

**Offering Circular Supplement
(To Base Offering Circular dated October 1, 2004)**



\$590,000,000

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2007-038**

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 Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
PA	\$ 32,258,000	5.0%	PAC	FIX	38375KDP4	June 2029
PB	22,940,000	5.0	PAC	FIX	38375KDQ2	November 2032
PC(1)	32,723,000	5.0	PAC	FIX	38375KDR0	October 2036
PD(1)	6,343,000	5.0	PAC	FIX	38375KDS8	June 2037
PK	29,788,000	5.0	NSJ/TAC/AD	FIX	38375KDT6	June 2037
PZ	15,848,000	5.0	NSJ/SUP	FIX/Z	38375KDU3	June 2037
ZK	100,000	5.0	NSJ/TAC/AD	FIX/Z	38375KDV1	June 2037
Security Group 2						
AF	400,000,000	(5)	PT	FLT	38375KDW9	June 2037
KI(1)	249,541,824	(5)	NTL(PAC)	INV/IO	38375KDX7	February 2036
KO(1)	31,192,728	0.0	PAC	PO	38375KDY5	February 2036
LI(1)	110,458,176	(5)	NTL(SUP)	INV/IO	38375KDZ2	February 2036
LO(1)	13,807,272	0.0	SUP	PO	38375KEA6	February 2036
NI(1)	40,000,000	(5)	NTL(SEQ)	INV/IO	38375KEB4	June 2037
NO(1)	5,000,000	0.0	SEQ	PO	38375KEC2	June 2037
Residual						
RR	0	0.0	NPR	NPR	38375KED0	June 2037

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

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 June 28, 2007.

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.

**LEHMAN BROTHERS
LOOP CAPITAL MARKETS, LLC UTENDAHL CAPITAL PARTNERS, L.P.**

The date of this Offering Circular Supplement is June 21, 2007.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”) and
- the Base Offering Circular.

The Base Offering Circular is available on Ginnie Mae’s website located at <http://www.ginniemae.gov>.

If you do not have access to the internet, call The Bank of New York, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular.

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: Lehman Brothers Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: June 28, 2007

Distribution Date: The 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2007.

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	5.0%	30
2	Ginnie Mae I	6.0%	30

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 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate</u>
Group 1 Trust Assets			
\$140,000,000	306	43	5.50%
Group 2 Trust Assets			
\$450,000,000	354	6	6.50%

¹ As of June 1, 2007.

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

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

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, Principal Only, Inverse Floating Rate or Non-Sticky Jump Class. See “Description of the Securities — Form of Securities” in this Supplement.

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
AF	LIBOR + 0.29%	5.61%	0.29%	6.75%	0	0.00%
AI	6.46% – LIBOR	1.14%	0.00%	6.46%	0	6.46%
AS	51.68% – (LIBOR × 8.00)	9.12%	0.00%	51.68%	0	6.46%
KI	6.46% – LIBOR	1.14%	0.00%	6.46%	0	6.46%
KS	51.68% – (LIBOR × 8.00)	9.12%	0.00%	51.68%	0	6.46%
LI	6.46% – LIBOR	1.14%	0.00%	6.46%	0	6.46%
NI	6.46% – LIBOR	1.14%	0.00%	6.46%	0	6.46%
NS	51.68% – (LIBOR × 8.00)	9.12%	0.00%	51.68%	0	6.46%
SA	51.68% – (LIBOR × 8.00)	9.12%	0.00%	51.68%	0	6.46%
SP	51.68% – (LIBOR × 8.00)	9.12%	0.00%	51.68%	0	6.46%

- (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

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 PZ and ZK Accrual Amounts will be allocated as follows:

- The ZK Accrual Amount to PK, until retired, and then to ZK
- The PZ Accrual Amount in the following order of priority:
 1. If the remaining principal balance of the Group 1 Trust Assets (net of Trustee Fee) after giving effect to their reduction on the Distribution Date (the “Group 1 Trust Asset Balance”) is less than or equal to the 164% PSA Balance, then to PZ
 2. To PK and ZK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. To PZ

- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. Beginning in August 2008, to PA, PB, PC and PD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. If the Group 1 Trust Asset Balance is less than or equal to the 164% PSA Balance, then to PZ, until retired
 3. To PK and ZK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 4. To PZ, until retired
 5. To PK and ZK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 6. To PA, PB, PC and PD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. 88.888888889% to AF, until retired
2. 11.111111111% in the following order of priority:
 - a. To KO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To LO, until retired
 - c. To KO, without regard to its Scheduled Principal Balance, until retired
 - d. To NO, until retired

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

<u>Classes</u>	<u>Structuring Ranges or Rate</u>
Security Group 1	
PA, PB, PC and PD (in the aggregate)	100% PSA through 225% PSA
PK and ZK (in the aggregate)	160% PSA
Security Group 2	
KO	85% PSA through 210% PSA

164% PSA Balances: The 164% PSA Balances are included in Schedule III to this Supplement. The 164% PSA Balances were calculated using a Structuring Rate of 164% PSA and the assumed characteristics of the related Trust Assets to be delivered on the Closing Date. The actual characteristics of the related Trust MBS may vary from the characteristics assumed in preparing the 164% PSA Balances included in Schedule III to this Supplement and, if so, the Sponsor may recalculate such balances. The Sponsor will make them available on Ginnie Mae's Multiclass Securities e-Access located on Ginnie Mae's website ("e-Access") shortly after the Closing Date.

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. 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 applicable 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</u>
AI	\$400,000,000	100% of AF (PT Class)
KI	249,541,824	800% of KO (PAC Class)
LI	110,458,176	800% of LO (SUP Class)
NI	40,000,000	800% of NO (SEQ 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 includes the Residual Interest of the Issuing REMIC and the Residual Interest of 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. 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.

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

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

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

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans under-

lying 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 securities 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 and TAC classes, the related support classes will not receive any principal distributions on that date (other than from any applicable accrual amount). If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the PAC and TAC classes for that distribution date, this excess will be distributed to the related support classes.

The occurrence of a trigger event may significantly affect the weighted average life of non-sticky jump securities. The principal distribution priorities of non-sticky jump securities will change temporarily upon the occurrence of a specified trigger event on any Distribution Date as described under “Terms Sheet — Allocation of Principal” in this Supplement. A change in principal distribution priority could significantly extend or shorten the weighted average life of any non-sticky jump class from the anticipated weighted average life of such class at the time of purchase. Consequently, an investor in non-sticky jump securities should carefully consider the likelihood and probable frequency of the occurrence of the trigger event in analyzing the anticipated weighted average life of the securities acquired.

The securities may not be a suitable investment for you. The securities, in particular, the support, interest only, principal only, inverse floating rate, non-sticky jump, accrual and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no obligation to do so. There is no assurance that a secondary market will develop,

that any secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

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

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

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

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

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

The yield and prepayment 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 will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS

The Trust Assets are either:

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

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

The Mortgage Loans

The Mortgage Loans underlying the 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 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, 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 and loan ages of the Mortgage Loans. However, the actual remaining terms to maturity and loan ages of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

The Trustee Fee

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

GINNIE MAE GUARANTY

The Government National Mortgage Association (“Ginnie Mae”), a wholly-owned corporate instrumentality of the United States of America within HUD, guarantees the timely payment of principal and interest on the Securities. 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 Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

Distributions

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution 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 close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See *“Description of the Securities — Distributions” and “— Method of Distributions” in the Base Offering Circular*.

