



\$493,454,654

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2007-049

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 30, 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 “exempt securities” under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
BD(1)	\$ 3,400,000	6.50%	SUP	FIX	38375L AA8	August 2037
BG(1)	12,515,164	6.50	SUP	FIX	38375L AB6	March 2036
BH(1)	14,463,685	6.50	SUP	FIX	38375L AC4	December 2036
BI(1)	8,880,000	(5)	NTL (PAC III/AD)	FLT/IO/DLY	38375L AD2	August 2037
BN	10,418,415	6.00	SUP	FIX	38375L AE0	August 2037
BS	33,300,000	(5)	PAC III/AD	INV/DLY	38375L AF7	August 2037
BW	500,000	6.25	SUP	FIX	38375L AG5	December 2036
BZ	1,304	6.00	PAC III	FIX/Z	38375L AH3	August 2037
CI(1)	2,833,333	(5)	NTL (PAC III/AD)	FLT/IO/DLY	38375L AJ9	August 2037
CS	10,000,000	(5)	PAC III/AD	INV/DLY	38375L AK6	August 2037
FB	18,500,000	(5)	SUP	FLT/DLY	38375L AL4	August 2037
FE(1)	20,681,518	(5)	NTL (PAC I)	FLT/IO/DLY	38375L AM2	August 2037
ND	31,587,670	6.00	PAC I	FIX	38375L AN0	January 2037
NF	163,504,580	(5)	PAC I	FLT	38375L AP5	December 2035
NO(1)	34,063,454	0.00	PAC I	PO	38375L AQ3	December 2035
NY(1)	163,504,580	(5)	NTL (PAC I)	INV/IO	38375L AR1	December 2035
OB(1)	8,880,000	0.00	PAC III/AD	PO	38375L AS9	August 2037
OC(1)	2,833,333	0.00	PAC III/AD	PO	38375L AT7	August 2037
OD(1)	283,333	0.00	SUP	PO	38375L AU4	August 2037
OE(1)	20,681,518	0.00	PAC I	PO	38375L AV2	August 2037
OG(1)	1,042,930	0.00	SUP	PO	38375L AW0	March 2036
OH(1)	1,226,140	0.00	SUP	PO	38375L DL1	December 2036
QB(1)	14,469,367	5.00	PAC II	FIX	38375L AX8	August 2037
QI(1)	2,411,561	6.00	NTL (PAC II)	FIX/IO	38375L AY6	August 2037
SB	3,083,333	(5)	SUP	INV/DLY	38375L AZ3	August 2037
SE(1)	20,681,518	(5)	NTL (PAC I)	INV/IO/DLY	38375L BA7	August 2037
Security Group 2						
FA	41,710,659	(5)	SC/PT	FLT	38375L BB5	September 2036
LO(1)	6,951,776	0.00	SC/PT	PO	38375L BC3	September 2036
SY(1)	41,710,659	(5)	NTL (SC/PT)	INV/IO	38375L BD1	September 2036
Security Group 3						
CA	3,500,000	5.50	SC/SEQ	FIX	38375L BE9	November 2032
CB	3,000,000	5.50	SC/SEQ	FIX	38375L BF6	November 2032
CD	2,000,000	5.50	SC/SEQ	FIX	38375L BG4	November 2032
CG	1,500,000	5.50	SC/SEQ	FIX	38375L BH2	November 2032
Security Group 4						
BP	4,917,326	6.00	SC/SUP	FIX	38375L BK5	August 2037
BT	1,700,000	6.00	SC/SEQ	FIX	38375L BL3	August 2037
UI(1)	9,804,667	(5)	NTL (SC/SCH)	FLT/IO/DLY	38375L BM1	August 2037
UO(1)	9,804,667	0.00	SC/SCH	PO	38375L BJ8	August 2037
US	33,616,000	(5)	SC/SCH	INV/DLY	38375L BN9	August 2037
Residual						
RR1	0	0.00	NPR	NPR	38375L BP4	August 2037
RR2	0	0.00	NPR	NPR	38375L BQ2	August 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.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular, and
- in the case of the Group 2, Group 3 and Group 4 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

If you do not have access to the internet, call 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. In addition, you can obtain copies of any other document listed above by contacting The Bank of New York, at the telephone listed above.

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

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TERMS SHEET

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

Sponsor: Citigroup Global Markets Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: August 30, 2007

Distribution Dates: For the Group 1, Group 3 and Group 4 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2007. For the Group 2 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in September 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 II	6.0%	30
2	Underlying Certificates	(1)	(1)
3	Underlying Certificate	(1)	(1)
4	Underlying Certificates	(1)	(1)

(1) Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement, except in the case of Ginnie Mae 2007-049 Classes BA and QA for which this Supplement is the Underlying Certificates Disclosure Document.

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
\$384,754,226	357	2	6.39%

¹ As of August 1, 2007.

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

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

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

Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
BF	$(\text{LIBOR} \times 2850.00) - 18525.00\%$	0.0000%	0.00%	28.50000000%	19	6.50%
BI	$(\text{LIBOR} \times 2850.00) - 18525.00\%$	0.0000%	0.00%	28.50000000%	19	6.50%
BS	$4947.60\% - (\text{LIBOR} \times 760.00)$	7.6000%	0.00%	7.60000000%	19	6.51%
CF	$(\text{LIBOR} \times 2717.64705882) - 17664.70588233\%$	0.0000%	0.00%	27.17647059%	19	6.50%
CI	$(\text{LIBOR} \times 2717.64705882) - 17664.70588233\%$	0.0000%	0.00%	27.17647059%	19	6.50%
CS	$5012.70\% - (\text{LIBOR} \times 770.00)$	7.7000%	0.00%	7.70000000%	19	6.51%
FA	$\text{LIBOR} + 0.27\%$	5.5900%	0.27%	7.00000000%	0	0.00%
FB	$\text{LIBOR} + 0.70\%$	6.0200%	0.70%	7.00000000%	19	0.00%
FE	$(\text{LIBOR} \times 24.00) - 216.00\%$	0.0000%	0.00%	6.00000000%	19	9.00%
NA	$14.20\% - (\text{LIBOR} \times 2.00)$	3.5600%	0.00%	14.20000000%	0	7.10%
NB	$15.975\% - (\text{LIBOR} \times 2.25)$	4.0050%	0.00%	15.97500000%	0	7.10%
NC	$17.75\% - (\text{LIBOR} \times 2.50)$	4.4500%	0.00%	17.75000000%	0	7.10%
NF	$\text{LIBOR} + 0.15\%$	5.4700%	0.15%	7.25000000%	0	0.00%
NG	$19.525\% - (\text{LIBOR} \times 2.75)$	4.8950%	0.00%	19.52500000%	0	7.10%
NH	$21.30\% - (\text{LIBOR} \times 3.00)$	5.3400%	0.00%	21.30000000%	0	7.10%
NJ	$23.075\% - (\text{LIBOR} \times 3.25)$	5.7850%	0.00%	23.07500000%	0	7.10%
NK	$24.85\% - (\text{LIBOR} \times 3.50)$	6.2300%	0.00%	24.85000000%	0	7.10%
NL	$28.40\% - (\text{LIBOR} \times 4.00)$	7.1200%	0.00%	28.40000000%	0	7.10%
NP	$30.175\% - (\text{LIBOR} \times 4.25)$	7.5650%	0.00%	30.17500000%	0	7.10%
NS	$26.625\% - (\text{LIBOR} \times 3.75)$	6.6750%	0.00%	26.62500000%	0	7.10%
NT	$31.95\% - (\text{LIBOR} \times 4.50)$	8.0100%	0.00%	31.95000000%	0	7.10%
NU	$33.725\% - (\text{LIBOR} \times 4.75)$	8.4550%	0.00%	33.72500000%	0	7.10%
NV	$34.08\% - (\text{LIBOR} \times 4.80)$	8.5440%	0.00%	34.08000000%	0	7.10%
NY	$7.10\% - \text{LIBOR}$	1.7800%	0.00%	7.10000000%	0	7.10%
SA	$25.2375\% - (\text{LIBOR} \times 3.75)$	5.2875%	0.00%	25.23750000%	0	6.73%
SB	$37.80\% - (\text{LIBOR} \times 6.00)$	5.8800%	0.00%	37.80000000%	19	6.30%
SC	$18.5075\% - (\text{LIBOR} \times 2.75)$	3.8775%	0.00%	18.50750000%	0	6.73%
SD	$20.19\% - (\text{LIBOR} \times 3.00)$	4.2300%	0.00%	20.19000000%	0	6.73%
SE	$222.00\% - (\text{LIBOR} \times 24.00)$	6.0000%	0.00%	6.00000000%	19	9.25%
SF	$21.8725\% - (\text{LIBOR} \times 3.25)$	4.5825%	0.00%	21.87250000%	0	6.73%
SG	$23.555\% - (\text{LIBOR} \times 3.50)$	4.9350%	0.00%	23.55500000%	0	6.73%
SH	$26.92\% - (\text{LIBOR} \times 4.00)$	5.6400%	0.00%	26.92000000%	0	6.73%
SJ	$28.6025\% - (\text{LIBOR} \times 4.25)$	5.9925%	0.00%	28.60250000%	0	6.73%
SK	$30.285\% - (\text{LIBOR} \times 4.50)$	6.3450%	0.00%	30.28500000%	0	6.73%
SL	$31.9675\% - (\text{LIBOR} \times 4.75)$	6.6975%	0.00%	31.96750000%	0	6.73%
SM	$33.65\% - (\text{LIBOR} \times 5.00)$	7.0500%	0.00%	33.65000000%	0	6.73%
SN	$35.3325\% - (\text{LIBOR} \times 5.25)$	7.4025%	0.00%	35.33250000%	0	6.73%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
ST	37.015% - (LIBOR × 5.50)	7.7550%	0.00%	37.01500000%	0	6.73%
SU	38.6975% - (LIBOR × 5.75)	8.1075%	0.00%	38.69750000%	0	6.73%
SV	40.38% - (LIBOR × 6.00)	8.4600%	0.00%	40.38000000%	0	6.73%
SW	16.825% - (LIBOR × 2.50)	3.5250%	0.00%	16.82500000%	0	6.73%
SY	6.73% - LIBOR	1.4100%	0.00%	6.73000000%	0	6.73%
UF	(LIBOR × 2657.14275908) - 17271.42793402%	0.0000%	0.00%	26.57142759%	19	6.50%
UI	(LIBOR × 2657.14275908) - 17271.42793402%	0.0000%	0.00%	26.57142759%	19	6.50%
US	5045.25% - (LIBOR × 775.00)	7.7500%	0.00%	7.75000000%	19	6.51%

- (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 BZ Accrual Amount will be allocated as follows:

- The BZ Accrual Amount in the following order of priority:
 1. Concurrently, to BS, CS, OB and OC, pro rata, until retired
 2. To BZ, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. To the PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to NF and NO, pro rata, until retired
 - b. Sequentially, to ND and OE, in that order, until retired
 2. To QB, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To the PAC III Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to BS, CS, OB and OC, pro rata, until retired
 - b. To BZ, until retired
 4. Concurrently:
 - a. 32.98539422% concurrently, to FB and SB, pro rata, until retired
 - b. 67.01460578% in the following order of priority:
 - i. Concurrently, to BG and OG, pro rata, until retired
 - ii. Concurrently, to BH, BW and OH, pro rata, until retired
 - iii. Concurrently, to BD, BN and OD, pro rata, until retired

5. To the PAC III Classes, in the same manner and order of priority described in Step 3 above, but without regard to their Aggregate Scheduled Principal Balance, until retired
6. To QB, without regard to its Scheduled Principal Balance, until retired
7. To the PAC I Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, concurrently, to FA and LO, pro rata, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated, sequentially, to CA, CB, CD and CG, in that order, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to UO and US, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To BP, until retired
3. Concurrently, to UO and US, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
4. To BT, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
ND, NF, NO and OE (in the aggregate)	100% PSA through 300% PSA
PAC II Class	
QB	120% PSA through 300% PSA
PAC III Classes	
BS, BZ, CS, OB and OC (in the aggregate)	214% PSA through 300% PSA
Scheduled Classes	
UO and US (in the aggregate)*	238% PSA through 249% PSA

* Classes UO and US have no Effective Range.

Accrual Class: Interest will accrue on the Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Class as interest. Interest so accrued on the Accrual Class on each

Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI.....	\$ 8,880,000	100% of OB (PAC III/AD Class)
CI.....	2,833,333	100% of OC (PAC III/AD Class)
FE.....	20,681,518	100% of OE (PAC I Class)
NY.....	163,504,580	100% of NF (PAC I Class)
QI.....	2,411,561	16.6666655148% of QB (PAC II Class)
SE.....	20,681,518	100% of OE (PAC I Class)
SY.....	41,710,659	100% of FA (SC/PT Class)
UI.....	9,804,667	100% of UO (SC/SCH Class)

Tax Status: Double REMIC Series as to the Group 1 through 3 Trust Assets and Double REMIC Series as to the Group 4 Trust Assets. Separate REMIC elections will be made as to the Issuing REMIC and the Pooling REMIC with respect to the Group 1 through 3 Trust Assets and the Group 4 Trust Assets (the “Group 1 through 3 Pooling REMIC,” the “Group 1 through 3 Issuing REMIC,” the “Group 4 Pooling REMIC” and the “Group 4 Issuing REMIC,” respectively). See “Certain Federal Income Tax Consequences” in this Supplement and in the Base Offering Circular.

Regular and Residual Classes: Class RR1 is a Residual Class and includes the Residual Interest of the Group 1 through 3 Issuing REMIC and the Group 1 through 3 Pooling REMIC; Class RR2 is a Residual Class and includes the Residual Interest of the Group 4 Issuing REMIC and the Group 4 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 security may occur much earlier than the final distribution date.

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

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 2, 3 and 4 securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure documents, the underlying certificate included in trust asset group 3 is not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificate. In addition, certain of the underlying certificates included in trust asset group 4 are support classes that are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, underlying certificates may receive no principal

distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlement of certain of the underlying certificates included in trust asset groups 2, 3 and 4 on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

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

The securities may not be a suitable investment for you. The securities, especially the group 2, group 3 and group 4 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

You are encouraged to consult advisors regarding the financial, legal, tax and other

aspects of an investment in the securities. You should not purchase the securities of any class unless you understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS (Group 1)

The Group 1 Trust Assets are either:

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

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

The Underlying Certificates (Groups 2, 3 and 4)

The Group 2, 3 and 4 Trust Assets consist of Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement, except in the case of Ginnie Mae 2007-049 Classes BA and QA Underlying Certificates for which this Supplement is the Underlying Certificate Disclosure Document. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular.*

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

The Mortgage Loans

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

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

The Trustee Fee

On each Distribution Date, the Trustee will retain a fixed percentage 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 Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the 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 the 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 and Delay Classes	The calendar month preceding the related Distribution Date
Group 2 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 1 Floating Rate and Inverse Floating Rate Classes (other than Delay Classes)	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

For information regarding the manner in which the Trustee determines LIBOR and calculates the Interest Rates for the Floating Rate and Inverse Floating Rate Classes, see

“Description of the Securities — Interest Rate Indices — Determination of LIBOR” in the Base Offering Circular.

