backed by a previously issued certificate, Classes IQ from Ginnie Mae MX Trust 2009-107), Copies of the Cover Pages, Terms Sheets, Schedule I, if applicable, and Exhibit A, if applicable, from Ginnie Mae REMIC Trusts 2011-061, 2011-024, 2011-072, 2010-067, 2010-058, 2011-041 and 2009-107 are included in Exhibit B. These previously issued certificates are backed, directly or indirectly, by certain mortgage loans whose characteristics are as follows:

Series	Class	Approximate Weighted Average Coupon of Mortgage Loans(3)	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)(3)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)(3)
2011-024	E	5.291%	342	15
2011-072	AI	5.301	338	20
2010-067	NI	5.286	341	17
2010-058	QI	5.286	341	17
2009-107	IQ	5.366	334	23

(10) Ginnie Mae 2011-118 Class OM is backed by previously issued certificates, Class OB from Ginnie Mae REMIC Trust 2010-053 and Class OB from Ginnie Mae REMIC Trust 2010-062. These previously issued certificates are backed by Ginnie Mae MBS Certificates representing interests in the same pool of mortgage loans. Copies of the Cover Pages and Terms Sheets from Ginnie Mae REMIC Trusts 2010-053 and 2010-062 are included in Exhibit B.



**\$1,097,787,051**

**Government National Mortgage Association**

**GINNIE MAE®**

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

**Ginnie Mae REMIC Trust 2011-072**

**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 May 27, 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)
<b>Security Group 1</b>						
AB(1) . . . . .	\$135,150,000	3.5%	SEQ/AD	FIX	38377WFX7	September 2036
FA . . . . .	50,000,000	(5)	PT	FLT	38377WFY5	May 2041
IA(1) . . . . .	15,016,666	4.5	NTL(SEQ/AD)	FIX/IO	38377WFZ2	September 2036
SA . . . . .	50,000,000	(5)	NTL(PT)	INV/IO	38377WGA6	May 2041
ZA(1) . . . . .	14,850,000	4.0	SEQ	FIX/Z	38377WGB4	May 2041
<b>Security Group 2</b>						
DF . . . . .	160,000,000	(5)	PT	FLT	38377WGC2	May 2041
DI(1) . . . . .	96,000,000	(5)	NTL(SEQ)	INV/IO	38377WGD0	March 2033
DO(1) . . . . .	68,571,429	0.0	SEQ	PO	38377WGE8	March 2033
EI(1) . . . . .	64,000,000	(5)	NTL(SEQ)	INV/IO	38377WGF5	May 2041
EO(1) . . . . .	45,714,286	0.0	SEQ	PO	38377WGG3	May 2041
<b>Security Group 3</b>						
AF . . . . .	250,000,000	(5)	PT	FLT	38377WGH1	May 2041
AP(1) . . . . .	154,011,683	4.0	PAC I	FIX	38377WGJ7	June 2039
AS . . . . .	250,000,000	(5)	NTL(PT)	INV/IO	38377WGG4	May 2041
BP(1) . . . . .	34,643,317	4.0	PAC I	FIX	38377WGL2	May 2041
GA(1) . . . . .	21,870,000	4.0	SUP	FIX	38377WGM0	February 2041
GB(1) . . . . .	1,644,000	4.5	SUP	FIX	38377WGN8	April 2041
GC(1) . . . . .	758,666	4.5	SUP	FIX	38377WGP3	May 2041
GD(1) . . . . .	6,099,000	4.0	PAC II	FIX	38377WGP1	May 2041
GO(1) . . . . .	300,334	0.0	SUP	PO	38377WGR9	May 2041
HA . . . . .	21,870,000	4.0	SUP	FIX	38377WGS7	February 2041
HB . . . . .	1,644,000	4.5	SUP	FIX	38377WGT5	April 2041
HC . . . . .	759,555	4.5	SUP	FIX	38377WGU2	May 2041
HD . . . . .	6,099,000	4.0	PAC II	FIX	38377WGV0	May 2041
HO . . . . .	300,445	0.0	SUP	PO	38377WGW8	May 2041
<b>Security Group 4</b>						
M(1) . . . . .	25,480,491	4.0	SC/PT	FIX	38377WGX6	June 2038
<b>Security Group 5</b>						
IJ(1) . . . . .	98,020,845	(5)	NTL(PT)	INV/IO	38377WGZ1	May 2041
IK(1) . . . . .	98,020,845	(5)	NTL(PT)	INV/IO	38377WHA5	May 2041
JF(1) . . . . .	98,020,845	(5)	PT	FLT	38377WGY4	May 2041
SM(1) . . . . .	98,020,845	(5)	NTL(PT)	INV/IO	38377WHB3	May 2041
<b>Residual</b>						
RR . . . . .	0	0.0	NPR	NPR	38377WHC1	May 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.