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days' interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (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 on the front cover and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Periods

The Accrual Period for each 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 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Classes

Classes PZ and ZK are Accrual Classes. 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, 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 and on Schedule I to this Supplement. The abbreviations used on the front cover, in the Terms Sheet and on Schedule I to this Supplement 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. 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 under “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

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

- The Class Factor for any Class of Securities for the 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. The Trustee will terminate the Trust and retire the Securities on any Distribution Date upon the Trustee’s determination that the REMIC status of either Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

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 shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class may be exchanged for proportionate interests in the related Classes of REMIC Securities. 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.

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 balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at One Federal Street – 3rd Floor, Boston, MA 02110, Attention: Ginnie Mae REMIC Program Agency Group. The Trustee may be contacted by telephone at (617) 603-6452 and by fax at (617) 603-6644.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

In addition, following any Mortgage Loan default and the subsequent liquidation of the underlying Mortgaged Property, the principal balance of the Mortgage Loan will be distributed through a combination of liquidation proceeds, advances from the related Ginnie Mae Issuer and, to the extent necessary, proceeds of Ginnie Mae’s guaranty of the 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.

Accretion Directed Classes

Classes PK and ZK 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 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 they are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC and TAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range or Rate. 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 and TAC 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 or Rate used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC and TAC Classes are as follows:

PAC Classes	<u>Initial Effective Ranges</u>
PA, PB, PC and PD (in the aggregate)	100% PSA through 225% PSA
KO	85% PSA through 210% PSA
TAC Classes	
PK and ZK (in the aggregate)	160% PSA through 163% PSA

- The principal payment stability of PAC Classes PA, PB, PC and PD will be supported by the TAC Classes and related Support Class.
- The principal payment stability of PAC Class KO will be supported by the related Support Class.
- The principal payment stability of the TAC Classes will be supported by the related Support Class, but the TAC Classes will lose their support to the extent that the related Support Class “jumps” them.

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 Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or TAC 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 or TAC Class, the amount available to pay principal on the Securities may be

insufficient to produce Scheduled Payments on such PAC or TAC 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 or TAC Class, its supporting Classes may be retired earlier than that PAC or TAC 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.*

Non-Sticky Jump Classes

Classes PK, PZ and ZK have been designated as Non-Sticky Jump Classes because their principal distribution priorities will change temporarily (“jump”) on any Distribution Date that the applicable trigger is met but will revert (not “stick”) on any subsequent Distribution Date that the applicable trigger is not met. See *“Terms Sheet — Allocation of Principal” in this Supplement.*

The Weighted Average Life of a Non-Sticky Jump Class that jumps ahead in priority of principal distributions may be shortened, perhaps significantly. Conversely, the Weighted Average Life of a Non-Sticky Jump Class that is jumped by another Class may be extended, perhaps significantly. The yield to investors may be less than anticipated for any Class purchased at a premium if the Weighted Average Life is shortened and for any Class purchased at a discount if the Weighted Average Life is extended.

The trigger event for the Non-Sticky Jump Classes is determined by reference to the 164% PSA Balances, which were calculated as set forth under “Terms Sheet — 164% PSA Balances” in this Supplement.

The Sponsor may recalculate the 164% PSA Balances based upon the actual characteristics of the Trust Assets delivered on the Closing Date, which may vary from the characteristics assumed in preparing the 164% PSA Balances set forth in Schedule III to this Supplement. If recalculated, the 164% PSA Balances will reflect the aggregate unpaid principal amount of the Group 1 Trust Assets (net of the Trustee Fee) for each Distribution Date assuming that the Mortgage Loans underlying the Group 1 Trust Assets prepay at a constant rate of 164% PSA and that each of the Mortgage Loans underlying the Group 1 Trust Assets has the same interest rate, remaining term to maturity and loan age as the weighted average mortgage rate, weighted average remaining term to maturity and weighted average loan age of the Group 1 Trust Assets delivered on the Closing Date. If recalculated, the 164% PSA Balances will be made available on e-Access shortly after the Closing Date.

Final Distribution Date

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

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

Modeling Assumptions

Unless otherwise indicated, the tables that follow have been prepared on the basis of the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the 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 is assumed to have an original and a remaining term to maturity of 360 months.

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 16th day of the month whether or not a Business Day, commencing in July 2007.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is June 28, 2007.

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

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

8. The 164% PSA Balances are as set forth in Schedule III.

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th 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 (“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 table, 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 Mortgage Loans prepay at the PSA Prepayment Assumption Rates. The percentages set forth in the following decrement tables have been rounded to the nearest whole percentage (including rounding down to zero).

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Class CK					Class PA					Class PB				
	0%	100%	155%	225%	400%	0%	100%	155%	225%	400%	0%	100%	155%	225%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2008	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2009	100	100	100	100	100	94	71	71	71	49	100	100	100	100	100
June 2010	100	100	100	100	100	88	42	42	42	0	100	100	100	100	82
June 2011	100	100	100	100	100	81	14	14	14	0	100	100	100	100	17
June 2012	100	100	100	100	81	74	0	0	0	0	100	83	83	83	0
June 2013	100	100	100	100	60	66	0	0	0	0	100	49	49	49	0
June 2014	100	100	100	100	44	58	0	0	0	0	100	16	16	16	0
June 2015	100	92	92	92	33	49	0	0	0	0	100	0	0	0	0
June 2016	100	77	77	77	24	40	0	0	0	0	100	0	0	0	0
June 2017	100	64	64	64	18	31	0	0	0	0	100	0	0	0	0
June 2018	100	53	53	53	13	20	0	0	0	0	100	0	0	0	0
June 2019	100	44	44	44	9	10	0	0	0	0	100	0	0	0	0
June 2020	100	36	36	36	7	0	0	0	0	0	98	0	0	0	0
June 2021	100	29	29	29	5	0	0	0	0	0	81	0	0	0	0
June 2022	100	24	24	24	3	0	0	0	0	0	63	0	0	0	0
June 2023	100	19	19	19	2	0	0	0	0	0	45	0	0	0	0
June 2024	100	15	15	15	2	0	0	0	0	0	25	0	0	0	0
June 2025	100	12	12	12	1	0	0	0	0	0	4	0	0	0	0
June 2026	89	9	9	9	1	0	0	0	0	0	0	0	0	0	0
June 2027	76	7	7	7	1	0	0	0	0	0	0	0	0	0	0
June 2028	61	5	5	5	0	0	0	0	0	0	0	0	0	0	0
June 2029	46	3	3	3	0	0	0	0	0	0	0	0	0	0	0
June 2030	30	2	2	2	0	0	0	0	0	0	0	0	0	0	0
June 2031	13	1	1	1	0	0	0	0	0	0	0	0	0	0	0
June 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	21.7	12.4	12.4	12.4	7.6	7.6	2.8	2.8	2.8	2.0	15.7	6.0	6.0	6.0	3.5