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

Accrual Class

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

Principal Distributions

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

Categories of Classes

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used 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 RR1 Securities will represent the beneficial ownership of the Residual Interest in the Group 1 through 3 Issuing REMIC and the beneficial ownership of the Residual Interest in the Group 1 through 3 Pooling REMIC, as described under “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR2 Securities will represent the beneficial ownership of the Residual Interest in the Group 4 Issuing REMIC and the beneficial ownership of the Residual Interest in the Group 4 Pooling REMIC, as described under “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR1 and Class RR2 Securities have no Class Principal Balance and do not accrue interest. The Class RR1 Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the related Trust REMICs after the Class Principal Balance of each Class of Regular Securities in Group 1 through 3 has been reduced to zero. The Class RR2 Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the related Trust REMICs after the Class Principal Balance of each Class of Regular Securities in Group 4 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 the 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 the Accrual Class) can calculate the amount of principal and interest to be distributed to that Class, and investors in the 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.

Trading

For the sole purpose of facilitating trading and settlement, the Classes LO and NO will be treated as non-delay classes.

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 any 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 related 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 U.S. Bank National Association, One Federal Street, 3rd floor, Boston, MA 02110, Attention: Ginnie Mae REMIC Agency Group 2007-049. The Trustee may be contacted by telephone at (617) 603-6451 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 of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000). The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

The prepayment experience of the Mortgage Loans 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*.

Investors in the Group 2, 3 and 4 Securities are urged to review the discussion under "Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 2, 3 and 4 securities" in this Supplement.

Accretion Directed Classes

Classes BS, CS, OB and OC are Accretion Directed Classes. The Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Classes BI and CI are Notional Classes whose Class Notional Balances are determined by reference to the Class Principal Balance of Class OB and OC respectively.

Each of the Classes listed above has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although the Accretion Directed Classes are entitled to receive payments from the Accrual Amount, 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 Scheduled Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See *"Terms Sheet — Scheduled Principal Balances."* However, whether any such Class will adhere to its schedule and receive "Scheduled Payments" on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

Each PAC and Scheduled Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring

Range used to create the related principal balance schedule. Based on the Modeling Assump-
 tions, the *initial* Effective Ranges for the PAC and Scheduled Classes are as follows:

PAC I Classes	<u>Initial Effective Ranges</u>
ND, NF, NO and OE (in the aggregate)	100% PSA through 300% PSA
PAC II Class	
QB	120% PSA through 334% PSA
PAC III Classes	
BS, BZ, CS, OB and OC (in the aggregate)	214% PSA through 352% PSA
Scheduled Classes	
UO and US (in the aggregate)	*

* No Effective Range.

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

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

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

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or Scheduled Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range, if any, for that Class. Further, the Effective Range for any PAC or Scheduled 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 Scheduled Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC or Scheduled Class, if any, 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 Scheduled Class, its supporting Classes may be retired earlier than that PAC or Scheduled Class, and its Weighted Average Life may be shortened, perhaps significantly.

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificates (except as discussed below with respect to the Class BA and QA Underlying Certificates in Group 4), the priorities of distributions on the Underlying Certificates, and the following assumptions (the “Modeling Assumptions”), among others:

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

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

3. Distributions on the Group 2 Securities are always received on the 16th day of the month and distributions on the Group 1, 3 and 4 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in September 2007.

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

5. The Closing Date for the Securities is August 30, 2007.

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

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

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

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

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

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

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement (“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 related Mortgage Loans prepay at the PSA Prepayment Assumption Rates. The percentages set forth in the following decrement tables have been rounded to the nearest whole percentage (including rounding down to zero).

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates																			
	Classes BA, BG, BK and OG					Classes BC, BH, BL, BW and OH					Classes BD, BM, BN, BU and OD					Classes BF, BI, BS, CF, CI, CS, OB and OC				
	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2008	100	100	88	72	8	100	100	100	100	100	100	100	100	100	100	100	100	89	89	89
August 2009	100	100	63	13	0	100	100	100	100	0	100	100	100	100	39	100	100	64	64	64
August 2010	100	100	35	0	0	100	100	100	56	0	100	100	100	100	0	100	100	34	34	0
August 2011	100	100	16	0	0	100	100	100	21	0	100	100	100	100	0	100	100	11	11	0
August 2012	100	100	0	0	0	100	100	90	0	0	100	100	100	86	0	100	100	0	0	0
August 2013	100	100	0	0	0	100	100	52	0	0	100	100	100	38	0	100	100	0	0	0
August 2014	100	100	0	0	0	100	100	26	0	0	100	100	100	10	0	100	100	0	0	0
August 2015	100	100	0	0	0	100	100	13	0	0	100	100	100	0	0	100	100	0	0	0
August 2016	100	100	0	0	0	100	100	6	0	0	100	100	100	0	0	100	100	0	0	0
August 2017	100	100	0	0	0	100	100	0	0	0	100	100	99	0	0	100	100	0	0	0
August 2018	100	100	0	0	0	100	100	0	0	0	100	100	89	0	0	100	100	0	0	0
August 2019	100	100	0	0	0	100	100	0	0	0	100	100	80	0	0	100	100	0	0	0
August 2020	100	100	0	0	0	100	100	0	0	0	100	100	71	0	0	100	88	0	0	0
August 2021	100	100	0	0	0	100	100	0	0	0	100	100	62	0	0	100	75	0	0	0
August 2022	100	100	0	0	0	100	100	0	0	0	100	100	54	0	0	100	61	0	0	0
August 2023	100	100	0	0	0	100	100	0	0	0	100	100	46	0	0	100	47	0	0	0
August 2024	100	100	0	0	0	100	100	0	0	0	100	100	39	0	0	100	32	0	0	0
August 2025	100	100	0	0	0	100	100	0	0	0	100	100	33	0	0	100	18	0	0	0
August 2026	100	100	0	0	0	100	100	0	0	0	100	100	28	0	0	100	4	0	0	0
August 2027	100	73	0	0	0	100	100	0	0	0	100	100	23	0	0	100	0	0	0	0
August 2028	100	37	0	0	0	100	100	0	0	0	100	100	18	0	0	100	0	0	0	0
August 2029	100	2	0	0	0	100	100	0	0	0	100	100	15	0	0	100	0	0	0	0
August 2030	100	0	0	0	0	100	73	0	0	0	100	100	12	0	0	100	0	0	0	0
August 2031	100	0	0	0	0	100	46	0	0	0	100	100	9	0	0	100	0	0	0	0
August 2032	100	0	0	0	0	100	20	0	0	0	100	100	7	0	0	100	0	0	0	0
August 2033	100	0	0	0	0	100	0	0	0	0	100	94	5	0	0	82	0	0	0	0
August 2034	100	0	0	0	0	100	0	0	0	0	100	67	3	0	0	37	0	0	0	0
August 2035	71	0	0	0	0	100	0	0	0	0	100	42	2	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	41	0	0	0	0	100	17	1	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.2	20.7	2.5	1.4	0.7	28.9	23.9	6.4	3.3	1.4	29.7	27.7	16.4	5.9	2.0	26.7	15.8	2.5	2.5	2.0

Distribution Date	PSA Prepayment Assumption Rates																			
	Class BO					Class BZ					Classes FB and SB					Classes FE, NE, OE and SE				
	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2008	100	100	100	100	100	106	106	106	106	106	100	100	96	91	71	100	100	100	100	100
August 2009	100	100	100	100	7	113	113	113	113	113	100	100	89	73	12	100	100	100	100	100
August 2010	100	100	100	64	0	120	120	120	120	0	100	100	80	53	0	100	100	100	100	100
August 2011	100	100	100	35	0	127	127	127	127	0	100	100	74	40	0	100	100	100	100	100
August 2012	100	100	92	16	0	135	135	0	0	0	100	100	65	28	0	100	100	100	100	100
August 2013	100	100	61	7	0	143	143	0	0	0	100	100	51	12	0	100	100	100	100	100
August 2014	100	100	40	2	0	152	152	0	0	0	100	100	42	3	0	100	100	100	100	100
August 2015	100	100	29	0	0	161	161	0	0	0	100	100	37	0	0	100	100	100	100	100
August 2016	100	100	24	0	0	171	171	0	0	0	100	100	35	0	0	100	100	100	100	97
August 2017	100	100	18	0	0	182	182	0	0	0	100	100	32	0	0	100	100	100	100	66
August 2018	100	100	17	0	0	193	193	0	0	0	100	100	29	0	0	100	100	100	100	45
August 2019	100	100	15	0	0	205	205	0	0	0	100	100	26	0	0	100	100	100	100	31
August 2020	100	100	13	0	0	218	218	0	0	0	100	100	23	0	0	100	100	100	100	21
August 2021	100	100	11	0	0	231	231	0	0	0	100	100	20	0	0	100	100	100	100	14
August 2022	100	100	10	0	0	245	245	0	0	0	100	100	17	0	0	100	84	84	84	9
August 2023	100	100	9	0	0	261	261	0	0	0	100	100	15	0	0	100	66	66	66	6
August 2024	100	100	7	0	0	277	277	0	0	0	100	100	13	0	0	100	52	52	52	4
August 2025	100	100	6	0	0	294	294	0	0	0	100	100	11	0	0	100	40	40	40	3
August 2026	100	100	5	0	0	312	312	0	0	0	100	100	9	0	0	100	31	31	31	2
August 2027	100	100	4	0	0	331	0	0	0	0	100	92	7	0	0	100	24	24	24	1
August 2028	100	100	3	0	0	351	0	0	0	0	100	80	6	0	0	100	18	18	18	1
August 2029	100	100	3	0	0	373	0	0	0	0	100	70	5	0	0	100	13	13	13	0
August 2030	100	78	2	0	0	396	0	0	0	0	100	59	4	0	0	100	10	10	10	0
August 2031	100	56	2	0	0	421	0	0	0	0	100	49	3	0	0	100	7	7	7	0
August 2032	100	35	1	0	0	446	0	0	0	0	100	40	2	0	0	5	5	5	5	0
August 2033	100	18	1	0	0	474	0	0	0	0	100	30	2	0	0	3	3	3	3	0
August 2034	100	13	1	0	0	503	0	0	0	0	100	22	1	0	0	2	2	2	2	0
August 2035	100	8	0	0	0	0	0	0	0	0	91	13	1	0	0	1	1	1	1	0
August 2036	52	3	0	0	0	0	0	0	0	0	47	6	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.1	24.6	8.3	3.8	1.5	27.8	19.3	4.6	4.6	2.8	28.9	24.1	8.4	3.5	1.4	24.6	18.1	18.1	18.1	11.5

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Classes NA, NB, NC, NF, NG, NH, NJ, NK, NL, NO, NP, NS, NT, NU, NV and NY					Class ND					Classes QA, QB, QC, QD, QE and QI				
	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%	0%	100%	250%	300%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2008	98	94	94	94	94	100	100	100	100	100	100	100	91	91	91
August 2009	96	84	84	84	84	100	100	100	100	100	100	100	71	71	71
August 2010	94	72	72	72	70	100	100	100	100	100	100	100	45	45	0
August 2011	92	59	59	59	40	100	100	100	100	100	100	100	22	22	0
August 2012	90	48	48	48	19	100	100	100	100	100	100	100	4	4	0
August 2013	87	37	37	37	5	100	100	100	100	100	100	100	0	0	0
August 2014	84	27	27	27	0	100	100	100	100	69	100	100	0	0	0
August 2015	81	17	17	17	0	100	100	100	100	27	100	100	0	0	0
August 2016	78	9	9	9	0	100	100	100	100	0	100	94	0	0	0
August 2017	74	2	2	2	0	100	100	100	100	0	100	74	0	0	0
August 2018	70	0	0	0	0	100	74	74	74	0	100	42	0	0	0
August 2019	66	0	0	0	0	100	46	46	46	0	100	2	0	0	0
August 2020	62	0	0	0	0	100	23	23	23	0	100	0	0	0	0
August 2021	57	0	0	0	0	100	5	5	5	0	100	0	0	0	0
August 2022	52	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2023	47	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2024	41	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2025	34	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2026	27	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2027	20	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2028	12	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2029	3	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2030	0	0	0	0	0	63	0	0	0	0	100	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	88	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.2	5.0	5.0	5.0	3.6	23.2	12.0	12.0	12.0	7.5	25.3	10.7	2.8	2.8	2.3

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes FA, LO, SA, SC, SD, SF, SG, SH, SJ, SK, SL, SM, SN, ST, SU, SV, SW and SY				
	0%	100%	223%	350%	500%
Initial Percent	100	100	100	100	100
August 2008	98	93	93	93	93
August 2009	95	82	82	82	82
August 2010	92	69	68	68	63
August 2011	89	56	56	56	44
August 2012	86	45	45	45	32
August 2013	83	44	44	43	18
August 2014	80	42	42	31	8
August 2015	76	32	32	21	2
August 2016	72	23	23	14	0
August 2017	68	16	16	7	0
August 2018	63	10	10	3	0
August 2019	58	5	5	0	0
August 2020	53	1	1	0	0
August 2021	48	0	0	0	0
August 2022	45	0	0	0	0
August 2023	44	0	0	0	0
August 2024	44	0	0	0	0
August 2025	41	0	0	0	0
August 2026	34	0	0	0	0
August 2027	26	0	0	0	0
August 2028	17	0	0	0	0
August 2029	8	0	0	0	0
August 2030	0	0	0	0	0
August 2031	0	0	0	0	0
August 2032	0	0	0	0	0
August 2033	0	0	0	0	0
August 2034	0	0	0	0	0
August 2035	0	0	0	0	0
August 2036	0	0	0	0	0
Weighted Average Life (years)	13.7	5.7	5.7	5.1	3.9