**Credit Suisse**

**Sandgrain Securities Inc.**

**The date of this Offering Circular Supplement is May 20, 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:** Credit Suisse Securities (USA) LLC

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

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

**Tax Administrator:** The Trustee

**Closing Date:** May 27, 2011

**Distribution Dates:** For the Group 1 and 2 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 2011. For the Group 3, 4 and 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2011.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	4.5%	30
2	Ginnie Mae I	3.5%	30
3	Ginnie Mae II	5.0%	30
4	Underlying Certificate	(1)	(1)
5	Ginnie Mae II	6.5%	30

<sup>(1)</sup> 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. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 5 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$200,000,000	341	17	5.000%
<b>Group 2 Trust Assets</b>			
\$274,285,715	354	5	4.000%
<b>Group 3 Trust Assets</b>			
\$500,000,000	341	16	5.310%
<b>Group 5 Trust Assets</b>			
\$98,020,845	308	44	6.907%

<sup>1</sup> As of May 1, 2011.

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
<b>Security Group 1</b>						
FA . . . . .	LIBOR + 0.65%	0.8626%	0.65%	6.00%	0	0.00%
SA . . . . .	5.35% – LIBOR	5.1374%	0.00%	5.35%	0	5.35%
<b>Security Group 2</b>						
DF . . . . .	LIBOR + 0.70%	0.9560%	0.70%	6.00%	0	0.00%
DI . . . . .	5.30% – LIBOR	5.0440%	0.00%	5.30%	0	5.30%
DS . . . . .	7.42% – (LIBOR x 1.40)	7.0616%	0.00%	7.42%	0	5.30%
EI . . . . .	5.30% – LIBOR	5.0440%	0.00%	5.30%	0	5.30%
ID . . . . .	5.30% – LIBOR	5.0440%	0.00%	5.30%	0	5.30%
SD . . . . .	7.42% – (LIBOR x 1.40)	7.0616%	0.00%	7.42%	0	5.30%
SE . . . . .	7.42% – (LIBOR x 1.40)	7.0616%	0.00%	7.42%	0	5.30%
<b>Security Group 3</b>						
AF . . . . .	LIBOR + 0.62%	0.8180%	0.62%	6.00%	0	0.00%
AS . . . . .	5.38% – LIBOR	5.1820%	0.00%	5.38%	0	5.38%
<b>Security Group 5</b>						
FJ . . . . .	LIBOR + 0.40%	0.6090%	0.40%	6.50%	0	0.00%
FM . . . . .	LIBOR + 0.45%	0.6590%	0.45%	6.50%	0	0.00%
IJ . . . . .	6.10% – LIBOR	0.0500%	0.00%	0.05%	0	6.10%
IK . . . . .	6.15% – LIBOR	0.0500%	0.00%	0.05%	0	6.15%
JF . . . . .	LIBOR + 0.35%	0.5590%	0.35%	6.50%	0	0.00%
SJ . . . . .	6.10% – LIBOR	5.8910%	0.00%	6.10%	0	6.10%
SK . . . . .	6.15% – LIBOR	5.9410%	0.00%	6.15%	0	6.15%
SM . . . . .	6.05% – LIBOR	5.8410%	0.00%	6.05%	0	6.05%