PSA Prepayment Assumption Rates																	
Distribution Date	Class PC				Class PD				Class PK								
	0%	100%	155%	225%	400%	0%	100%	155%	225%	400%	0%	100%	155%	163%	225%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2008	100	100	100	100	100	100	100	100	100	100	91	61	46	44	99	82	34
June 2009	100	100	100	100	100	100	100	100	100	100	88	55	28	25	82	53	0
June 2010	100	100	100	100	100	100	100	100	100	100	84	52	15	11	71	33	0
June 2011	100	100	100	100	100	100	100	100	100	100	81	49	4	0	62	18	0
June 2012	100	100	100	100	78	100	100	100	100	100	78	46	0	0	56	9	0
June 2013	100	100	100	100	53	100	100	100	100	100	74	42	0	0	51	3	0
June 2014	100	100	100	100	34	100	100	100	100	100	71	38	0	0	48	0	0
June 2015	100	90	90	90	20	100	100	100	100	100	67	34	0	0	47	0	0
June 2016	100	72	72	72	9	100	100	100	100	100	63	28	0	0	45	0	0
June 2017	100	57	57	57	2	100	100	100	100	100	58	21	0	0	42	0	0
June 2018	100	44	44	44	0	100	100	100	100	79	54	11	0	0	40	0	0
June 2019	100	33	33	33	0	100	100	100	100	57	49	1	0	0	36	0	0
June 2020	100	23	23	23	0	100	100	100	100	41	44	0	0	0	33	0	0
June 2021	100	16	16	16	0	100	100	100	100	29	39	0	0	0	29	0	0
June 2022	100	9	9	9	0	100	100	100	100	21	33	0	0	0	26	0	0
June 2023	100	3	3	3	0	100	100	100	100	15	28	0	0	0	23	0	0
June 2024	100	0	0	0	0	100	93	93	93	10	22	0	0	0	19	0	0
June 2025	100	0	0	0	0	100	73	73	73	7	15	0	0	0	16	0	0
June 2026	87	0	0	0	0	100	56	56	56	5	9	0	0	0	13	0	0
June 2027	71	0	0	0	0	100	42	42	42	3	1	0	0	0	11	0	0
June 2028	54	0	0	0	0	100	30	30	30	2	0	0	0	0	8	0	0
June 2029	35	0	0	0	0	100	21	21	21	1	0	0	0	0	6	0	0
June 2030	16	0	0	0	0	100	13	13	13	1	0	0	0	0	3	0	0
June 2031	0	0	0	0	0	78	7	7	7	0	0	0	0	0	1	0	0
June 2032	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	0	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	21.1	11.0	11.0	11.0	6.5	24.3	19.9	19.9	19.9	13.2	11.0	4.9	1.4	1.3	9.2	2.5	0.9

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Class PZ							Class ZK						
	0%	100%	155%	163%	164%	225%	400%	0%	100%	155%	163%	164%	225%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2008	105	105	105	104	0	0	0	105	105	105	105	105	105	105
June 2009	110	110	110	108	0	0	0	110	110	110	110	110	110	0
June 2010	116	116	116	112	0	0	0	116	116	116	116	116	116	0
June 2011	122	122	122	118	0	0	0	122	122	122	122	122	122	0
June 2012	128	128	120	107	0	0	0	128	128	0	0	128	128	0
June 2013	135	135	112	99	0	0	0	135	135	0	0	135	135	0
June 2014	142	142	107	94	0	0	0	142	142	0	0	142	119	0
June 2015	149	149	105	91	0	0	0	149	149	0	0	149	1	0
June 2016	157	157	101	87	0	0	0	157	157	0	0	157	1	0
June 2017	165	165	96	82	0	0	0	165	165	0	0	165	1	0
June 2018	173	173	89	77	0	0	0	173	173	0	0	173	1	0
June 2019	182	182	83	71	0	0	0	182	182	0	0	182	1	0
June 2020	191	172	75	64	0	0	0	191	0	0	0	191	1	0
June 2021	201	159	68	58	0	0	0	201	0	0	0	201	1	0
June 2022	211	145	60	51	0	0	0	211	0	0	0	211	1	0
June 2023	222	130	53	45	0	0	0	222	0	0	0	222	1	0
June 2024	234	116	46	39	0	0	0	234	0	0	0	234	1	0
June 2025	246	101	39	33	0	0	0	246	0	0	0	246	1	0
June 2026	258	86	33	27	0	0	0	258	0	0	0	258	1	0
June 2027	271	72	27	22	0	0	0	271	0	0	0	271	1	0
June 2028	276	58	21	17	0	0	0	0	0	0	0	285	1	0
June 2029	276	44	16	13	0	0	0	0	0	0	0	300	1	0
June 2030	276	31	11	9	0	0	0	0	0	0	0	315	1	0
June 2031	276	18	6	5	0	0	0	0	0	0	0	331	1	0
June 2032	262	6	2	2	0	0	0	0	0	0	0	244	1	0
June 2033	216	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	166	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	114	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	58	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)	27.5	18.7	14.7	13.8	0.5	0.4	0.2	20.3	12.1	4.5	4.1	25.2	7.2	1.6

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes AF, AI, AO and AS					Classes KI, KO and KS				
	0%	85%	170%	210%	400%	0%	85%	170%	210%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2008	99	97	95	94	89	98	95	95	95	95
June 2009	98	92	86	83	71	96	86	86	86	86
June 2010	96	86	76	72	53	94	77	77	77	69
June 2011	95	80	67	62	40	92	68	68	68	47
June 2012	94	75	59	53	30	90	60	60	60	31
June 2013	92	70	52	45	22	87	52	52	52	19
June 2014	90	65	46	39	17	85	44	44	44	10
June 2015	89	60	41	33	12	82	37	37	37	4
June 2016	87	56	36	29	9	79	30	30	30	0
June 2017	85	52	31	24	7	76	23	23	23	0
June 2018	83	48	27	21	5	72	17	17	17	0
June 2019	80	44	24	18	4	69	12	12	12	0
June 2020	78	41	21	15	3	65	8	8	8	0
June 2021	75	37	18	13	2	60	4	4	4	0
June 2022	73	34	15	11	1	56	1	1	1	0
June 2023	70	31	13	9	1	51	0	0	0	0
June 2024	66	28	11	7	1	46	0	0	0	0
June 2025	63	25	10	6	1	41	0	0	0	0
June 2026	59	22	8	5	0	35	0	0	0	0
June 2027	56	20	7	4	0	29	0	0	0	0
June 2028	52	17	6	3	0	22	0	0	0	0
June 2029	47	15	5	3	0	15	0	0	0	0
June 2030	43	13	4	2	0	8	0	0	0	0
June 2031	38	10	3	2	0	0	0	0	0	0
June 2032	32	8	2	1	0	0	0	0	0	0
June 2033	27	6	2	1	0	0	0	0	0	0
June 2034	21	4	1	1	0	0	0	0	0	0
June 2035	14	3	1	0	0	0	0	0	0	0
June 2036	7	1	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	19.6	11.9	8.2	7.0	4.2	15.0	6.6	6.6	6.6	4.1