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class CA					Class CB					Class CD					Class CG				
	0%	100%	182%	300%	400%	0%	100%	182%	300%	400%	0%	100%	182%	300%	400%	0%	100%	182%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2008	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	63	15	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	73	0	0	100	100	100	95	30	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	28	0	0	100	100	100	32	0	100	100	100	100	48	100	100	100	100	100
August 2012	100	70	0	0	0	100	100	86	0	0	100	100	100	72	0	100	100	100	100	66
August 2013	100	41	0	0	0	100	100	45	0	0	100	100	100	10	0	100	100	100	100	0
August 2014	100	13	0	0	0	100	100	9	0	0	100	100	100	0	0	100	100	100	47	0
August 2015	100	0	0	0	0	100	85	0	0	0	100	100	66	0	0	100	100	100	0	0
August 2016	100	0	0	0	0	100	57	0	0	0	100	100	24	0	0	100	100	100	0	0
August 2017	100	0	0	0	0	100	30	0	0	0	100	100	0	0	0	100	100	83	0	0
August 2018	100	0	0	0	0	100	5	0	0	0	100	100	0	0	0	100	100	39	0	0
August 2019	93	0	0	0	0	100	0	0	0	0	100	73	0	0	0	100	100	2	0	0
August 2020	74	0	0	0	0	100	0	0	0	0	100	40	0	0	0	100	100	0	0	0
August 2021	54	0	0	0	0	100	0	0	0	0	100	9	0	0	0	100	100	0	0	0
August 2022	33	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	73	0	0	0
August 2023	11	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	36	0	0	0
August 2024	0	0	0	0	0	85	0	0	0	0	100	0	0	0	0	100	2	0	0	0
August 2025	0	0	0	0	0	56	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2026	0	0	0	0	0	25	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0	88	0	0	0	0	100	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0	100	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	73	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.2	5.7	3.5	2.2	1.6	18.2	9.3	5.9	3.7	2.8	20.7	12.7	8.4	5.4	4.0	22.3	15.6	10.8	7.0	5.2

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class BP					Class BT					Classes UF, UI, UO and US				
	0%	100%	239%	350%	500%	0%	100%	239%	350%	500%	0%	100%	239%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2008	100	100	97	0	0	100	100	100	100	100	98	95	81	77	62
August 2009	100	100	93	0	0	100	100	100	100	100	98	95	57	37	26
August 2010	100	100	90	0	0	100	100	100	100	0	98	95	33	17	0
August 2011	100	100	89	0	0	100	100	100	100	0	98	95	14	5	0
August 2012	100	100	48	0	0	100	100	100	0	0	98	95	2	0	0
August 2013	100	100	0	0	0	100	100	81	0	0	98	95	0	0	0
August 2014	100	100	0	0	0	100	100	50	0	0	98	95	0	0	0
August 2015	100	100	0	0	0	100	100	30	0	0	98	95	0	0	0
August 2016	100	100	0	0	0	100	100	8	0	0	98	93	0	0	0
August 2017	100	100	0	0	0	100	100	0	0	0	98	86	0	0	0
August 2018	100	100	0	0	0	100	100	0	0	0	98	75	0	0	0
August 2019	100	100	0	0	0	100	100	0	0	0	98	61	0	0	0
August 2020	100	100	0	0	0	100	100	0	0	0	98	57	0	0	0
August 2021	100	100	0	0	0	100	100	0	0	0	98	54	0	0	0
August 2022	100	100	0	0	0	100	100	0	0	0	98	50	0	0	0
August 2023	100	100	0	0	0	100	100	0	0	0	98	45	0	0	0
August 2024	100	100	0	0	0	100	100	0	0	0	98	40	0	0	0
August 2025	100	100	0	0	0	100	100	0	0	0	98	36	0	0	0
August 2026	100	100	0	0	0	100	100	0	0	0	98	31	0	0	0
August 2027	100	100	0	0	0	100	100	0	0	0	98	19	0	0	0
August 2028	100	100	0	0	0	100	100	0	0	0	98	3	0	0	0
August 2029	100	0	0	0	0	100	87	0	0	0	98	0	0	0	0
August 2030	100	0	0	0	0	100	0	0	0	0	98	0	0	0	0
August 2031	100	0	0	0	0	100	0	0	0	0	90	0	0	0	0
August 2032	100	0	0	0	0	100	0	0	0	0	77	0	0	0	0
August 2033	100	0	0	0	0	100	0	0	0	0	41	0	0	0	0
August 2034	100	0	0	0	0	100	0	0	0	0	27	0	0	0	0
August 2035	100	0	0	0	0	100	0	0	0	0	7	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.3	21.6	4.6	0.5	0.3	28.5	22.3	7.2	4.7	2.9	25.6	14.6	2.4	1.9	1.4

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, in the case of the Group 2, 3, and 4 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially 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 any Trust Asset Group prepay at the same rate at any one time. The timing of changes in the rate of prepayments may affect the actual yield to an investor, even if the average rate of principal prepayments is consistent with the investor's expectation. In general, the earlier a prepayment of principal on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR and certain Inverse Floating Rate Classes may not benefit from particularly low levels of LIBOR because the rate on such Classes is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

Payment Delay: Effect on Yields of the Fixed Rate Classes and Delay Classes

The effective yield on any Fixed Rate or Delay Class will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days’ interest will be payable on (or added to the principal amount of) that Class even though interest began to accrue approximately 50 days earlier.

Yield Tables

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and, in the case of the Floating Rate and 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 Floating Rate and Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (in the case of the interest-bearing Classes) is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1

**Sensitivity of Class BF to Prepayments
Assumed Price 98.84375%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
6.500% and below	0.1%	0.5%	0.5%	0.6%
6.505%	14.7%	14.9%	14.9%	14.9%
6.510% and above	30.1%	30.0%	30.0%	29.9%

**Sensitivity of Class BI to Prepayments
Assumed Price 28.84375%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
6.500% and below	**	**	**	**
6.505%	53.2%	12.6%	12.6%	(2.4)%
6.510% and above	114.4%	83.0%	83.0%	74.5%

**Sensitivity of Class BO to Prepayments
Assumed Price 56.00000%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
2.4%	7.7%	16.6%	43.0%

**Sensitivity of Class BS to Prepayments
Assumed Price 100.00000%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
6.500% and below	7.7%	7.5%	7.5%	7.5%
6.505%	3.8%	3.7%	3.7%	3.7%
6.510% and above	0.0%	0.0%	0.0%	0.0%

**Sensitivity of Class CF to Prepayments
Assumed Price 98.40625%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
6.500% and below	0.1%	0.6%	0.6%	0.8%
6.505%	14.1%	14.4%	14.4%	14.5%
6.510% and above	28.8%	28.8%	28.8%	28.8%

* 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 CI to Prepayments
Assumed Price 28.40625%

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
6.500% and below	**	**	**	**
6.505%	51.3%	10.3%	10.3%	(5.0)%
6.510% and above	110.3%	78.5%	78.5%	69.8%

Sensitivity of Class CS to Prepayments
Assumed Price 100.00000%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
6.500% and below	7.8%	7.6%	7.6%	7.6%
6.505%	3.9%	3.8%	3.8%	3.8%
6.510% and above	0.0%	0.0%	0.0%	0.0%

Sensitivity of Class FE to Prepayments
Assumed Price 20.00000%

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
9.000% and below	**	**	**	**
9.125%	13.8%	13.8%	13.8%	10.2%
9.250% and above	31.1%	31.1%	31.1%	29.8%

Sensitivity of Class NA to Prepayments
Assumed Price 92.61609%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
4.320%	7.5%	7.5%	7.5%	8.1%
5.320%	5.4%	5.4%	5.4%	5.9%
6.320%	3.2%	3.2%	3.2%	3.8%
7.100% and above	1.6%	1.6%	1.6%	2.2%

* 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 NB to Prepayments
Assumed Price 94.47736%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	7.7%	7.7%	7.7%	8.1%
5.320%	5.4%	5.4%	5.4%	5.8%
6.320%	3.0%	3.0%	3.0%	3.5%
7.100% and above	1.2%	1.2%	1.2%	1.6%

Sensitivity of Class NC to Prepayments
Assumed Price 96.33862%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	8.0%	8.0%	8.0%	8.2%
5.320%	5.4%	5.4%	5.4%	5.7%
6.320%	2.8%	2.8%	2.8%	3.1%
7.100% and above	0.8%	0.8%	0.8%	1.1%

Sensitivity of Class NG to Prepayments
Assumed Price 98.19989%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	8.2%	8.2%	8.2%	8.3%
5.320%	5.4%	5.4%	5.4%	5.5%
6.320%	2.6%	2.6%	2.6%	2.7%
7.100% and above	0.4%	0.4%	0.4%	0.6%

Sensitivity of Class NH to Prepayments
Assumed Price 100.06115%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	8.4%	8.4%	8.4%	8.4%
5.320%	5.4%	5.4%	5.4%	5.4%
6.320%	2.4%	2.4%	2.4%	2.4%
7.100% and above	0.0%	0.0%	0.0%	0.1%

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

Sensitivity of Class NJ to Prepayments
Assumed Price 101.92242%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
4.320%	8.6%	8.6%	8.6%	8.5%
5.320%	5.4%	5.4%	5.4%	5.2%
6.320%	2.2%	2.2%	2.2%	2.0%
7.100% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class NK to Prepayments
Assumed Price 103.78368%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
4.320%	8.9%	8.9%	8.9%	8.6%
5.320%	5.4%	5.4%	5.4%	5.1%
6.320%	2.0%	2.0%	2.0%	1.7%
7.100% and above	(0.7)%	(0.7)%	(0.7)%	(0.9)%

Sensitivity of Class NL to Prepayments
Assumed Price 107.30844%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
4.320%	9.3%	9.3%	9.3%	8.8%
5.320%	5.5%	5.5%	5.5%	4.9%
6.320%	1.6%	1.6%	1.6%	1.1%
7.100% and above	(1.3)%	(1.3)%	(1.3)%	(1.8)%

Sensitivity of Class NO to Prepayments
Assumed Price 76.50000%*

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
5.7%	5.7%	5.7%	7.7%

Sensitivity of Class NP to Prepayments
Assumed Price 101.54687%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>300%</u>	<u>500%</u>
4.320%	11.6%	11.6%	11.6%	11.5%
5.320%	7.3%	7.3%	7.3%	7.2%
6.320%	3.0%	3.0%	3.0%	2.9%
7.100% and above	(0.2)%	(0.2)%	(0.2)%	(0.3)%

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

Sensitivity of Class NS to Prepayments
Assumed Price 100.09842%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	10.6%	10.6%	10.6%	10.5%
5.320%	6.7%	6.7%	6.7%	6.7%
6.320%	3.0%	3.0%	3.0%	3.0%
7.100% and above	0.1%	0.1%	0.1%	0.1%

Sensitivity of Class NT to Prepayments
Assumed Price 107.53050%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	10.6%	10.6%	10.6%	10.1%
5.320%	6.3%	6.3%	6.3%	5.7%
6.320%	2.0%	2.0%	2.0%	1.4%
7.100% and above	(1.4)%	(1.4)%	(1.4)%	(1.9)%

Sensitivity of Class NU to Prepayments
Assumed Price 113.09001%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	9.8%	9.8%	9.8%	8.9%
5.320%	5.4%	5.4%	5.4%	4.5%
6.320%	1.1%	1.1%	1.1%	0.2%
7.100% and above	(2.3)%	(2.3)%	(2.3)%	(3.2)%

Sensitivity of Class NV to Prepayments
Assumed Price 113.46226%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	9.9%	9.9%	9.9%	9.0%
5.320%	5.4%	5.4%	5.4%	4.5%
6.320%	1.0%	1.0%	1.0%	0.1%
7.100% and above	(2.4)%	(2.4)%	(2.4)%	(3.3)%

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

Sensitivity of Class NY to Prepayments
Assumed Price 5.90625%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	36.6%	36.6%	36.6%	29.7%
5.320%	14.6%	14.6%	14.6%	4.2%
6.320%	(11.0)%	(11.0)%	(11.0)%	(27.4)%
7.100% and above	**	**	**	**

Sensitivity of Class OB to Prepayments
Assumed Price 70.00000%

PSA Prepayment Assumption Rates			
100%	250%	300%	500%
2.3%	15.5%	15.5%	18.8%

Sensitivity of Class OC to Prepayments
Assumed Price 70.00000%

PSA Prepayment Assumption Rates			
100%	250%	300%	500%
2.3%	15.5%	15.5%	18.8%

Sensitivity of Class OD to Prepayments
Assumed Price 45.00000%

PSA Prepayment Assumption Rates			
100%	250%	300%	500%
2.9%	5.1%	14.2%	45.4%

Sensitivity of Class OE to Prepayments
Assumed Price 50.00000%

PSA Prepayment Assumption Rates			
100%	250%	300%	500%
3.9%	3.9%	3.9%	6.2%

Sensitivity of Class OG to Prepayments
Assumed Price 83.00000%

PSA Prepayment Assumption Rates			
100%	250%	300%	500%
0.9%	7.6%	14.4%	30.9%

* 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 OH to Prepayments
Assumed Price 58.00000%

PSA Prepayment Assumption Rates			
100%	250%	300%	500%
2.3%	8.8%	17.6%	43.1%

Sensitivity of Class QI to Prepayments
Assumed Price 15.09212%*

PSA Prepayment Assumption Rates				
100%	250%	300%	418%	500%
41.3%	5.9%	5.9%	0.1%	(8.2)%

Sensitivity of Class SB to Prepayments
Assumed Price 76.12500%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
4.320%	16.1%	19.0%	23.3%	36.9%
5.320%	8.3%	11.1%	15.6%	29.2%
5.810%	4.6%	7.3%	11.9%	25.5%
6.300% and above	1.1%	3.5%	8.3%	21.8%

Sensitivity of Class SE to Prepayments
Assumed Price 28.31250%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	250%	300%	500%
9.000% and below	21.2%	21.2%	21.2%	18.8%
9.125%	8.1%	8.1%	8.1%	3.3%
9.250% and above	**	**	**	**

SECURITY GROUP 2

Sensitivity of Class LO to Prepayments
Assumed Price 74.50000%

PSA Prepayment Assumption Rates			
100%	223%	350%	500%
5.6%	5.6%	6.2%	8.0%

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

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

Sensitivity of Class SA to Prepayments
Assumed Price 93.00000%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	11.1%	11.1%	11.2%	11.6%
5.320%	7.0%	7.0%	7.1%	7.5%
6.320%	3.0%	3.0%	3.1%	3.6%
6.730% and above	1.4%	1.4%	1.5%	1.9%

Sensitivity of Class SC to Prepayments
Assumed Price 92.02579%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	8.7%	8.7%	8.8%	9.3%
5.320%	5.7%	5.7%	5.8%	6.3%
6.320%	2.7%	2.7%	2.9%	3.4%
6.730% and above	1.5%	1.5%	1.7%	2.2%

Sensitivity of Class SD to Prepayments
Assumed Price 92.03950%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	9.3%	9.3%	9.5%	9.9%
5.320%	6.1%	6.1%	6.2%	6.7%
6.320%	2.8%	2.8%	3.0%	3.5%
6.730% and above	1.5%	1.5%	1.7%	2.2%