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

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

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

**SECURITY GROUP 1**

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

- The Accrual Amount to AB, until retired, and then to ZA
- The Group 1 Principal Distribution Amount, concurrently, as follows:
  1. 75%, sequentially, to AB and ZA, in that order, until retired
  2. 25% to FA, 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, concurrently, as follows:

1. 41.6666668186%, sequentially, to DO and EO, in that order, until retired
2. 58.3333331814% to DF, until retired

## **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 50% to AF, until retired
2. 50% in the following order of priority:
  - a. Sequentially, to AP and BP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  - b. Concurrently, as follows:
    - i. 49.9991849376% in the following order of priority:
      1. To GD, until reduced to its Scheduled Principal Balance for that Distribution Date
      2. To GA, until retired
      3. Concurrently, as follows:
        - a. 11.1111357751% to GO, until retired
        - b. 88.8888642249%, sequentially, to GB and GC, in that order, until retired
      4. To GD, without regard to its Scheduled Principal Balance, until retired
    - ii. 50.0008150624% in the following order of priority:
      1. To HD, until reduced to its Scheduled Principal Balance for that Distribution Date
      2. To HA, until retired
      3. Concurrently, as follows:
        - a. 11.1111316568% to HO, until retired
        - b. 88.8888683432%, sequentially, to HB and HC, in that order, until retired
      4. To HD, without regard to its Scheduled Principal Balance, until retired
  - c. Sequentially, to AP and BP, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

## **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated to M, until retired

## **SECURITY GROUP 5**

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

**Scheduled Principal Balances:** The Aggregate Scheduled Principal Balances and 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 Range</u>
<b>PAC I Classes</b>	
AP and BP (in the aggregate) . . . . .	130% PSA through 275% PSA
<b>PAC II Classes</b>	
GD* . . . . .	150% PSA through 260% PSA
HD . . . . .	150% PSA through 260% PSA

\* The initial Effective Range is 151% PSA through 259% PSA.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 1</b>		
IA . . . . .	\$ 15,016,666	11.1111111111% of AB (SEQ/AD Class)
SA . . . . .	50,000,000	100% of FA (PT Class)
<b>Security Group 2</b>		
DI . . . . .	\$ 96,000,000	140% of DO (SEQ Class)
EI . . . . .	64,000,000	140% of EO (SEQ Class)
ID . . . . .	160,000,000	100% of DF (PT Class)
<b>Security Group 3</b>		
AI . . . . .	\$ 61,604,673	40% of AP (PAC I Class)
AS . . . . .	250,000,000	100% of AF (PT Class)
<b>Security Group 4</b>		
MI . . . . .	\$ 12,740,245	50% of M (SC/PT Class)
<b>Security Group 5</b>		
IJ . . . . .	\$ 98,020,845	100% of JF (PT Class)
IK . . . . .	98,020,845	100% of JF (PT Class)
SJ . . . . .	98,020,845	100% of JF (PT Class)
SK . . . . .	98,020,845	100% of JF (PT Class)
SM . . . . .	98,020,845	100% of JF (PT Class)

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

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

Available Combinations(1)

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
AB	\$135,150,000	A	\$150,000,000	PT	4.00%	FIX	38377WHD9	May 2041
IA	15,016,666							
ZA	14,850,000							
<b>Security Group 2</b>								
Combination 2								
DI	\$ 96,000,000	SD	\$114,285,715	PT	(5)	INV	38377WHE7	May 2041
DO	68,571,429							
EI	64,000,000							
EO	45,714,286							
Combination 3								
DI	\$ 96,000,000	ID	\$160,000,000	NTL(PT)	(5)	INV/IO	38377WHF4	May 2041
EI	64,000,000							
Combination 4								
DO	\$ 68,571,429	OD	\$114,285,715	PT	0.00%	PO	38377WHG2	May 2041
EO	45,714,286							
Combination 5								
DI	\$ 96,000,000	DS	\$ 68,571,429	SEQ	(5)	INV	38377WHH0	March 2033
DO	68,571,429							
Combination 6								
EI	\$ 64,000,000	SE	\$ 45,714,286	SEQ	(5)	INV	38377WHJ6	May 2041
EO	45,714,286							