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Classes LI, LO and SP					Classes NI, NO and NS					Class SA				
	0%	85%	170%	210%	400%	0%	85%	170%	210%	400%	0%	85%	170%	210%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2008	100	100	92	89	72	100	100	100	100	100	100	98	95	95	95
June 2009	100	100	79	69	24	100	100	100	100	100	100	97	88	88	88
June 2010	100	100	64	49	0	100	100	100	100	100	100	95	80	80	73
June 2011	100	100	53	33	0	100	100	100	100	100	100	93	73	73	55
June 2012	100	100	44	21	0	100	100	100	100	100	100	91	65	65	41
June 2013	100	100	37	12	0	100	100	100	100	100	100	89	58	58	31
June 2014	100	100	32	6	0	100	100	100	100	100	100	87	52	52	23
June 2015	100	100	28	2	0	100	100	100	100	100	100	84	45	45	17
June 2016	100	100	26	0	0	100	100	100	100	91	82	39	39	39	13
June 2017	100	100	25	0	0	100	100	100	100	68	79	34	34	34	9
June 2018	100	99	24	0	0	100	100	100	100	50	76	29	29	29	7
June 2019	100	96	23	0	0	100	100	100	100	37	73	24	24	24	5
June 2020	100	93	21	0	0	100	100	100	100	27	70	21	21	21	4
June 2021	100	89	20	0	0	100	100	100	100	20	66	17	17	17	3
June 2022	100	85	18	0	0	100	100	100	100	15	62	15	15	15	2
June 2023	100	75	12	0	0	100	100	100	88	11	58	14	14	12	1
June 2024	100	65	5	0	0	100	100	100	73	8	54	14	14	10	1
June 2025	100	54	0	0	0	100	100	97	61	6	49	14	13	8	1
June 2026	100	45	0	0	0	100	100	82	50	4	44	14	11	7	1
June 2027	100	35	0	0	0	100	100	68	41	3	39	14	9	6	0
June 2028	100	26	0	0	0	100	100	56	33	2	33	14	8	5	0
June 2029	100	18	0	0	0	100	100	46	26	1	27	14	6	4	0
June 2030	100	9	0	0	0	100	100	37	20	1	21	14	5	3	0
June 2031	100	2	0	0	0	100	100	29	15	1	14	14	4	2	0
June 2032	81	0	0	0	0	100	84	22	11	0	14	12	3	2	0
June 2033	60	0	0	0	0	100	64	16	8	0	14	9	2	1	0
June 2034	38	0	0	0	0	100	44	10	5	0	14	6	1	1	0
June 2035	15	0	0	0	0	100	26	6	3	0	14	4	1	0	0
June 2036	0	0	0	0	0	73	9	2	1	0	10	1	0	0	0
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	26.4	18.4	6.5	3.3	1.4	29.3	26.8	22.2	19.9	12.0	17.0	9.4	8.8	8.5	5.2

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any 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 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, 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 (especially Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans underlying the Trust Assets 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 Classes. In addition, the Floating Rate Class may not benefit from a higher yield at high levels of LIBOR because the rate on such Class is capped at a maximum rate described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

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

The yields were calculated by

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

2. converting the monthly rates to corporate bond equivalent rates.

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

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

SECURITY GROUP 2

Sensitivity of Class AI to Prepayments Assumed Price 4.21875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	49.4%	44.8%	42.6%	31.8%
5.32%	22.1%	17.2%	14.9%	3.6%
6.32%	(8.3)%	(13.2)%	(15.6)%	(27.2)%
6.46% and above	**	**	**	**

Sensitivity of Class AO to Prepayments Assumed Price 70.84375%

	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
	3.2%	4.8%	5.6%	9.5%

Sensitivity of Class AS to Prepayments Assumed Price 96.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	18.6%	18.8%	18.9%	19.2%
5.32%	10.0%	10.1%	10.2%	10.6%
6.32%	1.5%	1.7%	1.8%	2.2%
6.46% and above	0.4%	0.5%	0.6%	1.1%

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

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

Sensitivity of Class KI to Prepayments
Assumed Price 3.25000%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	63.7%	63.7%	63.7%	58.8%
5.32%	26.0%	26.0%	26.0%	16.6%
6.32%	(19.9)%	(19.9)%	(19.9)%	(42.8)%
6.46% and above	**	**	**	**

Sensitivity of Class KO to Prepayments
Assumed Price 85.37500%

<u>PSA Prepayment Assumption Rates</u>			
<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
2.5%	2.5%	2.5%	3.9%

Sensitivity of Class KS to Prepayments
Assumed Price 104.87500%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	16.2%	16.2%	16.2%	15.8%
5.32%	8.2%	8.2%	8.2%	7.8%
6.32%	0.4%	0.4%	0.4%	0.0%
6.46% and above	(0.6)%	(0.6)%	(0.6)%	(1.0)%

Sensitivity of Class LI to Prepayments
Assumed Price 2.50000%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	100.1%	83.9%	74.3%	22.5%
5.32%	50.1%	34.0%	21.2%	(38.5)%
6.32%	0.5%	(13.1)%	(44.5)%	**
6.46% and above	**	**	**	**

Sensitivity of Class LO to Prepayments
Assumed Price 75.25000%

<u>PSA Prepayment Assumption Rates</u>			
<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
1.6%	4.9%	9.3%	21.5%

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

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

Sensitivity of Class NI to Prepayments
Assumed Price 4.72500%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	49.2%	49.2%	49.2%	48.7%
5.32%	25.3%	25.2%	25.0%	23.1%
6.32%	(1.6)%	(3.3)%	(4.6)%	(12.8)%
6.46% and above	**	**	**	**

Sensitivity of Class NO to Prepayments
Assumed Price 78.65000%

<u>PSA Prepayment Assumption Rates</u>			
<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
0.9%	1.1%	1.2%	2.0%

Sensitivity of Class NS to Prepayments
Assumed Price 107.00000%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	16.5%	16.4%	16.4%	16.2%
5.32%	8.6%	8.6%	8.5%	8.3%
6.32%	0.8%	0.8%	0.8%	0.5%
6.46% and above	(0.2)%	(0.3)%	(0.3)%	(0.5)%

Sensitivity of Class SA to Prepayments
Assumed Price 105.16850%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	16.3%	16.3%	16.3%	15.9%
5.32%	8.3%	8.3%	8.3%	8.0%
6.32%	0.6%	0.6%	0.5%	0.2%
6.46% and above	(0.5)%	(0.5)%	(0.5)%	(0.9)%

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

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

Sensitivity of Class SP to Prepayments
Assumed Price 90.25000%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>85%</u>	<u>170%</u>	<u>210%</u>	<u>400%</u>
4.32%	19.7%	21.2%	22.5%	26.6%
5.32%	10.5%	12.0%	13.4%	17.6%
6.32%	1.8%	3.0%	4.6%	8.9%
6.46% and above	0.6%	1.7%	3.4%	7.7%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

In the opinion of Cadwalader, Wickersham & Taft LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

Regular Securities

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

The Class KO, LO and NO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class KI, LI and NI Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on these Securities at the prepayment assumptions described below.

The Class PZ and ZK Securities are Accrual Securities. Holders of Accrual Securities are required to accrue all income from their Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on the Accrual Securities at the prepayment assumptions described below.

In addition to the Regular Securities described in the preceding three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, in the case of the Floating Rate Classes, the constant LIBOR value described below, the Class PA, PB, PC, PD and PK Securities are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 155% PSA in the case of the Group 1 Securities and 170% PSA in the case of the Group 2 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Class, the constant value of LIBOR to be used for these determinations is 5.32%. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*.

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

Residual Securities

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

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.

The United States Department of the Treasury has recently issued temporary regulations that may accelerate the time for withholding with respect to excess inclusions allocable to foreign investors in certain types of pass-through entities that hold the Residual Securities. The regulations are effective as to allocations of income on or after August 1, 2006. You should consult your tax advisor concerning these regulations and their potential application to an investment by you in the Residual Securities.

MX Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class 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) June 1, 2007 on the Fixed Rate Classes and (2) June 16, 2007 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) of each Class, (2) the 164% PSA Balances and (3) the Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Thacher Proffitt & Wood LLP, New York, New York, for the Trust by Cadwalader, Wickersham & Taft LLP, Washington, DC, and Marcell Solomon & Associates, P.C., Greenbelt, Maryland; and for the Trustee by Nixon Peabody LLP, Boston, Massachusetts.