Sensitivity of Class SF to Prepayments
Assumed Price 92.05321%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	10.0%	10.0%	10.1%	10.6%
5.320%	6.5%	6.5%	6.6%	7.1%
6.320%	3.0%	3.0%	3.1%	3.6%
6.730% and above	1.5%	1.5%	1.7%	2.2%

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

Sensitivity of Class SG to Prepayments
Assumed Price 98.66850%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	8.9%	8.9%	8.9%	9.0%
5.320%	5.3%	5.3%	5.3%	5.4%
6.320%	1.7%	1.7%	1.7%	1.8%
6.730% and above	0.3%	0.3%	0.3%	0.4%

Sensitivity of Class SH to Prepayments
Assumed Price 101.99648%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	9.3%	9.3%	9.2%	9.1%
5.320%	5.3%	5.3%	5.2%	5.1%
6.320%	1.3%	1.3%	1.3%	1.2%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class SJ to Prepayments
Assumed Price 103.66047%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	9.5%	9.5%	9.4%	9.2%
5.320%	5.3%	5.3%	5.2%	5.0%
6.320%	1.1%	1.1%	1.0%	0.8%
6.730% and above	(0.6)%	(0.6)%	(0.6)%	(0.8)%

Sensitivity of Class SK to Prepayments
Assumed Price 102.02375%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	10.5%	10.5%	10.5%	10.3%
5.320%	6.0%	6.0%	5.9%	5.8%
6.320%	1.5%	1.5%	1.5%	1.4%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

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

Sensitivity of Class SL to Prepayments
Assumed Price 102.03746%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	11.1%	11.1%	11.1%	11.0%
5.320%	6.3%	6.3%	6.3%	6.2%
6.320%	1.6%	1.6%	1.6%	1.5%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class SM to Prepayments
Assumed Price 102.05117%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	11.7%	11.7%	11.7%	11.6%
5.320%	6.7%	6.7%	6.6%	6.5%
6.320%	1.7%	1.7%	1.7%	1.6%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class SN to Prepayments
Assumed Price 102.06488%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	12.3%	12.3%	12.3%	12.2%
5.320%	7.0%	7.0%	7.0%	6.9%
6.320%	1.8%	1.8%	1.8%	1.7%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class ST to Prepayments
Assumed Price 102.07858%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	223%	350%	500%
4.320%	13.0%	13.0%	12.9%	12.8%
5.320%	7.4%	7.4%	7.4%	7.2%
6.320%	1.9%	1.9%	1.9%	1.8%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

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

Sensitivity of Class SU to Prepayments
Assumed Price 102.09229%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>223%</u>	<u>350%</u>	<u>500%</u>
4.320%	13.6%	13.6%	13.5%	13.4%
5.320%	7.7%	7.7%	7.7%	7.6%
6.320%	2.0%	2.0%	2.0%	1.9%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class SV to Prepayments
Assumed Price 102.10600%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>223%</u>	<u>350%</u>	<u>500%</u>
4.320%	14.2%	14.2%	14.2%	14.0%
5.320%	8.1%	8.1%	8.1%	7.9%
6.320%	2.1%	2.1%	2.1%	2.0%
6.730% and above	(0.3)%	(0.3)%	(0.3)%	(0.4)%

Sensitivity of Class SW to Prepayments
Assumed Price 92.01254%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>223%</u>	<u>350%</u>	<u>500%</u>
4.320%	8.0%	8.0%	8.2%	8.6%
5.320%	5.3%	5.3%	5.5%	5.9%
6.320%	2.6%	2.6%	2.8%	3.3%
6.730% and above	1.5%	1.5%	1.7%	2.2%

Sensitivity of Class SY to Prepayments
Assumed Price 4.90625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>223%</u>	<u>350%</u>	<u>500%</u>
4.320%	39.1%	39.1%	38.4%	33.6%
5.320%	14.4%	14.4%	12.7%	5.0%
6.320%	(14.8)%	(14.8)%	(18.8)%	(32.1)%
6.730% and above	**	**	**	**

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

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

SECURITY GROUP 4

**Sensitivity of Class UF to Prepayments
Assumed Price 96.93750%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>239%</u>	<u>350%</u>	<u>500%</u>
6.500% and below	0.2%	1.3%	1.7%	2.2%
6.505%	14.1%	15.0%	15.3%	15.7%
6.510% and above	28.6%	29.2%	29.4%	29.7%

**Sensitivity of Class UI to Prepayments
Assumed Price 15.93750%**

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>239%</u>	<u>350%</u>	<u>500%</u>
6.500% and below	**	**	**	**
6.505%	90.1%	53.8%	37.1%	13.3%
6.510% and above	203.8%	169.7%	155.1%	132.3%

**Sensitivity of Class UO to Prepayments
Assumed Price 81.00000%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>239%</u>	<u>350%</u>	<u>500%</u>
1.5%	9.4%	12.1%	16.0%

**Sensitivity of Class US to Prepayments
Assumed Price 99.96875%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>239%</u>	<u>350%</u>	<u>500%</u>
6.500% and below	7.8%	7.7%	7.6%	7.6%
6.505%	3.9%	3.8%	3.8%	3.8%
6.510% and above	0.0%	0.0%	0.0%	0.0%

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

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

CERTAIN 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 adviser.

REMIC Elections

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Double REMIC Series as to Group 1 through 3 Trust Assets and a Double REMIC Series as to Group 4 Trust Assets for federal income tax purposes. Separate REMIC elections will be made for the Group 1 through 3 Pooling REMIC, the Group 1 through 3 Issuing REMIC, the Group 4 Pooling REMIC and the Group 4 Issuing REMIC.

Regular Securities

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

The Class LO, NO, OB, OC, OD, OE, OG, OH and UO 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 BI, CI, FE, NY, QI, SE, SY and UI 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 assumption described below.

The Class BZ 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 assumption 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 assumption described below and, in the case of the Class FA, FB and NF Securities, the constant LIBOR value described below, Classes BG, CB, CD, CG, QB and SB 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 (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	250%
2	223%
3	182%
4	239%

In the case of the Classes FA, FB and NF, 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 any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

The RR1 Securities will represent the beneficial ownership of the Residual Interest in the Group 1 through 3 Pooling REMIC and the beneficial ownership of the Residual Interest in the Group 1 through 3 Issuing REMIC. The Class RR2 Securities will represent the beneficial ownership of the Residual Interest in the Group 4 Pooling REMIC and the beneficial ownership of the Residual Interest in the Group 4 Issuing REMIC. The Residual Securities, i.e., the Class RR1 and RR2 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 related 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 RR1 or RR2 Securities are not entitled to any stated principal or interest payments on the Class RR1 or RR2 Securities, respectively, 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 RR1 or RR2 Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

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, if any, from (1) August 1, 2007 on the Fixed Rate and Delay Classes, (2) August 16, 2007 on the Group 2 Floating Rate and Inverse Floating Rate Classes, and (3) August 20, 2007 on the Group 1 Floating Rate and Inverse Floating Rate Classes (other than Delay Classes). The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Thacher Proffitt & Wood LLP, New York, New York and the Law Offices of Joseph C. Reid, P.A., New York, New York, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Nixon Peabody LLP.

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(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
NO	\$ 34,063,454	NA	\$ 34,063,454	PAC I	(5)	INV	38375L BR0	December 2035
NY	68,126,908							
Combination 2								
NO	\$ 34,063,454	NB	\$ 34,063,454	PAC I	(5)	INV	38375L BS8	December 2035
NY	76,642,772							
Combination 3								
NO	\$ 34,063,454	NC	\$ 34,063,454	PAC I	(5)	INV	38375L BT6	December 2035
NY	85,158,635							
Combination 4								
NO	\$ 34,063,454	NG	\$ 34,063,454	PAC I	(5)	INV	38375L BU3	December 2035
NY	93,674,499							
Combination 5								
NO	\$ 34,063,454	NH	\$ 34,063,454	PAC I	(5)	INV	38375L BV1	December 2035
NY	102,190,362							
Combination 6								
NO	\$ 34,063,454	NJ	\$ 34,063,454	PAC I	(5)	INV	38375L BW9	December 2035
NY	110,706,226							
Combination 7								
NO	\$ 34,063,454	NK	\$ 34,063,454	PAC I	(5)	INV	38375L BX7	December 2035
NY	119,222,089							
Combination 8								
NO	\$ 34,063,454	NL	\$ 34,063,454	PAC I	(5)	INV	38375L BY5	December 2035
NY	136,253,816							
Combination 9								
NO	\$ 34,063,454	NP	\$ 34,063,454	PAC I	(5)	INV	38375L BZ2	December 2035
NY	144,769,680							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Combination 10								
NO	\$ 34,063,454	\$ 34,063,454	PAC I	(5)	INV	38375L CA6	December 2035	
NY	127,737,953							
Combination 11								
NO	\$ 34,063,454	\$ 34,063,454	PAC I	(5)	INV	38375L CB4	December 2035	
NY	153,285,543							
Combination 12								
NO	\$ 34,063,454	\$ 34,063,454	PAC I	(5)	INV	38375L CC2	December 2035	
NY	161,801,407							
Combination 13								
NO	\$ 34,063,454	\$ 34,063,454	PAC I	(5)	INV	38375L CD0	December 2035	
NY	163,504,580							
Combination 14								
FE	\$ 20,681,518	\$ 20,681,518	PAC I	6.00%	FIX	38375L CE8	August 2037	
OE	20,681,518							
SE	20,681,518							
Combination 15								
BI	\$ 8,880,000	\$ 8,880,000	PAC III/AD	(5)	FLT/DLY	38375L CF5	August 2037	
OB	8,880,000							
Combination 16								
CI	\$ 2,833,333	\$ 2,833,333	PAC III/AD	(5)	FLT/DLY	38375L CG3	August 2037	
OC	2,833,333							
Combination 17								
QB	\$ 14,469,367	\$ 14,469,367	PAC II	5.25%	FIX	38375L CH1	August 2037	
QI	602,891							
Combination 18								
QB	\$ 14,469,367	\$ 14,469,367	PAC II	5.50%	FIX	38375L CJ7	August 2037	
QI	1,205,781							
Combination 19								
QB	\$ 14,469,367	\$ 14,469,367	PAC II	5.75%	FIX	38375L CK4	August 2037	
QI	1,808,671							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 20								
QB	\$ 14,469,367	QA(6)	\$ 14,469,367	PAC II	6.00%	FIX	38375L CL2	August 2037
QI	2,411,561							
Combination 21								
BG	\$ 12,515,164	BK	\$ 13,015,770	SUP	6.25%	FIX	38375L CM0	March 2036
OG	500,606							
Combination 22								
BG	\$ 12,515,164	BA(6)	\$ 13,558,094	SUP	6.00%	FIX	38375L CN8	March 2036
OG	1,042,930							
Combination 23								
BH	\$ 14,463,685	BC	\$ 15,042,232	SUP	6.25%	FIX	38375L CP3	December 2036
OH	578,547							
Combination 24								
BH	\$ 14,463,685	BL	\$ 15,668,992	SUP	6.00%	FIX	38375L CQ1	December 2036
OH	1,205,307							
Combination 25								
BD	\$ 3,400,000	BM	\$ 3,536,000	SUP	6.25%	FIX	38375L CR9	August 2037
OD	136,000							
Combination 26								
BD	\$ 3,400,000	BU	\$ 3,683,333	SUP	6.00%	FIX	38375L CS7	August 2037
OD	283,333							
Combination 27								
OD	\$ 147,333	BO	\$ 794,926	SUP	0.00%	PO	38375L CT5	August 2037
OH	647,593							
Security Group 2								
Combination 28								
LO	\$ 6,951,776	SW	\$ 6,951,776	SC/PT	(5)	INV	38375L CU2	September 2036
SY	17,379,440							
Combination 29								
LO	\$ 6,951,776	SC	\$ 6,951,776	SC/PT	(5)	INV	38375L CV0	September 2036
SY	19,117,384							

REMIC Securities

<u>Class</u>	<u>Original Class Principal Balance or Class Notional Balance</u>
Combination 30	
LO	\$ 6,951,776
SY	20,855,328
Combination 31	
LO	\$ 6,951,776
SY	22,593,272
Combination 32	
LO	\$ 6,951,776
SY	24,331,216
Combination 33	
LO	\$ 6,951,776
SY	26,069,160
Combination 34	
LO	\$ 6,951,776
SY	27,807,104
Combination 35	
LO	\$ 6,951,776
SY	29,545,048
Combination 36	
LO	\$ 6,951,776
SY	31,282,992
Combination 37	
LO	\$ 6,951,776
SY	33,020,936
Combination 38	
LO	\$ 6,951,776
SY	34,758,880
Combination 39	
LO	\$ 6,951,776
SY	36,496,824

MX Securities

<u>Related MX Class</u>	<u>Maximum Original Class Principal Balance(2)</u>	<u>Principal Type(3)</u>	<u>Interest Rate</u>	<u>Interest Type(3)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date(4)</u>
SD	\$ 6,951,776	SC/PT	(5)	INV	38375L CW8	September 2036
SF	\$ 6,951,776	SC/PT	(5)	INV	38375L CX6	September 2036
SG	\$ 6,951,776	SC/PT	(5)	INV	38375L CY4	September 2036
SA	\$ 6,951,776	SC/PT	(5)	INV	38375L CZ1	September 2036
SH	\$ 6,951,776	SC/PT	(5)	INV	38375L DA5	September 2036
SJ	\$ 6,951,776	SC/PT	(5)	INV	38375L DB3	September 2036
SK	\$ 6,951,776	SC/PT	(5)	INV	38375L DC1	September 2036
SL	\$ 6,951,776	SC/PT	(5)	INV	38375L DD9	September 2036
SM	\$ 6,951,776	SC/PT	(5)	INV	38375L DE7	September 2036
SN	\$ 6,951,776	SC/PT	(5)	INV	38375L DF4	September 2036

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 40								
LO	\$ 6,951,776	ST	\$ 6,951,776	SC/PT	(5)	INV	38375L DG2	September 2036
SY	38,234,768							
Combination 41								
LO	\$ 6,951,776	SU	\$ 6,951,776	SC/PT	(5)	INV	38375L DH0	September 2036
SY	39,972,712							
Combination 42								
LO	\$ 6,951,776	SV	\$ 6,951,776	SC/PT	(5)	INV	38375L DJ6	September 2036
SY	41,710,659							
Security Group 4								
Combination 43								
UI	\$ 9,804,667	UF	\$ 9,804,667	SC/SCH	(5)	FLT/DLY	38375L DK3	August 2037
UO	9,804,667							