REMIC Securities				MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)		
									Principal Type(3)	Interest Rate
<b>Security Group 3</b>										
Combination 7										
AP	\$154,011,683	P	\$188,655,000	PAC I	4.00%	FIX	38377WHK3	May 2041		
BP	34,643,317									
Combination 8										
GA	\$ 21,870,000	G	\$ 30,672,000	SUP	4.00%	FIX	38377WHL1	May 2041		
GB	1,644,000									
GC	758,666									
GD	6,099,000									
GO	300,334									
Combination 9(6)										
AP	\$154,011,683	AC	\$154,011,683	PAC I	2.00%	FIX	38377WHM9	June 2039		
		AD	154,011,683	PAC I	2.25	FIX	38377WHN7	June 2039		
		AE	154,011,683	PAC I	2.50	FIX	38377WHP2	June 2039		
		AG	154,011,683	PAC I	2.75	FIX	38377WHQ0	June 2039		
		AH	154,011,683	PAC I	3.00	FIX	38377WHR8	June 2039		
		AI	61,604,673	NTL(PAC I)	5.00	FIX/IO	38377WHS6	June 2039		
		AJ	154,011,683	PAC I	3.25	FIX	38377WHT4	June 2039		
		AK	154,011,683	PAC I	3.50	FIX	38377WHU1	June 2039		
		AL	154,011,683	PAC I	3.75	FIX	38377WHV9	June 2039		
<b>Security Group 4</b>										
Combination 10(6)										
M	\$ 25,480,491	MA	\$ 25,480,491	SC/PT	2.00%	FIX	38377HW7	June 2038		
		MB	25,480,491	SC/PT	2.25	FIX	38377WHX5	June 2038		
		MC	25,480,491	SC/PT	2.50	FIX	38377WHY3	June 2038		
		MD	25,480,491	SC/PT	2.75	FIX	38377WHZ0	June 2038		
		ME	25,480,491	SC/PT	3.00	FIX	38377WJA3	June 2038		
		MG	25,480,491	SC/PT	3.25	FIX	38377WJB1	June 2038		
		MH	25,480,491	SC/PT	3.50	FIX	38377WJC9	June 2038		
		MI	12,740,245	NTL(SC/PT)	4.00	FIX/IO	38377WJD7	June 2038		
		MJ	25,480,491	SC/PT	3.75	FIX	38377WJE5	June 2038		

REMIC Securities			MX Securities							
Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
<b>Security Group 5</b>										
Combination 11										
IJ	\$ 98,020,845		FM	\$ 98,020,845		PT	(5)	FLT	38377WJF2	May 2041
IK	98,020,845									
JF	98,020,845									
Combination 12										
IK	\$ 98,020,845		FJ	\$ 98,020,845		PT	(5)	FLT	38377WJG0	May 2041
JF	98,020,845									
Combination 13										
IJ	\$ 98,020,845		SJ	\$ 98,020,845		NTL(PT)	(5)	INV/IO	38377WJH8	May 2041
SM	98,020,845									
Combination 14										
IJ	\$ 98,020,845		SK	\$ 98,020,845		NTL(PT)	(5)	INV/IO	38377WJJ4	May 2041
IK	98,020,845									
SM	98,020,845									

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

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

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

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

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

(6) In the case of Combinations 9 and 10, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.



**\$636,646,135**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2012-005**

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***OFFERING CIRCULAR SUPPLEMENT***  
**January 23, 2012**

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**CREDIT SUISSE  
SANDGRAIN SECURITIES INC.**