Schedule I

Available Combinations(1)

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
PC	\$ 32,723,000	CK	\$ 39,066,000	PAC	5.0%	FIX	38375KEE8	June 2037
PD	6,343,000							
Security Group 2								
Combination 2								
KO	\$ 31,192,728	AO	\$ 50,000,000	PT	0.0%	PO	38375KEF5	June 2037
LO	13,807,272							
NO	5,000,000							
Combination 3								
KI	\$249,541,824	AI	\$400,000,000	NTL (PT)	(5)	INV/IO	38375KEG3	June 2037
LI	110,458,176							
NI	40,000,000							
Combination 4								
KI	\$249,541,824	KS	\$ 31,192,728	PAC	(5)	INV	38375KEH1	February 2036
KO	31,192,728							
Combination 5								
LI	\$110,458,176	SP	\$ 13,807,272	SUP	(5)	INV	38375KEJ7	February 2036
LO	13,807,272							
Combination 6								
NI	\$ 40,000,000	NS	\$ 5,000,000	SEQ	(5)	INV	38375KEK4	June 2037
NO	5,000,000							
Combination 7								
KI	\$249,541,824	SA	\$ 36,192,728	PAC/SEQ	(5)	INV	38375KEL2	June 2037
KO	31,192,728							
NI	40,000,000							
NO	5,000,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
KI	\$249,541,824	AS	\$ 50,000,000	PT	(5)	INV	38375KEM0	June 2037
KO	31,192,728							
LI	110,458,176							
LO	13,807,272							
NI	40,000,000							
NO	5,000,000							

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

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

(3) As defined under "Class Types" in Appendix 1 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.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
Initial Balance	\$94,264,000.00	\$29,888,000.00	\$31,192,728.00
July 2007	94,264,000.00	28,440,975.07	31,095,971.11
August 2007	94,264,000.00	27,006,039.58	30,991,957.15
September 2007	94,264,000.00	25,583,085.77	30,880,717.84
October 2007	94,264,000.00	24,172,006.76	30,762,288.09
November 2007	94,264,000.00	22,772,696.61	30,636,706.02
December 2007	94,264,000.00	21,385,050.21	30,504,012.91
January 2008	94,264,000.00	20,008,963.37	30,364,253.19
February 2008	94,264,000.00	18,644,332.74	30,217,474.43
March 2008	94,264,000.00	17,291,055.85	30,063,727.30
April 2008	94,264,000.00	15,949,031.09	29,903,065.56
May 2008	94,264,000.00	14,618,157.68	29,735,546.00
June 2008	94,264,000.00	13,298,335.68	29,561,228.45
July 2008	94,264,000.00	11,989,466.00	29,380,175.70
August 2008	93,396,612.44	11,558,837.93	29,192,453.51
September 2008	92,533,806.93	11,134,384.40	28,998,130.53
October 2008	91,675,559.83	10,716,032.41	28,797,278.30
November 2008	90,821,847.62	10,303,709.65	28,589,971.16
December 2008	89,972,646.91	9,897,344.47	28,376,286.24
January 2009	89,127,934.43	9,496,865.90	28,156,303.43
February 2009	88,287,687.02	9,102,203.63	27,930,105.26
March 2009	87,451,881.66	8,713,288.00	27,697,776.92
April 2009	86,620,495.41	8,330,050.05	27,459,406.20
May 2009	85,793,505.49	7,952,421.40	27,215,083.36
June 2009	84,970,889.22	7,580,334.36	26,964,901.19
July 2009	84,152,624.03	7,213,721.85	26,715,756.12
August 2009	83,338,687.47	6,852,517.43	26,467,643.57
September 2009	82,529,057.21	6,496,655.30	26,220,559.00
October 2009	81,723,711.04	6,146,070.24	25,974,497.88
November 2009	80,922,626.85	5,800,697.67	25,729,455.71
December 2009	80,125,782.64	5,460,473.62	25,485,427.98
January 2010	79,333,156.56	5,125,334.69	25,242,410.24
February 2010	78,544,726.82	4,795,218.12	25,000,398.03
March 2010	77,760,471.78	4,470,061.72	24,759,386.92
April 2010	76,980,369.90	4,149,803.86	24,519,372.50
May 2010	76,204,399.75	3,834,383.54	24,280,350.38
June 2010	75,432,540.01	3,523,740.28	24,042,316.18
July 2010	74,664,769.47	3,217,814.21	23,805,265.54
August 2010	73,901,067.03	2,916,546.01	23,569,194.14
September 2010	73,141,411.70	2,619,876.92	23,334,097.65
October 2010	72,385,782.59	2,327,748.73	23,099,971.78
November 2010	71,634,158.92	2,040,103.79	22,866,812.25
December 2010	70,886,520.04	1,756,884.95	22,634,614.79
January 2011	70,142,845.37	1,478,035.67	22,403,375.16

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
February 2011	\$69,403,114.45	\$ 1,203,499.89	\$22,173,089.15
March 2011	68,667,306.94	933,222.08	21,943,752.54
April 2011	67,935,402.59	667,147.27	21,715,361.14
May 2011	67,207,381.25	405,220.98	21,487,910.79
June 2011	66,483,222.89	147,389.23	21,261,397.33
July 2011	65,762,907.56	0.00	21,035,816.64
August 2011	65,046,415.44	0.00	20,811,164.59
September 2011	64,333,726.78	0.00	20,587,437.09
October 2011	63,624,821.97	0.00	20,364,630.06
November 2011	62,919,681.47	0.00	20,142,739.44
December 2011	62,218,285.86	0.00	19,921,761.18
January 2012	61,520,615.79	0.00	19,701,691.26
February 2012	60,826,652.05	0.00	19,482,525.66
March 2012	60,136,375.51	0.00	19,264,260.40
April 2012	59,449,767.12	0.00	19,046,891.49
May 2012	58,766,807.97	0.00	18,830,414.99
June 2012	58,087,479.20	0.00	18,614,826.95
July 2012	57,411,762.08	0.00	18,400,123.45
August 2012	56,739,637.97	0.00	18,186,300.59
September 2012	56,071,088.32	0.00	17,973,354.46
October 2012	55,406,094.68	0.00	17,761,281.21
November 2012	54,744,638.68	0.00	17,550,076.97
December 2012	54,086,702.07	0.00	17,339,737.91
January 2013	53,432,266.69	0.00	17,130,260.20
February 2013	52,781,314.44	0.00	16,921,640.04
March 2013	52,133,827.36	0.00	16,713,873.65
April 2013	51,489,787.54	0.00	16,506,957.24
May 2013	50,849,177.20	0.00	16,300,887.06
June 2013	50,211,978.63	0.00	16,095,659.37
July 2013	49,578,174.20	0.00	15,891,270.44
August 2013	48,947,746.41	0.00	15,687,716.58
September 2013	48,320,677.81	0.00	15,484,994.09
October 2013	47,696,951.05	0.00	15,283,099.28
November 2013	47,076,548.90	0.00	15,082,028.51
December 2013	46,459,454.16	0.00	14,881,778.13
January 2014	45,845,649.78	0.00	14,682,344.51
February 2014	45,235,118.75	0.00	14,483,724.04
March 2014	44,627,844.18	0.00	14,285,913.12
April 2014	44,023,809.25	0.00	14,088,908.18
May 2014	43,422,997.23	0.00	13,892,705.63
June 2014	42,825,391.48	0.00	13,697,301.95
July 2014	42,230,975.43	0.00	13,502,693.58
August 2014	41,639,732.63	0.00	13,308,877.02
September 2014	41,051,646.67	0.00	13,115,848.76
October 2014	40,466,701.25	0.00	12,923,605.30
November 2014	39,884,880.17	0.00	12,732,143.18
December 2014	39,306,167.27	0.00	12,541,458.94
January 2015	38,730,546.51	0.00	12,351,549.13