- (1) All exchanges must comply with minimum denominations restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.
- (6) Class BA in its entirety and a portion of Class QA are included in the Group 4 Trust Assets and will not be offered; the remaining portion of Class QA will be offered.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
Initial Balance	\$249,837,222.00	\$55,014,637.00	\$14,469,367.00	\$43,420,667.00
September 2007	249,282,454.85	54,832,296.75	14,430,693.74	42,917,527.50
October 2007	248,661,835.46	54,589,233.82	14,379,166.95	42,361,615.32
November 2007	247,975,539.61	54,285,620.37	14,314,823.72	41,753,403.84
December 2007	247,223,777.15	53,921,732.26	14,237,715.72	41,093,492.35
January 2008	246,406,791.92	53,497,949.18	14,147,909.18	40,382,571.67
February 2008	245,524,861.68	53,014,754.71	14,045,484.93	39,621,388.51
March 2008	244,578,297.99	52,472,736.02	13,930,538.28	38,810,771.64
April 2008	243,567,446.05	51,872,583.42	13,803,179.01	37,951,560.14
May 2008	242,492,684.55	51,215,089.59	13,663,531.23	37,044,665.19
June 2008	241,354,425.46	50,501,148.73	13,511,733.33	36,426,691.55
July 2008	240,153,113.79	49,731,755.33	13,347,937.77	35,774,639.07
August 2008	238,889,227.33	48,908,002.80	13,172,311.04	35,089,825.31
September 2008	237,563,276.36	48,031,081.86	12,985,033.38	34,374,074.16
October 2008	236,175,803.35	47,102,278.65	12,786,298.67	33,628,901.42
November 2008	234,727,382.60	46,122,972.75	12,576,314.14	32,855,957.37
December 2008	233,218,619.84	45,094,634.79	12,355,300.24	32,056,989.75
January 2009	231,650,151.87	44,018,824.03	12,123,490.28	31,233,459.50
February 2009	230,022,646.11	42,897,185.64	11,881,130.26	30,386,794.43
March 2009	228,336,800.13	41,731,447.75	11,628,478.51	29,518,657.29
April 2009	226,593,341.20	40,523,418.35	11,365,805.41	28,626,638.51
May 2009	224,793,025.74	39,274,982.04	11,093,393.06	27,713,626.63
June 2009	222,936,638.82	37,988,096.46	10,811,534.96	26,783,376.04
July 2009	221,024,993.57	36,664,788.69	10,520,535.60	25,840,534.24
August 2009	219,058,930.60	35,307,151.40	10,220,710.13	24,890,893.00
September 2009	217,039,317.41	33,917,338.81	9,912,383.95	23,939,258.88
October 2009	214,967,047.74	32,497,562.62	9,595,892.28	22,988,284.05
November 2009	212,843,040.90	31,050,087.67	9,271,579.78	22,038,571.75
December 2009	210,668,241.13	29,577,227.53	8,939,800.08	21,090,742.77
January 2010	208,504,566.66	28,135,925.24	8,612,803.00	20,163,976.70
February 2010	206,351,960.28	26,725,726.20	8,290,546.68	19,257,945.84
March 2010	204,210,365.04	25,346,181.60	7,972,989.60	18,372,327.18
April 2010	202,079,724.31	23,996,848.30	7,660,090.56	17,506,802.40
May 2010	199,959,981.74	22,677,288.82	7,351,808.67	16,661,057.75
June 2010	197,851,081.27	21,387,071.24	7,048,103.36	15,834,784.01
July 2010	195,752,967.13	20,125,769.12	6,748,934.37	15,027,676.43
August 2010	193,665,583.83	18,892,961.47	6,454,261.76	14,239,434.64
September 2010	191,588,876.18	17,688,232.66	6,164,045.88	13,469,762.62
October 2010	189,522,789.27	16,511,172.35	5,878,247.39	12,718,368.63

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
November 2010	\$187,467,268.46	\$15,361,375.44	\$ 5,596,827.25	\$11,984,965.14
December 2010	185,422,259.40	14,238,442.02	5,319,746.73	11,269,268.79
January 2011	183,387,708.02	13,141,977.29	5,046,967.40	10,571,000.29
February 2011	181,363,560.53	12,071,591.47	4,778,451.11	9,889,884.41
March 2011	179,349,763.41	11,026,899.82	4,514,160.02	9,225,649.91
April 2011	177,346,263.43	10,007,522.46	4,254,056.57	8,578,029.48
May 2011	175,353,007.60	9,013,084.45	3,998,103.52	7,946,759.68
June 2011	173,369,943.23	8,043,215.61	3,746,263.89	7,331,580.90
July 2011	171,397,017.91	7,097,550.53	3,498,500.96	6,732,237.26
August 2011	169,434,179.47	6,175,728.51	3,254,778.36	6,148,476.65
September 2011	167,481,376.03	5,277,393.45	3,015,059.96	5,707,780.77
October 2011	165,538,555.98	4,402,193.88	2,779,309.89	5,281,850.21
November 2011	163,605,667.96	3,549,782.81	2,547,492.61	4,867,089.46
December 2011	161,682,660.87	2,719,817.75	2,319,572.84	4,463,313.55
January 2012	159,769,483.89	1,911,960.61	2,095,515.54	4,070,340.35
February 2012	157,866,086.46	1,125,877.70	1,875,285.98	3,687,990.57
March 2012	155,972,418.27	361,239.59	1,658,849.67	3,316,087.73
April 2012	154,088,429.27	0.00	1,446,172.42	2,698,275.43
May 2012	152,214,069.68	0.00	1,237,220.28	1,862,420.21
June 2012	150,349,289.96	0.00	1,031,959.56	1,207,181.95
July 2012	148,494,040.84	0.00	830,356.87	979,822.71
August 2012	146,648,273.28	0.00	632,379.04	756,732.48
September 2012	144,811,938.51	0.00	437,993.19	537,870.94
October 2012	142,984,988.01	0.00	247,166.66	323,198.09
November 2012	141,167,373.51	0.00	59,867.08	112,674.26
December 2012	139,359,046.98	0.00	0.00	4,501.23
January 2013	137,559,960.65	0.00	0.00	0.00
February 2013	135,770,066.98	0.00	0.00	0.00
March 2013	133,989,318.69	0.00	0.00	0.00
April 2013	132,217,668.73	0.00	0.00	0.00
May 2013	130,455,070.31	0.00	0.00	0.00
June 2013	128,701,476.86	0.00	0.00	0.00
July 2013	126,956,842.05	0.00	0.00	0.00
August 2013	125,221,119.81	0.00	0.00	0.00
September 2013	123,494,264.28	0.00	0.00	0.00
October 2013	121,776,229.86	0.00	0.00	0.00
November 2013	120,066,971.18	0.00	0.00	0.00
December 2013	118,366,443.08	0.00	0.00	0.00
January 2014	116,674,600.65	0.00	0.00	0.00
February 2014	114,991,399.22	0.00	0.00	0.00
March 2014	113,316,794.34	0.00	0.00	0.00
April 2014	111,650,741.78	0.00	0.00	0.00
May 2014	109,993,197.55	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
June 2014	\$108,344,117.89	\$ 0.00	\$ 0.00	\$ 0.00
July 2014	106,703,459.25	0.00	0.00	0.00
August 2014	105,071,178.31	0.00	0.00	0.00
September 2014	103,447,231.97	0.00	0.00	0.00
October 2014	101,831,577.37	0.00	0.00	0.00
November 2014	100,224,171.84	0.00	0.00	0.00
December 2014	98,624,972.96	0.00	0.00	0.00
January 2015	97,033,938.50	0.00	0.00	0.00
February 2015	95,451,026.47	0.00	0.00	0.00
March 2015	93,876,195.09	0.00	0.00	0.00
April 2015	92,309,402.78	0.00	0.00	0.00
May 2015	90,750,608.21	0.00	0.00	0.00
June 2015	89,199,770.21	0.00	0.00	0.00
July 2015	87,656,847.86	0.00	0.00	0.00
August 2015	86,121,800.44	0.00	0.00	0.00
September 2015	84,594,587.44	0.00	0.00	0.00
October 2015	83,075,168.56	0.00	0.00	0.00
November 2015	81,565,441.68	0.00	0.00	0.00
December 2015	80,082,119.43	0.00	0.00	0.00
January 2016	78,624,750.39	0.00	0.00	0.00
February 2016	77,192,890.75	0.00	0.00	0.00
March 2016	75,786,104.19	0.00	0.00	0.00
April 2016	74,403,961.73	0.00	0.00	0.00
May 2016	73,046,041.64	0.00	0.00	0.00
June 2016	71,711,929.30	0.00	0.00	0.00
July 2016	70,401,217.08	0.00	0.00	0.00
August 2016	69,113,504.22	0.00	0.00	0.00
September 2016	67,848,396.73	0.00	0.00	0.00
October 2016	66,605,507.28	0.00	0.00	0.00
November 2016	65,384,455.06	0.00	0.00	0.00
December 2016	64,184,865.70	0.00	0.00	0.00
January 2017	63,006,371.14	0.00	0.00	0.00
February 2017	61,848,609.56	0.00	0.00	0.00
March 2017	60,711,225.21	0.00	0.00	0.00
April 2017	59,593,868.39	0.00	0.00	0.00
May 2017	58,496,195.29	0.00	0.00	0.00
June 2017	57,417,867.91	0.00	0.00	0.00
July 2017	56,358,553.97	0.00	0.00	0.00
August 2017	55,317,926.81	0.00	0.00	0.00
September 2017	54,295,665.27	0.00	0.00	0.00
October 2017	53,291,453.65	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
November 2017	\$ 52,304,981.57	\$ 0.00	\$ 0.00	\$ 0.00
December 2017	51,335,943.91	0.00	0.00	0.00
January 2018	50,384,040.71	0.00	0.00	0.00
February 2018	49,448,977.09	0.00	0.00	0.00
March 2018	48,530,463.16	0.00	0.00	0.00
April 2018	47,628,213.93	0.00	0.00	0.00
May 2018	46,741,949.24	0.00	0.00	0.00
June 2018	45,871,393.68	0.00	0.00	0.00
July 2018	45,016,276.49	0.00	0.00	0.00
August 2018	44,176,331.52	0.00	0.00	0.00
September 2018	43,351,297.11	0.00	0.00	0.00
October 2018	42,540,916.04	0.00	0.00	0.00
November 2018	41,744,935.46	0.00	0.00	0.00
December 2018	40,963,106.79	0.00	0.00	0.00
January 2019	40,195,185.68	0.00	0.00	0.00
February 2019	39,440,931.92	0.00	0.00	0.00
March 2019	38,700,109.37	0.00	0.00	0.00
April 2019	37,972,485.90	0.00	0.00	0.00
May 2019	37,257,833.32	0.00	0.00	0.00
June 2019	36,555,927.31	0.00	0.00	0.00
July 2019	35,866,547.37	0.00	0.00	0.00
August 2019	35,189,476.73	0.00	0.00	0.00
September 2019	34,524,502.31	0.00	0.00	0.00
October 2019	33,871,414.65	0.00	0.00	0.00
November 2019	33,230,007.84	0.00	0.00	0.00
December 2019	32,600,079.47	0.00	0.00	0.00
January 2020	31,981,430.59	0.00	0.00	0.00
February 2020	31,373,865.61	0.00	0.00	0.00
March 2020	30,777,192.28	0.00	0.00	0.00
April 2020	30,191,221.61	0.00	0.00	0.00
May 2020	29,615,767.84	0.00	0.00	0.00
June 2020	29,050,648.35	0.00	0.00	0.00
July 2020	28,495,683.64	0.00	0.00	0.00
August 2020	27,950,697.27	0.00	0.00	0.00
September 2020	27,415,515.80	0.00	0.00	0.00
October 2020	26,889,968.74	0.00	0.00	0.00
November 2020	26,373,888.51	0.00	0.00	0.00
December 2020	25,867,110.38	0.00	0.00	0.00
January 2021	25,369,472.44	0.00	0.00	0.00
February 2021	24,880,815.52	0.00	0.00	0.00
March 2021	24,400,983.18	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
April 2021	\$ 23,929,821.63	\$ 0.00	\$ 0.00	\$ 0.00
May 2021	23,467,179.73	0.00	0.00	0.00
June 2021	23,012,908.90	0.00	0.00	0.00
July 2021	22,566,863.09	0.00	0.00	0.00
August 2021	22,128,898.76	0.00	0.00	0.00
September 2021	21,698,874.82	0.00	0.00	0.00
October 2021	21,276,652.58	0.00	0.00	0.00
November 2021	20,862,095.72	0.00	0.00	0.00
December 2021	20,455,070.25	0.00	0.00	0.00
January 2022	20,055,444.47	0.00	0.00	0.00
February 2022	19,663,088.93	0.00	0.00	0.00
March 2022	19,277,876.40	0.00	0.00	0.00
April 2022	18,899,681.83	0.00	0.00	0.00
May 2022	18,528,382.29	0.00	0.00	0.00
June 2022	18,163,856.97	0.00	0.00	0.00
July 2022	17,805,987.12	0.00	0.00	0.00
August 2022	17,454,656.03	0.00	0.00	0.00
September 2022	17,109,748.98	0.00	0.00	0.00
October 2022	16,771,153.22	0.00	0.00	0.00
November 2022	16,438,757.93	0.00	0.00	0.00
December 2022	16,112,454.19	0.00	0.00	0.00
January 2023	15,792,134.94	0.00	0.00	0.00
February 2023	15,477,694.97	0.00	0.00	0.00
March 2023	15,169,030.87	0.00	0.00	0.00
April 2023	14,866,041.00	0.00	0.00	0.00
May 2023	14,568,625.46	0.00	0.00	0.00
June 2023	14,276,686.07	0.00	0.00	0.00
July 2023	13,990,126.34	0.00	0.00	0.00
August 2023	13,708,851.43	0.00	0.00	0.00
September 2023	13,432,768.13	0.00	0.00	0.00
October 2023	13,161,784.84	0.00	0.00	0.00
November 2023	12,895,811.53	0.00	0.00	0.00
December 2023	12,634,759.71	0.00	0.00	0.00
January 2024	12,378,542.42	0.00	0.00	0.00
February 2024	12,127,074.19	0.00	0.00	0.00
March 2024	11,880,271.03	0.00	0.00	0.00
April 2024	11,638,050.39	0.00	0.00	0.00
May 2024	11,400,331.14	0.00	0.00	0.00
June 2024	11,167,033.54	0.00	0.00	0.00
July 2024	10,938,079.25	0.00	0.00	0.00
August 2024	10,713,391.25	0.00	0.00	0.00
September 2024	10,492,893.86	0.00	0.00	0.00
October 2024	10,276,512.71	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
November 2024	\$ 10,064,174.71	\$ 0.00	\$ 0.00	\$ 0.00
December 2024	9,855,808.03	0.00	0.00	0.00
January 2025	9,651,342.08	0.00	0.00	0.00
February 2025	9,450,707.48	0.00	0.00	0.00
March 2025	9,253,836.06	0.00	0.00	0.00
April 2025	9,060,660.82	0.00	0.00	0.00
May 2025	8,871,115.93	0.00	0.00	0.00
June 2025	8,685,136.68	0.00	0.00	0.00
July 2025	8,502,659.49	0.00	0.00	0.00
August 2025	8,323,621.88	0.00	0.00	0.00
September 2025	8,147,962.45	0.00	0.00	0.00
October 2025	7,975,620.86	0.00	0.00	0.00
November 2025	7,806,537.82	0.00	0.00	0.00
December 2025	7,640,655.06	0.00	0.00	0.00
January 2026	7,477,915.32	0.00	0.00	0.00
February 2026	7,318,262.34	0.00	0.00	0.00
March 2026	7,161,640.83	0.00	0.00	0.00
April 2026	7,007,996.45	0.00	0.00	0.00
May 2026	6,857,275.82	0.00	0.00	0.00
June 2026	6,709,426.48	0.00	0.00	0.00
July 2026	6,564,396.88	0.00	0.00	0.00
August 2026	6,422,136.36	0.00	0.00	0.00
September 2026	6,282,595.15	0.00	0.00	0.00
October 2026	6,145,724.34	0.00	0.00	0.00
November 2026	6,011,475.86	0.00	0.00	0.00
December 2026	5,879,802.49	0.00	0.00	0.00
January 2027	5,750,657.83	0.00	0.00	0.00
February 2027	5,623,996.29	0.00	0.00	0.00
March 2027	5,499,773.07	0.00	0.00	0.00
April 2027	5,377,944.14	0.00	0.00	0.00
May 2027	5,258,466.25	0.00	0.00	0.00
June 2027	5,141,296.89	0.00	0.00	0.00
July 2027	5,026,394.31	0.00	0.00	0.00
August 2027	4,913,717.48	0.00	0.00	0.00
September 2027	4,803,226.09	0.00	0.00	0.00
October 2027	4,694,880.52	0.00	0.00	0.00
November 2027	4,588,641.86	0.00	0.00	0.00
December 2027	4,484,471.86	0.00	0.00	0.00
January 2028	4,382,332.96	0.00	0.00	0.00
February 2028	4,282,188.24	0.00	0.00	0.00
March 2028	4,184,001.43	0.00	0.00	0.00
April 2028	4,087,736.90	0.00	0.00	0.00
May 2028	3,993,359.64	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
June 2028.....	\$ 3,900,835.25	\$ 0.00	\$ 0.00	\$ 0.00
July 2028	3,810,129.94	0.00	0.00	0.00
August 2028.....	3,721,210.51	0.00	0.00	0.00
September 2028	3,634,044.33	0.00	0.00	0.00
October 2028	3,548,599.36	0.00	0.00	0.00
November 2028	3,464,844.11	0.00	0.00	0.00
December 2028	3,382,747.65	0.00	0.00	0.00
January 2029	3,302,279.59	0.00	0.00	0.00
February 2029	3,223,410.08	0.00	0.00	0.00
March 2029	3,146,109.78	0.00	0.00	0.00
April 2029	3,070,349.88	0.00	0.00	0.00
May 2029	2,996,102.08	0.00	0.00	0.00
June 2029.....	2,923,338.56	0.00	0.00	0.00
July 2029	2,852,032.00	0.00	0.00	0.00
August 2029.....	2,782,155.57	0.00	0.00	0.00
September 2029	2,713,682.90	0.00	0.00	0.00
October 2029	2,646,588.09	0.00	0.00	0.00
November 2029	2,580,845.69	0.00	0.00	0.00
December 2029	2,516,430.71	0.00	0.00	0.00
January 2030	2,453,318.60	0.00	0.00	0.00
February 2030	2,391,485.24	0.00	0.00	0.00
March 2030	2,330,906.93	0.00	0.00	0.00
April 2030	2,271,560.40	0.00	0.00	0.00
May 2030	2,213,422.79	0.00	0.00	0.00
June 2030.....	2,156,471.64	0.00	0.00	0.00
July 2030	2,100,684.89	0.00	0.00	0.00
August 2030.....	2,046,040.87	0.00	0.00	0.00
September 2030	1,992,518.30	0.00	0.00	0.00
October 2030	1,940,096.27	0.00	0.00	0.00
November 2030	1,888,754.24	0.00	0.00	0.00
December 2030	1,838,472.04	0.00	0.00	0.00
January 2031	1,789,229.86	0.00	0.00	0.00
February 2031	1,741,008.23	0.00	0.00	0.00
March 2031	1,693,788.04	0.00	0.00	0.00
April 2031	1,647,550.52	0.00	0.00	0.00
May 2031	1,602,277.22	0.00	0.00	0.00
June 2031.....	1,557,950.03	0.00	0.00	0.00
July 2031	1,514,551.16	0.00	0.00	0.00
August 2031.....	1,472,063.13	0.00	0.00	0.00
September 2031	1,430,468.79	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
October 2031	\$ 1,389,751.28	\$ 0.00	\$ 0.00	\$ 0.00
November 2031	1,349,894.04	0.00	0.00	0.00
December 2031	1,310,880.82	0.00	0.00	0.00
January 2032	1,272,695.65	0.00	0.00	0.00
February 2032	1,235,322.85	0.00	0.00	0.00
March 2032	1,198,747.01	0.00	0.00	0.00
April 2032	1,162,953.01	0.00	0.00	0.00
May 2032	1,127,926.00	0.00	0.00	0.00
June 2032	1,093,651.39	0.00	0.00	0.00
July 2032	1,060,114.85	0.00	0.00	0.00
August 2032	1,027,302.31	0.00	0.00	0.00
September 2032	995,199.96	0.00	0.00	0.00
October 2032	963,794.22	0.00	0.00	0.00
November 2032	933,071.78	0.00	0.00	0.00
December 2032	903,019.54	0.00	0.00	0.00
January 2033	873,624.66	0.00	0.00	0.00
February 2033	844,874.52	0.00	0.00	0.00
March 2033	816,756.73	0.00	0.00	0.00
April 2033	789,259.13	0.00	0.00	0.00
May 2033	762,369.76	0.00	0.00	0.00
June 2033	736,076.90	0.00	0.00	0.00
July 2033	710,369.03	0.00	0.00	0.00
August 2033	685,234.83	0.00	0.00	0.00
September 2033	660,663.20	0.00	0.00	0.00
October 2033	636,643.23	0.00	0.00	0.00
November 2033	613,164.22	0.00	0.00	0.00
December 2033	590,215.65	0.00	0.00	0.00
January 2034	567,787.20	0.00	0.00	0.00
February 2034	545,868.73	0.00	0.00	0.00
March 2034	524,450.30	0.00	0.00	0.00
April 2034	503,522.13	0.00	0.00	0.00
May 2034	483,074.63	0.00	0.00	0.00
June 2034	463,098.38	0.00	0.00	0.00
July 2034	443,584.14	0.00	0.00	0.00
August 2034	424,522.82	0.00	0.00	0.00
September 2034	405,905.52	0.00	0.00	0.00
October 2034	387,723.49	0.00	0.00	0.00
November 2034	369,968.14	0.00	0.00	0.00
December 2034	352,631.03	0.00	0.00	0.00
January 2035	335,703.89	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes ND, NF, NO and OE (in the aggregate)</u>	<u>Classes BS, BZ, CS, OB and OC (in the aggregate)</u>	<u>Class QB</u>	<u>Classes UO and US (in the aggregate)</u>
February 2035	\$ 319,178.59	\$ 0.00	\$ 0.00	\$ 0.00
March 2035	303,047.15	0.00	0.00	0.00
April 2035	287,301.74	0.00	0.00	0.00
May 2035	271,934.68	0.00	0.00	0.00
June 2035	256,938.42	0.00	0.00	0.00
July 2035	242,305.55	0.00	0.00	0.00
August 2035	228,028.80	0.00	0.00	0.00
September 2035	214,101.03	0.00	0.00	0.00
October 2035	200,515.24	0.00	0.00	0.00
November 2035	187,264.55	0.00	0.00	0.00
December 2035	174,342.21	0.00	0.00	0.00
January 2036	161,741.60	0.00	0.00	0.00
February 2036	149,456.21	0.00	0.00	0.00
March 2036	137,479.66	0.00	0.00	0.00
April 2036	125,805.69	0.00	0.00	0.00
May 2036	114,428.15	0.00	0.00	0.00
June 2036	103,341.00	0.00	0.00	0.00
July 2036	92,538.33	0.00	0.00	0.00
August 2036	82,014.32	0.00	0.00	0.00
September 2036	71,763.27	0.00	0.00	0.00
October 2036	61,779.58	0.00	0.00	0.00
November 2036	52,057.76	0.00	0.00	0.00
December 2036	42,592.42	0.00	0.00	0.00
January 2037	33,378.27	0.00	0.00	0.00
February 2037	24,410.12	0.00	0.00	0.00
March 2037	15,682.87	0.00	0.00	0.00
April 2037	7,191.53	0.00	0.00	0.00
May 2037 and thereafter	0.00	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(I)	Final Distribution Date	Principal Type(I)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Coupon of Mortgage Loans	Approximate Weighted Maturity of Loans (in months)	Approximate Weighted Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2007-043	NA	July 30, 2007	38375KY22	6.0%	FIX	July 2031	PAC I	\$26,906,000	0.99406956	\$26,746,435	100.000000000000%	6.500%	354	4	I
2	Ginnie Mae	2007-043	NB	July 30, 2007	38375KY30	6.0	FIX	June 2033	PAC I	10,673,000	1.00000000	1,000,000	9.3694368968	6.500	354	4	I
2	Ginnie Mae	2007-043	NC	July 30, 2007	38375KY48	6.0	FIX	February 2035	PAC I	10,040,000	1.00000000	10,040,000	100.000000000000	6.500	354	4	I
2	Ginnie Mae	2007-043	ND	July 30, 2007	38375KY55	6.0	FIX	September 2036	PAC I	10,876,000	1.00000000	10,876,000	100.000000000000	6.500	354	4	I
3	Ginnie Mae	2003-101	PC	November 28, 2003	38374ENL7	5.5	FIX	November 2032	PAC	24,557,000	1.00000000	10,000,000	40.7215865130	5.987	305	47	II
4	Ginnie Mae	2007-043	MA(4)	July 30, 2007	38375KZ96	6.0	FIX	June 2037	SC/SUP	24,152,000	0.98464192	15,252,103	64.1354753230	6.500	349	10	I
4	Ginnie Mae	2007-043	QB(4)	July 30, 2007	38375K2C5	6.0	FIX	June 2037	SC/PAC	25,323,000	0.97584298	9,758,429	39.4897918888	6.500	349	10	I
4	Ginnie Mae	2007-049	BA(3)	August 30, 2007	38375LCN8	6.0	FIX	March 2036	SUP	13,558,094	1.00000000	13,558,094	100.0000000000	6.390(5)	357(5)	2(5)	II
4	Ginnie Mae	2007-049	QA(3)	August 30, 2007	38375LCL2	6.0	FIX	August 2037	PAC II	14,469,367	1.00000000	11,469,367	79.2665428971	6.390(5)	357(5)	2(5)	II

- (1) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of August 2007.
- (3) MX Class.
- (4) Classes MA and QB are backed by previously issued certificates, Classes BC and BD from Ginnie Mae 2007-035. Copies of the cover page and terms sheet for Ginnie Mae REMIC Trust 2007-035 are included in Exhibit B.
- (5) Based upon the assumed characteristics set forth for the Group 1 Trust Assets under "Terms Sheets — Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets" in this Supplement. The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Class BA and QA Underlying Certificates will differ from the weighted averages shown above, perhaps significantly.

**Cover Pages and Terms Sheets
from Underlying Certificate Disclosure Documents**

Offering Circular Supplement
(To Base Offering Circular dated July 1, 2003)



\$100,000,000

Government National Mortgage Association

GINNIE MAE[®]

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-101**

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 Securities

The Trust will issue the Classes of Securities listed on the inside front cover.

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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 November 28, 2003.

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.

Bear, Stearns & Co. Inc. Utendahl Capital Partners, L.P.

The date of this Offering Circular Supplement is November 20, 2003.

Ginnie Mae REMIC Trust 2003-101

The Trust will issue the classes of securities listed in the table below. If you own exchangeable securities identified in the table, you can exchange them for the corresponding MX Securities, and vice versa.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
Security Group 1						
LA	\$ 5,594,000	5.5%	SUP	FIX	September 2032	38374E MZ 7
LB	1,810,000	5.5	SUP	FIX	December 2032	38374E NA 1
LC	2,509,000	5.5	SUP	FIX	April 2033	38374E NB 9
LD	597,000	5.5	SUP	FIX	May 2033	38374E NC 7
LE	4,232,000	5.5	SUP	FIX	November 2033	38374E ND 5
LG	6,300,000	5.5	TAC	FIX	September 2032	38374E NE 3
LH	2,700,000	5.5	SUP	FIX	September 2032	38374E NF 0
LJ	2,500,000	5.0	SUP	FIX	September 2032	38374E NG 8
LK	2,500,000	6.0	SUP	FIX	September 2032	38374E NH 6
PA (1) ..	3,903,000	5.5	PAC	FIX	February 2021	38374E NJ 2
PB (1) ..	34,908,000	5.5	PAC	FIX	February 2029	38374E NK 9
PC (1) ..	24,557,000	5.5	PAC	FIX	November 2032	38374E NL 7
PD (1) ..	7,890,000	5.5	PAC	FIX	November 2033	38374E NM 5
Security Group 2						
SB (1) ..	23,363,204	(5)	SC/NTL(SEQ)	INV/IO	October 2033	38374E NN 3
ST (1) ..	15,575,470	(5)	SC/NTL(SEQ)	INV/IO	October 2033	38374E NP 8
SU (1) ..	7,787,735	(5)	SC/NTL(SEQ)	INV/IO	October 2033	38374E NQ 6
SW (1) .	7,787,735	(5)	SC/NTL(SEQ)	INV/IO	October 2033	38374E NR 4
SX (1) ..	23,363,203	(5)	SC/NTL(SEQ)	INV/IO	October 2033	38374E NS 2
SY (1) ..	15,575,470	(5)	SC/NTL(SEQ)	INV/IO	October 2033	38374E NT 0
Residual						
RR	0	0.0	NPR	NPR	November 2033	38374E NU 7

(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.