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
February 2015	\$38,160,439.97	\$ 0.00	\$12,162,410.33
March 2015	37,597,966.65	0.00	11,974,039.11
April 2015	37,043,028.96	0.00	11,786,432.09
May 2015	36,495,530.56	0.00	11,599,585.88
June 2015	35,955,376.30	0.00	11,413,497.10
July 2015	35,422,472.21	0.00	11,228,162.41
August 2015	34,896,725.49	0.00	11,043,578.46
September 2015	34,378,044.52	0.00	10,859,741.93
October 2015	33,866,338.79	0.00	10,676,649.50
November 2015	33,361,518.95	0.00	10,494,297.88
December 2015	32,863,496.74	0.00	10,312,683.78
January 2016	32,372,185.02	0.00	10,131,803.95
February 2016	31,887,497.73	0.00	9,951,655.11
March 2016	31,409,349.88	0.00	9,772,234.03
April 2016	30,937,657.56	0.00	9,593,537.49
May 2016	30,472,337.88	0.00	9,415,562.27
June 2016	30,013,309.01	0.00	9,238,305.17
July 2016	29,560,490.14	0.00	9,061,763.02
August 2016	29,113,801.44	0.00	8,885,932.63
September 2016	28,673,164.12	0.00	8,710,810.85
October 2016	28,238,500.35	0.00	8,536,394.55
November 2016	27,809,733.28	0.00	8,362,680.58
December 2016	27,386,787.03	0.00	8,189,665.83
January 2017	26,969,586.64	0.00	8,017,347.20
February 2017	26,558,058.13	0.00	7,845,721.60
March 2017	26,152,128.41	0.00	7,676,071.40
April 2017	25,751,725.32	0.00	7,508,467.11
May 2017	25,356,777.62	0.00	7,342,885.02
June 2017	24,967,214.92	0.00	7,179,301.66
July 2017	24,582,967.75	0.00	7,017,693.87
August 2017	24,203,967.50	0.00	6,858,038.72
September 2017	23,830,146.41	0.00	6,700,313.55
October 2017	23,461,437.58	0.00	6,544,495.97
November 2017	23,097,774.94	0.00	6,390,563.83
December 2017	22,739,093.27	0.00	6,238,495.25
January 2018	22,385,328.13	0.00	6,088,268.57
February 2018	22,036,415.92	0.00	5,939,862.40
March 2018	21,692,293.83	0.00	5,793,255.59
April 2018	21,352,899.83	0.00	5,648,427.23
May 2018	21,018,172.68	0.00	5,505,356.64
June 2018	20,688,051.90	0.00	5,364,023.39
July 2018	20,362,477.78	0.00	5,224,407.27
August 2018	20,041,391.36	0.00	5,086,488.30
September 2018	19,724,734.39	0.00	4,950,246.74
October 2018	19,412,449.40	0.00	4,815,663.06
November 2018	19,104,479.60	0.00	4,682,717.97
December 2018	18,800,768.95	0.00	4,551,392.38
January 2019	18,501,262.09	0.00	4,421,667.44

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
February 2019	\$18,205,904.37	\$ 0.00	\$ 4,293,524.50
March 2019	17,914,641.81	0.00	4,166,945.11
April 2019	17,627,421.13	0.00	4,041,911.06
May 2019	17,344,189.71	0.00	3,918,404.34
June 2019	17,064,895.60	0.00	3,796,407.12
July 2019	16,789,487.48	0.00	3,675,901.81
August 2019	16,517,914.71	0.00	3,556,870.99
September 2019	16,250,127.28	0.00	3,439,297.47
October 2019	15,986,075.78	0.00	3,323,164.21
November 2019	15,725,711.47	0.00	3,208,454.42
December 2019	15,468,986.19	0.00	3,095,151.46
January 2020	15,215,852.40	0.00	2,983,238.90
February 2020	14,966,263.15	0.00	2,872,700.49
March 2020	14,720,172.10	0.00	2,763,520.16
April 2020	14,477,533.48	0.00	2,655,682.05
May 2020	14,238,302.11	0.00	2,549,170.45
June 2020	14,002,433.36	0.00	2,443,969.84
July 2020	13,769,883.20	0.00	2,340,064.88
August 2020	13,540,608.11	0.00	2,237,440.41
September 2020	13,314,565.15	0.00	2,136,081.43
October 2020	13,091,711.93	0.00	2,035,973.13
November 2020	12,872,006.56	0.00	1,937,100.85
December 2020	12,655,407.72	0.00	1,839,450.12
January 2021	12,441,874.59	0.00	1,743,006.60
February 2021	12,231,366.87	0.00	1,647,756.15
March 2021	12,023,844.77	0.00	1,553,684.77
April 2021	11,819,269.01	0.00	1,460,778.64
May 2021	11,617,600.80	0.00	1,369,024.08
June 2021	11,418,801.84	0.00	1,278,407.56
July 2021	11,222,834.32	0.00	1,188,915.74
August 2021	11,029,660.92	0.00	1,100,535.39
September 2021	10,839,244.77	0.00	1,013,253.46
October 2021	10,651,549.48	0.00	927,057.04
November 2021	10,466,539.12	0.00	841,933.37
December 2021	10,284,178.23	0.00	757,869.84
January 2022	10,104,431.77	0.00	674,853.97
February 2022	9,927,265.18	0.00	592,873.44
March 2022	9,752,644.30	0.00	511,916.05
April 2022	9,580,535.43	0.00	431,969.77
May 2022	9,410,905.31	0.00	353,022.68
June 2022	9,243,721.06	0.00	275,063.02
July 2022	9,078,950.27	0.00	198,079.14
August 2022	8,916,560.89	0.00	122,059.54
September 2022	8,756,521.32	0.00	46,992.85
October 2022	8,598,800.34	0.00	0.00
November 2022	8,443,367.13	0.00	0.00
December 2022	8,290,191.28	0.00	0.00
January 2023	8,139,242.73	0.00	0.00

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
February 2023	\$ 7,990,491.84	\$ 0.00	\$ 0.00
March 2023	7,843,909.34	0.00	0.00
April 2023	7,699,466.31	0.00	0.00
May 2023	7,557,134.22	0.00	0.00
June 2023	7,416,884.91	0.00	0.00
July 2023	7,278,690.55	0.00	0.00
August 2023	7,142,523.70	0.00	0.00
September 2023	7,008,357.25	0.00	0.00
October 2023	6,876,164.44	0.00	0.00
November 2023	6,745,918.85	0.00	0.00
December 2023	6,617,594.40	0.00	0.00
January 2024	6,491,165.35	0.00	0.00
February 2024	6,366,606.27	0.00	0.00
March 2024	6,243,892.08	0.00	0.00
April 2024	6,122,998.00	0.00	0.00
May 2024	6,003,899.58	0.00	0.00
June 2024	5,886,572.68	0.00	0.00
July 2024	5,770,993.47	0.00	0.00
August 2024	5,657,138.41	0.00	0.00
September 2024	5,544,984.30	0.00	0.00
October 2024	5,434,508.19	0.00	0.00
November 2024	5,325,687.46	0.00	0.00
December 2024	5,218,499.77	0.00	0.00
January 2025	5,112,923.05	0.00	0.00
February 2025	5,008,935.54	0.00	0.00
March 2025	4,906,515.74	0.00	0.00
April 2025	4,805,642.44	0.00	0.00
May 2025	4,706,294.69	0.00	0.00
June 2025	4,608,451.82	0.00	0.00
July 2025	4,512,093.42	0.00	0.00
August 2025	4,417,199.34	0.00	0.00
September 2025	4,323,749.70	0.00	0.00
October 2025	4,231,724.86	0.00	0.00
November 2025	4,141,105.46	0.00	0.00
December 2025	4,051,872.35	0.00	0.00
January 2026	3,964,006.66	0.00	0.00
February 2026	3,877,489.75	0.00	0.00
March 2026	3,792,303.22	0.00	0.00
April 2026	3,708,428.92	0.00	0.00
May 2026	3,625,848.92	0.00	0.00
June 2026	3,544,545.51	0.00	0.00
July 2026	3,464,501.25	0.00	0.00
August 2026	3,385,698.88	0.00	0.00
September 2026	3,308,121.40	0.00	0.00
October 2026	3,231,752.00	0.00	0.00
November 2026	3,156,574.10	0.00	0.00
December 2026	3,082,571.34	0.00	0.00
January 2027	3,009,727.57	0.00	0.00