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

(5) See "Terms Sheet — Interest Rates" in this Supplement.

TERMS SHEET

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

Sponsor: Bear, Stearns & Co. Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: November 28, 2003

Distribution Dates: For the Group 1 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 2003. For the Group 2 Securities, the 17th day of each month or, if the 17th day is not a Business Day, the first Business Day thereafter, commencing in December 2003.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	5.5%	30
2	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets⁽¹⁾:

Principal Balance ⁽²⁾	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate ⁽³⁾
\$100,000,000	355	4	5.95%

(1) As of November 1, 2003.

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

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

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

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

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

Increased Minimum Denomination Classes: Each Class that constitutes an Interest Only Class. See “Description of the Securities — Form of Securities” in this Supplement.

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
SA	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SB	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SC	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SD	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SG	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SK	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SM	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SN	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SP	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
ST	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SU	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SV	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SW	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SX	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%
SY	6.56% - LIBOR	5.44%	0.00%	6.56%	0	6.5600%

(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”) will be allocated as follows:

1. Sequentially, to PA, PB, PC and PD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently:
 - a. 45.9324282944% as follows:
 - i. To LG, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To LH, until retired
 - iii. To LG, without regard to its Scheduled Principal Balances, until retired
 - b. 54.0675717056% concurrently, to LA, LJ and LK, pro rata, until retired

3. Sequentially, to LB, LC, LD and LE, in that order, until retired
4. Sequentially, to PA, PB, PC and PD, in that order, without regard to their Aggregate Scheduled Principal Balances, 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 Range or Rate:

<u>Class</u>	<u>Structuring Range or Rate</u>
PA, PB, PC and PD (in the aggregate) . . .	100% PSA through 250% PSA
LG	150% PSA

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents approximately</u>
AI	\$ 1,419,272	36.3636363636% of PA (PAC Class)
BI	12,693,818	36.3636363636% of PB (PAC Class)
CI	8,929,818	36.3636363636% of PC (PAC Class)
DI	2,869,090	36.3636363636% of PD (PAC Class)
EI	21,623,636	36.3636363636% of PB and PC in the aggregate (PAC Classes)
SA	62,301,878	The last \$62,301,878 of the Group 2 Trust Assets
SB	23,363,204	The first \$23,363,204 of the Group 2 Trust Assets
SC	70,089,613	The last \$70,089,613 of the Group 2 Trust Assets
SD	31,150,939	The first \$31,150,939 of the Group 2 Trust Assets
SG	31,150,938	The last \$31,150,938 of the Group 2 Trust Assets
SK	93,452,817	100% of the Group 2 Trust Assets
SM	62,301,879	The first \$62,301,879 of the Group 2 Trust Assets
SN	46,726,409	The first \$46,726,409 of the Group 2 Trust Assets
SP	46,726,408	The last \$46,726,408 of the Group 2 Trust Assets
ST	15,575,470	(1)
SU	7,787,735	(1)
SV	70,089,614	The first \$70,089,614 of the Group 2 Trust Assets
SW	7,787,735	(1)
SX	23,363,203	The last \$23,363,203 of the Group 2 Trust Assets
SY	15,575,470	(1)

(1) On any Distribution Date the notional balance of the indicated class will not be less than zero and will be calculated as follows:
 For the Class ST, the lesser of \$15,575,470 and the outstanding notional balance of the Group 2 Trust Assets less \$31,150,938
 For the Class SU, the lesser of \$7,787,735 and the outstanding notional balance of the Group 2 Trust Assets less \$23,363,203
 For the Class SW, the lesser of \$7,787,735 and the outstanding notional balance of the Group 2 Trust Assets less \$62,301,878
 For the Class SY, the lesser of \$15,575,470 and the outstanding notional balance of the Group 2 Trust Assets less \$46,726,408

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 Pooling REMIC; all other Classes of REMIC Securities are Regular Classes. The Class RR Securities will be entitled to receive certain accrued interest on the Underlying Certificate. See “*Description of the Securities — Residual Securities*” in this Supplement.

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



\$434,292,223

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2007-043

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

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

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						
FA	\$175,000,000	(5)	PT	FLT	38375K W81	July 2037
SA(1)	175,000,000	(5)	NTL (PT)	INV/IO	38375K W99	July 2037
SJ(1)	175,000,000	(5)	NTL (PT)	INV/IO	38375K X23	July 2037
SK(1)	175,000,000	(5)	NTL (PT)	INV/IO	38375K X31	July 2037
SL(1)	175,000,000	(5)	NTL (PT)	INV/IO	38375K X49	July 2037
Security Group 2						
BC(1)	3,410,769	6.5%	SUP	FIX	38375K X56	July 2037
BD(1)	2,702,769	6.5	SUP	FIX	38375K X64	March 2036
BE(1)	3,036,923	6.5	SUP	FIX	38375K X72	September 2036
BG(1)	2,648,308	6.5	SUP	FIX	38375K X80	February 2037
ET	16,197,000	6.0	SUP	FIX	38375K X98	October 2035
NA	26,906,000	6.0	PAC I	FIX	38375K Y22	July 2031
NB	10,673,000	6.0	PAC I	FIX	38375K Y30	June 2033
NC	10,040,000	6.0	PAC I	FIX	38375K Y48	February 2035
ND	10,876,000	6.0	PAC I	FIX	38375K Y55	September 2036
NI(1)	6,332,000	0.0	NTL (PAC I)	FLT/IO/DLY	38375K Y63	July 2037
NJ(1)	6,332,000	6.0	NTL (PAC I)	INV/IO/DLY	38375K Y71	July 2037
NO(1)	6,332,000	0.0	PAC I	PO	38375K Y89	July 2037
OC(1)	284,231	0.0	SUP	PO	38375K Y97	July 2037
OD(1)	225,231	0.0	SUP	PO	38375K Z21	March 2036
OE(1)	253,077	0.0	SUP	PO	38375K Z39	September 2036
OG(1)	220,692	0.0	SUP	PO	38375K Z47	February 2037
QA	6,194,000	6.0	PAC II	FIX	38375K Z54	July 2037
Security Group 3						
FC	80,600,000	(5)	PT	FLT	38375K Z62	July 2037
SC	80,600,000	(5)	NTL (PT)	INV/IO	38375K Z70	July 2037
ST	6,200,000	(5)	PT	INV	38375K Z88	July 2037
Security Group 4						
MA	24,152,000	6.0	SC/SUP	FIX	38375K Z96	June 2037
MH(1)	3,446,256	6.5	SC/SUP	FIX	38375K 2A9	June 2037
MO(1)	287,188	0.0	SC/SUP	PO	38375K 2B7	June 2037
QB	25,323,000	6.0	SC/PAC	FIX	38375K 2C5	June 2037
Security Group 5						
CO(1)	886,721	0.0	SC/PT	PO	38375K 2D3	January 2037
MG(1)	10,640,656	6.5	SC/PT	FIX	38375K 2E1	January 2037
Security Group 6						
DO(1)	596,646	0.0	SC/PT	PO	38375K 2F8	June 2037
ME(1)	7,159,756	6.5	SC/PT	FIX	38375K 2G6	June 2037
Residual						
RR	0	0.0	NPR	NPR	38375K 2H4	July 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.

Citi

GARDNER RICH, LLC

The date of this Offering Circular Supplement is July 23, 2007.

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: Citigroup Global Markets Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2007

Distribution Dates: For the Group 1 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2007. For the Group 2, Group 3, Group 4, Group 5 and Group 6 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 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 II	7.0%	30
2	Ginnie Mae I	6.0%	30
3	Ginnie Mae I	6.5%	30
4	Underlying Certificates	(1)	(1)
5	Underlying Certificate	(1)	(1)
6	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$175,000,000	349	10	7.328%
Group 2 Trust Assets			
\$100,000,000	356	3	6.500%
Group 3 Trust Assets			
\$86,800,000	314	40	7.000%

¹ As of July 1, 2007.

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA	LIBOR + 0.22%	5.54%	0.22%	7.00%	0	0.00%
FC	LIBOR + 0.28%	5.60%	0.28%	7.00%	0	0.00%
NI	(LIBOR × 24.00) – 216.00%	0.00%	0.00%	6.00%	15	9.00%
NJ	222.00% – (LIBOR × 24.00)	6.00%	0.00%	6.00%	15	9.25%
SA	6.50% – LIBOR	1.18%	0.00%	6.50%	0	6.50%
SB	6.78% – LIBOR	1.46%	0.00%	6.78%	0	6.78%
SC	6.10% – LIBOR	0.78%	0.00%	6.10%	0	6.10%
SI	6.78% – LIBOR	0.28%	0.00%	0.28%	0	6.78%
SJ	6.60% – LIBOR	0.10%	0.00%	0.10%	0	6.60%
SK	6.70% – LIBOR	0.10%	0.00%	0.10%	0	6.70%
SL	6.78% – LIBOR	0.08%	0.00%	0.08%	0	6.78%
SM	6.78% – LIBOR	0.18%	0.00%	0.18%	0	6.78%
SN	6.70% – LIBOR	0.20%	0.00%	0.20%	0	6.70%
ST	87.36% – (LIBOR × 13.00)	8.06%	0.00%	8.06%	0	6.72%

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

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

SECURITY GROUP 1

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

SECURITY GROUP 2

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

1. Sequentially, to NA, NB, NC, ND and NO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To QA, until reduced to its Scheduled Principal Balance for that Distribution Date
3. To ET, until retired
4. Concurrently, to BD and OD, pro rata, until retired
5. Concurrently, to BE and OE, pro rata, until retired
6. Concurrently, to BG and OG, pro rata, until retired
7. Concurrently, to BC and OC, pro rata, until retired
8. To QA, without regard to its Scheduled Principal Balance, until retired

9. Sequentially, to NA, NB, NC, ND and NO, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated in the following order of priority:

1. To QB, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To MA, until retired
3. Concurrently, to MH and MO, pro rata, until retired
4. To QB, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated, concurrently, to CO and MG, pro rata, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, concurrently, to DO and ME, pro rata, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
NA, NB, NC, ND and NO (in the aggregate)	100% PSA through 300% PSA
QA	132% PSA through 300% PSA
QB	140% PSA through 241% PSA*

* The initial Effective Range is 162% PSA through 238% PSA

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
NI	\$ 6,332,000	100% of NO (PAC I Class)
NJ	6,332,000	100% of NO (PAC I Class)
SA	175,000,000	100% of FA (PT Class)
SB	175,000,000	100% of FA (PT Class)
SC	80,600,000	100% of FC (PT Class)
SI	175,000,000	100% of FA (PT Class)
SJ	175,000,000	100% of FA (PT Class)
SK	175,000,000	100% of FA (PT Class)
SL	175,000,000	100% of FA (PT Class)
SM	175,000,000	100% of FA (PT Class)
SN	175,000,000	100% of FA (PT Class)

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

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

Exhibit A

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2007-035	BC	6/28/2007	38375KQY1	6.0%	FIX	June 2037	PAC II/AD	\$48,723,000	0.97598267	\$26,958,922	56.6926030827%	6.5%	350	9	I
4	Ginnie Mae	2007-035	BD	6/28/2007	38375KQZ8	6.0	FIX	June 2037	SCH/AD	59,896,405	0.98849390	26,249,522	44.3349947297	6.5	350	9	I
5	Ginnie Mae	2007-035	UH	6/28/2007	38375KRR0	6.0	FIX	January 2037	SUP	11,860,788	0.97188966	11,527,377	100.0000000000	6.5	350	9	I
6	Ginnie Mae	2007-035	UK	6/28/2007	38375KRL8	6.0	FIX	June 2037	SUP	12,126,402	1.00000000	7,756,402	63.9629298122	6.5	350	9	I

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

(2) Underlying Certificate Factors are as of July 2007.