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
February 2027	\$ 2,938,026.85	\$ 0.00	\$ 0.00
March 2027	2,867,453.43	0.00	0.00
April 2027	2,797,991.79	0.00	0.00
May 2027	2,729,626.59	0.00	0.00
June 2027	2,662,342.70	0.00	0.00
July 2027	2,596,125.18	0.00	0.00
August 2027	2,530,959.30	0.00	0.00
September 2027	2,466,830.50	0.00	0.00
October 2027	2,403,724.42	0.00	0.00
November 2027	2,341,626.88	0.00	0.00
December 2027	2,280,523.91	0.00	0.00
January 2028	2,220,401.68	0.00	0.00
February 2028	2,161,246.57	0.00	0.00
March 2028	2,103,045.14	0.00	0.00
April 2028	2,045,784.09	0.00	0.00
May 2028	1,989,450.34	0.00	0.00
June 2028	1,934,030.96	0.00	0.00
July 2028	1,879,513.16	0.00	0.00
August 2028	1,825,884.38	0.00	0.00
September 2028	1,773,132.16	0.00	0.00
October 2028	1,721,244.24	0.00	0.00
November 2028	1,670,208.52	0.00	0.00
December 2028	1,620,013.05	0.00	0.00
January 2029	1,570,646.02	0.00	0.00
February 2029	1,522,095.80	0.00	0.00
March 2029	1,474,350.90	0.00	0.00
April 2029	1,427,399.99	0.00	0.00
May 2029	1,381,231.88	0.00	0.00
June 2029	1,335,835.53	0.00	0.00
July 2029	1,291,200.04	0.00	0.00
August 2029	1,247,314.66	0.00	0.00
September 2029	1,204,168.77	0.00	0.00
October 2029	1,161,751.91	0.00	0.00
November 2029	1,120,053.74	0.00	0.00
December 2029	1,079,064.05	0.00	0.00
January 2030	1,038,772.80	0.00	0.00
February 2030	999,170.03	0.00	0.00
March 2030	960,245.96	0.00	0.00
April 2030	921,990.92	0.00	0.00
May 2030	884,395.34	0.00	0.00
June 2030	847,449.83	0.00	0.00
July 2030	811,145.08	0.00	0.00
August 2030	775,471.92	0.00	0.00
September 2030	740,421.30	0.00	0.00
October 2030	705,984.30	0.00	0.00
November 2030	672,152.09	0.00	0.00
December 2030	638,915.99	0.00	0.00
January 2031	606,267.41	0.00	0.00

<u>Distribution Date</u>	<u>Classes PA, PB, PC and PD (in the aggregate)</u>	<u>Classes PK and ZK (in the aggregate)</u>	<u>Class KO</u>
February 2031	\$ 574,197.89	\$ 0.00	\$ 0.00
March 2031	542,699.07	0.00	0.00
April 2031	511,762.71	0.00	0.00
May 2031	481,380.67	0.00	0.00
June 2031	451,544.93	0.00	0.00
July 2031	422,247.56	0.00	0.00
August 2031	393,480.76	0.00	0.00
September 2031	365,236.81	0.00	0.00
October 2031	337,508.11	0.00	0.00
November 2031	310,287.15	0.00	0.00
December 2031	283,566.52	0.00	0.00
January 2032	257,338.91	0.00	0.00
February 2032	231,597.12	0.00	0.00
March 2032	206,334.02	0.00	0.00
April 2032	181,542.61	0.00	0.00
May 2032	157,215.96	0.00	0.00
June 2032	133,347.23	0.00	0.00
July 2032	109,929.68	0.00	0.00
August 2032	86,956.66	0.00	0.00
September 2032	64,421.62	0.00	0.00
October 2032	42,318.07	0.00	0.00
November 2032	20,639.63	0.00	0.00
December 2032 and thereafter	0.00	0.00	0.00

Schedule III

164% PSA BALANCES

<u>Distribution Date</u>	<u>164% PSA Balance</u>
Initial Balance	\$140,000,000.00
July 2007	138,588,303.10
August 2007	137,189,583.84
September 2007	135,803,727.25
October 2007	134,430,619.38
November 2007	133,070,147.25
December 2007	131,722,198.89
January 2008	130,386,663.28
February 2008	129,063,430.41
March 2008	127,752,391.17
April 2008	126,453,437.46
May 2008	125,166,462.07
June 2008	123,891,358.77
July 2008	122,628,022.24
August 2008	121,376,348.05
September 2008	120,136,232.73
October 2008	118,907,573.68
November 2008	117,690,269.21
December 2008	116,484,218.50
January 2009	115,289,321.62
February 2009	114,105,479.53
March 2009	112,932,594.01
April 2009	111,770,567.74
May 2009	110,619,304.24
June 2009	109,478,707.84
July 2009	108,348,683.76
August 2009	107,229,137.99
September 2009	106,119,977.38
October 2009	105,021,109.58
November 2009	103,932,443.05
December 2009	102,853,887.04
January 2010	101,785,351.60
February 2010	100,726,747.57
March 2010	99,677,986.55
April 2010	98,638,980.94
May 2010	97,609,643.88
June 2010	96,589,889.28
July 2010	95,579,631.81
August 2010	94,578,786.86
September 2010	93,587,270.59
October 2010	92,604,999.87
November 2010	91,631,892.31
December 2010	90,667,866.23
January 2011	89,712,840.66

<u>Distribution Date</u>	<u>164% PSA Balance</u>
February 2011	\$ 88,766,735.37
March 2011	87,829,470.78
April 2011	86,900,968.05
May 2011	85,981,149.01
June 2011	85,069,936.17
July 2011	84,167,252.73
August 2011	83,273,022.55
September 2011	82,387,170.16
October 2011	81,509,620.75
November 2011	80,640,300.17
December 2011	79,779,134.91
January 2012	78,926,052.11
February 2012	78,080,979.55
March 2012	77,243,845.62
April 2012	76,414,579.36
May 2012	75,593,110.42
June 2012	74,779,369.08
July 2012	73,973,286.22
August 2012	73,174,793.31
September 2012	72,383,822.44
October 2012	71,600,306.30
November 2012	70,824,178.14
December 2012	70,055,371.83
January 2013	69,293,821.79
February 2013	68,539,463.04
March 2013	67,792,231.14
April 2013	67,052,062.23
May 2013	66,318,893.03
June 2013	65,592,660.77
July 2013	64,873,303.27
August 2013	64,160,758.86
September 2013	63,454,966.45
October 2013	62,755,865.45
November 2013	62,063,395.83
December 2013	61,377,498.05
January 2014	60,698,113.13
February 2014	60,025,182.59
March 2014	59,358,648.46
April 2014	58,698,453.28
May 2014	58,044,540.09
June 2014	57,396,852.45
July 2014	56,755,334.40
August 2014	56,119,930.45
September 2014	55,490,585.64
October 2014	54,867,245.46
November 2014	54,249,855.90
December 2014	53,638,363.40
January 2015	53,032,714.88
February 2015	52,432,857.74

<u>Distribution Date</u>	<u>164% PSA Balance</u>
March 2015	\$ 51,838,739.83
April 2015	51,250,309.45
May 2015	50,667,515.36
June 2015.....	50,090,306.79
July 2015	49,518,633.38
August 2015	48,952,445.23
September 2015	48,391,692.90
October 2015	47,836,327.34
November 2015	47,286,299.96
December 2015	46,741,562.59
January 2016	46,202,067.49
February 2016.....	45,667,767.33
March 2016	45,138,615.19
April 2016	44,614,564.59
May 2016	44,095,569.43
June 2016.....	43,581,584.03
July 2016	43,072,563.10
August 2016	42,568,461.76
September 2016	42,069,235.53
October 2016	41,574,840.30
November 2016	41,085,232.36
December 2016	40,600,368.39
January 2017	40,120,205.44
February 2017.....	39,644,700.94
March 2017	39,173,812.71
April 2017	38,707,498.93
May 2017	38,245,718.13
June 2017.....	37,788,429.24
July 2017	37,335,591.53
August 2017	36,887,164.63
September 2017	36,443,108.52
October 2017	36,003,383.55
November 2017	35,567,950.42
December 2017	35,136,770.15
January 2018	34,709,804.12
February 2018.....	34,287,014.06
March 2018	33,868,362.03
April 2018	33,453,810.41
May 2018	33,043,321.92
June 2018.....	32,636,859.63
July 2018	32,234,386.90
August 2018	31,835,867.44
September 2018	31,441,265.27
October 2018	31,050,544.72
November 2018	30,663,670.46
December 2018	30,280,607.44
January 2019	29,901,320.94
February 2019.....	29,525,776.53
March 2019	29,153,940.10

<u>Distribution Date</u>	<u>164% PSA Balance</u>
April 2019	\$ 28,785,777.85
May 2019	28,421,256.24
June 2019	28,060,342.06
July 2019	27,703,002.38
August 2019	27,349,204.57
September 2019	26,998,916.28
October 2019	26,652,105.44
November 2019	26,308,740.28
December 2019	25,968,789.29
January 2020	25,632,221.26
February 2020	25,299,005.25
March 2020	24,969,110.58
April 2020	24,642,506.85
May 2020	24,319,163.94
June 2020	23,999,051.97
July 2020	23,682,141.36
August 2020	23,368,402.75
September 2020	23,057,807.08
October 2020	22,750,325.51
November 2020	22,445,929.49
December 2020	22,144,590.70
January 2021	21,846,281.08
February 2021	21,550,972.81
March 2021	21,258,638.33
April 2021	20,969,250.31
May 2021	20,682,781.66
June 2021	20,399,205.55
July 2021	20,118,495.38
August 2021	19,840,624.77
September 2021	19,565,567.58
October 2021	19,293,297.92
November 2021	19,023,790.12
December 2021	18,757,018.71
January 2022	18,492,958.49
February 2022	18,231,584.46
March 2022	17,972,871.85
April 2022	17,716,796.09
May 2022	17,463,332.84
June 2022	17,212,458.00
July 2022	16,964,147.65
August 2022	16,718,378.09
September 2022	16,475,125.84
October 2022	16,234,367.63
November 2022	15,996,080.38
December 2022	15,760,241.23
January 2023	15,526,827.52
February 2023	15,295,816.78
March 2023	15,067,186.77
April 2023	14,840,915.40

<u>Distribution Date</u>	<u>164% PSA Balance</u>
May 2023	\$ 14,616,980.82
June 2023	14,395,361.36
July 2023	14,176,035.53
August 2023	13,958,982.05
September 2023	13,744,179.81
October 2023	13,531,607.91
November 2023	13,321,245.62
December 2023	13,113,072.40
January 2024	12,907,067.89
February 2024	12,703,211.91
March 2024	12,501,484.46
April 2024	12,301,865.74
May 2024	12,104,336.08
June 2024	11,908,876.03
July 2024	11,715,466.29
August 2024	11,524,087.74
September 2024	11,334,721.43
October 2024	11,147,348.57
November 2024	10,961,950.55
December 2024	10,778,508.92
January 2025	10,597,005.39
February 2025	10,417,421.84
March 2025	10,239,740.31
April 2025	10,063,943.01
May 2025	9,890,012.28
June 2025	9,717,930.65
July 2025	9,547,680.79
August 2025	9,379,245.53
September 2025	9,212,607.84
October 2025	9,047,750.86
November 2025	8,884,657.87
December 2025	8,723,312.31
January 2026	8,563,697.75
February 2026	8,405,797.93
March 2026	8,249,596.72
April 2026	8,095,078.13
May 2026	7,942,226.32
June 2026	7,791,025.60
July 2026	7,641,460.42
August 2026	7,493,515.34
September 2026	7,347,175.09
October 2026	7,202,424.53
November 2026	7,059,248.65
December 2026	6,917,632.58
January 2027	6,777,561.57
February 2027	6,639,021.02
March 2027	6,501,996.46
April 2027	6,366,473.52
May 2027	6,232,438.01

<u>Distribution Date</u>	<u>164% PSA Balance</u>
June 2027	\$ 6,099,875.82
July 2027	5,968,772.99
August 2027	5,839,115.68
September 2027	5,710,890.17
October 2027	5,584,082.88
November 2027	5,458,680.33
December 2027	5,334,669.18
January 2028	5,212,036.19
February 2028	5,090,768.26
March 2028	4,970,852.39
April 2028	4,852,275.71
May 2028	4,735,025.46
June 2028	4,619,088.98
July 2028	4,504,453.76
August 2028	4,391,107.37
September 2028	4,279,037.50
October 2028	4,168,231.96
November 2028	4,058,678.66
December 2028	3,950,365.63
January 2029	3,843,280.99
February 2029	3,737,412.99
March 2029	3,632,749.95
April 2029	3,529,280.34
May 2029	3,426,992.71
June 2029	3,325,875.70
July 2029	3,225,918.09
August 2029	3,127,108.72
September 2029	3,029,436.55
October 2029	2,932,890.66
November 2029	2,837,460.19
December 2029	2,743,134.40
January 2030	2,649,902.64
February 2030	2,557,754.37
March 2030	2,466,679.12
April 2030	2,376,666.54
May 2030	2,287,706.36
June 2030	2,199,788.41
July 2030	2,112,902.60
August 2030	2,027,038.93
September 2030	1,942,187.52
October 2030	1,858,338.55
November 2030	1,775,482.29
December 2030	1,693,609.12
January 2031	1,612,709.48
February 2031	1,532,773.92
March 2031	1,453,793.06
April 2031	1,375,757.61
May 2031	1,298,658.36
June 2031	1,222,486.20

<u>Distribution Date</u>	<u>164% PSA Balance</u>
July 2031	\$ 1,147,232.07
August 2031	1,072,887.04
September 2031	999,442.21
October 2031	926,888.80
November 2031	855,218.09
December 2031	784,421.44
January 2032	714,490.30
February 2032	645,416.18
March 2032	577,190.68
April 2032	509,805.48
May 2032	443,252.32
June 2032	377,523.03
July 2032	312,609.51
August 2032	248,503.73
September 2032	185,197.73
October 2032	122,683.64
November 2032	60,953.64
December 2032 and thereafter	0.00



\$590,000,000

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June 21, 2007

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