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



\$1,296,580,000

Government National Mortgage Association

GINNIE MAE®

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

Ginnie Mae REMIC Trust 2007-035

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.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be 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 "exempt securities" under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
PF(1)	\$127,290,857	(5)	PAC	FLT	38375KPD8	June 2037
PO(1)	21,215,143	0.0%	PAC	PO	38375KPE6	June 2037
PY(1)	127,290,857	(5)	NTL (PAC)	INV/IO	38375KPF3	June 2037
UA(1)	8,000,000	6.0	SUP/AD	FIX	38375KPG1	January 2037
UB(1)	7,659,667	6.0	SUP/AD	FIX	38375KPH9	June 2037
UI(1)	10,833,333	(5)	NTL (SCH/AD)	FLT/IO/DLY	38375KPI5	June 2037
UO(1)	10,833,333	0.0	SCH/AD	PO	38375KPK2	June 2037
US	50,000,000	(5)	SCH/AD	INV/DLY	38375KPL0	June 2037
UZ(1)	1,000	6.0	SUP	FIX/Z	38375KPM8	June 2037
Security Group 2						
LO(1)	10,200,000	0.0	PAC	PO	38375KPN6	June 2037
ND	11,749,000	6.0	PAC	FIX	38375KPP1	September 2036
NP(1)	81,116,571	(5)	PAC	FLT	38375KPO9	October 2035
NI(1)	10,200,000	(5)	NTL (PAC)	FLT/IO/DLY	38375KPR7	June 2037
NJ(1)	10,200,000	(5)	NTL (PAC)	INV/IO/DLY	38375KPS5	June 2037
NO(1)	13,519,429	0.0	PAC	PO	38375KPT3	October 2035
NY(1)	81,116,571	(5)	NTL (PAC)	INV/IO	38375KPU0	October 2035
VA	6,875,667	6.0	SUP/AD	FIX	38375KPV8	June 2037
VI(1)	10,638,333	(5)	NTL (SCH/AD)	FLT/IO/DLY	38375KPW6	June 2037
VO(1)	10,638,333	0.0	SCH/AD	PO	38375KPX4	June 2037
VS	49,100,000	(5)	SCH/AD	INV/DLY	38375KPY2	June 2037
VZ(1)	1,000	6.0	SUP	FIX/Z	38375KPZ9	June 2037
Security Group 3						
KA	7,056,000	6.0	SUP/AD	FIX	38375KQA3	April 2037
KB	3,528,000	6.0	SUP/AD	FIX	38375KQB1	June 2037
KC	706,440	6.0	SUP/AD	FIX	38375KQC9	June 2037
QA	5,441,940	6.0	PAC II	FIX	38375KQD7	August 2036
QB	1,961,820	6.0	PAC II	FIX	38375KQE5	September 2036
QC	1,321,740	6.0	PAC II	FIX	38375KQF2	October 2036
QD	6,317,640	6.0	PAC II	FIX	38375KQG0	January 2037
QE	5,500,000	6.0	PAC II	FIX	38375KQH8	June 2037
QF	1,310,581	6.0	PAC II	FIX	38375KQJ4	February 2037
QH	1,327,073	6.0	PAC II	FIX	38375KQK1	March 2037
QK	3,211,166	6.0	PAC II	FIX	38375KQL9	June 2037
TD	30,022,020	6.0	PAC I	FIX	38375KQM7	August 2036
TF	112,227,120	(5)	PAC I	FLT	38375KQN5	April 2035
TG(1)	20,618,640	0.0	PAC I	PO	38375KQP0	June 2037
TH(1)	20,618,640	(5)	NTL (PAC I)	INV/IO/DLY	38375KQK8	June 2037
TI(1)	20,618,640	(5)	NTL (PAC I)	FLT/IO/DLY	38375KQR6	June 2037
TO(1)	18,704,520	0.0	PAC I	PO	38375KQS4	April 2035
TY(1)	112,227,120	(5)	NTL (PAC I)	INV/IO	38375KQT2	April 2035
WI(1)	13,650,000	(5)	NTL (TAC/AD)	FLT/IO/DLY	38375KQU9	June 2037
WO(1)	13,650,000	0.0	TAC/AD	PO	38375KQV7	June 2037
WS	63,000,000	(5)	TAC/AD	INV/DLY	38375KQW5	June 2037
WZ	6,300	6.0	SUP	FIX/Z	38375KQX3	June 2037
Security Group 4						
BC(1)	48,723,000	6.0	PAC II/AD	FIX	38375KQY1	June 2037
BD(1)	59,896,405	6.0	SCH/AD	FIX	38375KQZ8	June 2037
GZ(1)	1,695	6.0	SUP	FIX/Z	38375KRA2	June 2037
KF	250,463,742	(5)	PAC I	FLT	38375KR80	June 2037
KO(1)	31,307,968	0.0	PAC I	PO	38375KRC8	June 2037
KY(1)	250,463,742	(5)	NTL (PAC I)	INV/IO	38375KRD6	June 2037
QI(1)	7,583,333	(5)	NTL (SCH/AD)	FLT/IO/DLY	38375KRE4	June 2037
QO(1)	7,583,333	0.0	SCH/AD	PO	38375KRF1	June 2037
QS	35,000,000	(5)	SCH/AD	INV/DLY	38375KRG9	June 2037
QZ(1)	1,000	6.0	SUP	FIX/Z	38375KRH7	June 2037
UD	5,935,667	6.0	SUP/AD	FIX	38375KRJ3	June 2037
UH(1)	11,860,788	6.0	SUP	FIX	38375KRK0	January 2037
UK(1)	12,126,402	6.0	SUP	FIX	38375KRL8	June 2037
Security Group 5						
CO(1)	18,509,857	0.0	PT	PO	38375KRM6	June 2037
CY(1)	111,059,143	(5)	NTL (PT)	INV/IO	38375KRN4	June 2037
FC	111,059,143	(5)	PT	FLT	38375KRP9	June 2037
Residual						
RR	0	0	NPR	NPR	38375KRQ7	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 the each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
(4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
(5) See "Terms Sheet — Interest Rates" in this Supplement.

Citi

Utendahl Capital Partners, L.P.

The date of this Offering Circular Supplement is June 22, 2007.

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: Citigroup Global Markets Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 28, 2007

Distribution Dates: For the Group 1, Group 2, Group 4 and Group 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2007. For the Group 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in 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	6.0%	30
2	Ginnie Mae I	6.0%	30
3	Ginnie Mae II	6.0%	30
4	Ginnie Mae I	6.0%	30
5	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 Rate³</u>
Group 1 Trust Assets			
\$225,000,000	352	7	6.50%
Group 2 Trust Assets			
\$183,200,000	320	38	6.50%
Group 3 Trust Assets			
\$295,911,000	357	2	6.44%
Group 4 Trust Assets			
\$462,900,000	350	9	6.50%
Group 5 Trust Assets			
\$129,569,000	246	103	6.50%

¹ As of June 1, 2007.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
CA	13.40% - (LIBOR × 2.00)	2.7600%	0.00%	13.40000000%	0	6.70%
CB	16.75% - (LIBOR × 2.50)	3.4500%	0.00%	16.75000000%	0	6.70%
CD	20.10% - (LIBOR × 3.00)	4.1400%	0.00%	20.10000000%	0	6.70%
CE	23.45% - (LIBOR × 3.50)	4.8300%	0.00%	23.45000000%	0	6.70%
CG	26.80% - (LIBOR × 4.00)	5.5200%	0.00%	26.80000000%	0	6.70%
CH	30.15% - (LIBOR × 4.50)	6.2100%	0.00%	30.15000000%	0	6.70%
CJ	33.50% - (LIBOR × 5.00)	6.9000%	0.00%	33.50000000%	0	6.70%
CK	36.85% - (LIBOR × 5.50)	7.5900%	0.00%	36.85000000%	0	6.70%
CY	6.70% - LIBOR	1.3800%	0.00%	6.70000000%	0	6.70%
DA	17.25% - (LIBOR × 2.50)	3.9500%	0.00%	17.25000000%	0	6.90%
DB	18.975% - (LIBOR × 2.75)	4.3450%	0.00%	18.97500000%	0	6.90%
DC	20.70% - (LIBOR × 3.00)	4.7400%	0.00%	20.70000000%	0	6.90%
DE	22.425% - (LIBOR × 3.25)	5.1350%	0.00%	22.42500000%	0	6.90%
DG	25.875% - (LIBOR × 3.75)	5.9250%	0.00%	25.87500000%	0	6.90%
DH	27.60% - (LIBOR × 4.00)	6.3200%	0.00%	27.60000000%	0	6.90%
DJ	29.325% - (LIBOR × 4.25)	6.7150%	0.00%	29.32500000%	0	6.90%
DK	31.05% - (LIBOR × 4.50)	7.1100%	0.00%	31.05000000%	0	6.90%
DL	32.775% - (LIBOR × 4.75)	7.5050%	0.00%	32.77500000%	0	6.90%
DN	34.50% - (LIBOR × 5.00)	7.9000%	0.00%	34.50000000%	0	6.90%
DT	36.225% - (LIBOR × 5.25)	8.2950%	0.00%	36.22500000%	0	6.90%
DU	37.95% - (LIBOR × 5.50)	8.6900%	0.00%	37.95000000%	0	6.90%
DV	39.675% - (LIBOR × 5.75)	9.0850%	0.00%	39.67500000%	0	6.90%
DW	41.40% - (LIBOR × 6.00)	9.4800%	0.00%	41.40000000%	0	6.90%
FC	LIBOR + 0.30%	5.6200%	0.30%	7.00000000%	0	0.00%
KD	40.3125% - (LIBOR × 6.25)	7.0625%	0.00%	40.31250000%	0	6.45%
KE	41.925% - (LIBOR × 6.50)	7.3450%	0.00%	41.92500000%	0	6.45%
KF	LIBOR + 0.30%	5.6200%	0.30%	6.75000000%	0	0.00%
KG	43.5375% - (LIBOR × 6.75)	7.6275%	0.00%	43.53750000%	0	6.45%
KH	45.15% - (LIBOR × 7.00)	7.9100%	0.00%	45.15000000%	0	6.45%
KJ	46.7625% - (LIBOR × 7.25)	8.1925%	0.00%	46.76250000%	0	6.45%
KL	48.375% - (LIBOR × 7.50)	8.4750%	0.00%	48.37500000%	0	6.45%
KM	49.9875% - (LIBOR × 7.75)	8.7575%	0.00%	49.98750000%	0	6.45%
KN	51.59999961% - (LIBOR × 7.99999994)	9.0400%	0.00%	51.59999961%	0	6.45%
KS	27.4125% - (LIBOR × 4.25)	4.8025%	0.00%	27.41250000%	0	6.45%
KY	6.45% - LIBOR	1.1300%	0.00%	6.45000000%	0	6.45%
LA	16.125% - (LIBOR × 2.50)	2.8250%	0.00%	16.12500000%	0	6.45%
LB	17.7375% - (LIBOR × 2.75)	3.1075%	0.00%	17.73750000%	0	6.45%
LC	19.35% - (LIBOR × 3.00)	3.3900%	0.00%	19.35000000%	0	6.45%
LD	20.9625% - (LIBOR × 3.25)	3.6725%	0.00%	20.96250000%	0	6.45%
LE	22.575% - (LIBOR × 3.50)	3.9550%	0.00%	22.57500000%	0	6.45%
LG	24.1875% - (LIBOR × 3.75)	4.2375%	0.00%	24.18750000%	0	6.45%
LH	25.80% - (LIBOR × 4.00)	4.5200%	0.00%	25.80000000%	0	6.45%
IJ	29.025% - (LIBOR × 4.50)	5.0850%	0.00%	29.02500000%	0	6.45%
LK	30.6375% - (LIBOR × 4.75)	5.3675%	0.00%	30.63750000%	0	6.45%
LN	32.25% - (LIBOR × 5.00)	5.6500%	0.00%	32.25000000%	0	6.45%
LT	33.8625% - (LIBOR × 5.25)	5.9325%	0.00%	33.86250000%	0	6.45%
LU	35.475% - (LIBOR × 5.50)	6.2150%	0.00%	35.47500000%	0	6.45%
LV	37.0875% - (LIBOR × 5.75)	6.4975%	0.00%	37.08750000%	0	6.45%
LW	38.70% - (LIBOR × 6.00)	6.7800%	0.00%	38.70000000%	0	6.45%
NA	17.25% - (LIBOR × 2.50)	3.9500%	0.00%	17.25000000%	0	6.90%
NB	20.70% - (LIBOR × 3.00)	4.7400%	0.00%	20.70000000%	0	6.90%
NC	24.15% - (LIBOR × 3.50)	5.5300%	0.00%	24.15000000%	0	6.90%
NF	LIBOR + 0.10%	5.4200%	0.10%	7.00000000%	0	0.00%
NG	37.95% - (LIBOR × 5.50)	8.6900%	0.00%	37.95000000%	0	6.90%
NH	41.39999848% - (LIBOR × 5.99999978)	9.4800%	0.00%	41.39999848%	0	6.90%
NI	(LIBOR × 24.00) - 216.00%	0.0000%	0.00%	6.00000000%	15	9.00%
NJ	222.00% - (LIBOR × 24.00)	6.0000%	0.00%	6.00000000%	15	9.25%
NK	22.425% - (LIBOR × 3.25)	5.1350%	0.00%	22.42500000%	0	6.90%
NL	25.875% - (LIBOR × 3.75)	5.9250%	0.00%	25.87500000%	0	6.90%
NM	27.60% - (LIBOR × 4.00)	6.3200%	0.00%	27.60000000%	0	6.90%
NP	34.50% - (LIBOR × 5.00)	7.9000%	0.00%	34.50000000%	0	6.90%
NS	31.05% - (LIBOR × 4.50)	7.1100%	0.00%	31.05000000%	0	6.90%

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
NT	29.325% - (LIBOR × 4.25)	6.7150%	0.00%	29.32500000%	0	6.90%
NU	32.775% - (LIBOR × 4.75)	7.5050%	0.00%	32.77500000%	0	6.90%
NV	36.225% - (LIBOR × 5.25)	8.2950%	0.00%	36.22500000%	0	6.90%
NW	39.675% - (LIBOR × 5.75)	9.0850%	0.00%	39.67500000%	0	6.90%
NX	18.975% - (LIBOR × 2.75)	4.3450%	0.00%	18.97500000%	0	6.90%
NY	6.90% - LIBOR	1.5800%	0.00%	6.90000000%	0	6.90%
PA	16.875% - (LIBOR × 2.50)	3.5750%	0.00%	16.87500000%	0	6.75%
PB	20.25% - (LIBOR × 3.00)	4.2900%	0.00%	20.25000000%	0	6.75%
PC	27.00% - (LIBOR × 4.00)	5.7200%	0.00%	27.00000000%	0	6.75%
PD	30.375% - (LIBOR × 4.50)	6.4350%	0.00%	30.37500000%	0	6.75%
PE	33.75% - (LIBOR × 5.00)	7.1500%	0.00%	33.75000000%	0	6.75%
PF	LIBOR + 0.25%	5.5700%	0.25%	7.00000000%	0	0.00%
PG	37.125% - (LIBOR × 5.50)	7.8650%	0.00%	37.12500000%	0	6.75%
PH	40.50% - (LIBOR × 6.00)	8.5800%	0.00%	40.50000000%	0	6.75%
PJ	18.5625% - (LIBOR × 2.75)	3.9325%	0.00%	18.56250000%	0	6.75%
PK	21.9375% - (LIBOR × 3.25)	4.6475%	0.00%	21.93750000%	0	6.75%
PL	25.3125% - (LIBOR × 3.75)	5.3625%	0.00%	25.31250000%	0	6.75%
PS	23.625% - (LIBOR × 3.50)	5.0050%	0.00%	23.62500000%	0	6.75%
PT	28.6875% - (LIBOR × 4.25)	6.0775%	0.00%	28.68750000%	0	6.75%
PU	32.0625% - (LIBOR × 4.75)	6.7925%	0.00%	32.06250000%	0	6.75%
PV	35.4375% - (LIBOR × 5.25)	7.5075%	0.00%	35.43750000%	0	6.75%
PW	38.8125% - (LIBOR × 5.75)	8.2225%	0.00%	38.81250000%	0	6.75%
PY	6.75% - LIBOR	1.4300%	0.00%	6.75000000%	0	6.75%
QF	(LIBOR × 3369.23076923) - 21900.00%	0.0000%	0.00%	33.69230769%	15	6.50%
QI	(LIBOR × 3369.23076923) - 21900.00%	0.0000%	0.00%	33.69230769%	15	6.50%
QS	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	15	6.51%
SC	40.20% - (LIBOR × 6.00)	8.2800%	0.00%	40.20000000%	0	6.70%
TF	LIBOR + 0.10%	5.4200%	0.10%	7.00000000%	0	0.00%
TH	222.00% - (LIBOR × 24.00)	6.0000%	0.00%	6.00000000%	19	9.25%
TI	(LIBOR × 24.00) - 216.00%	0.0000%	0.00%	6.00000000%	19	9.00%
TS	24.15% - (LIBOR × 3.50)	5.5300%	0.00%	24.15000000%	0	6.90%
TY	6.90% - LIBOR	1.5800%	0.00%	6.90000000%	0	6.90%
UF	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
UI	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
US	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	15	6.51%
VF	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
VI	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	15	6.50%
VS	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	15	6.51%
WF	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	19	6.50%
WI	(LIBOR × 3369.2306431) - 21899.99918015%	0.0000%	0.00%	33.69230643%	19	6.50%
WS	4752.30% - (LIBOR × 730.00)	7.3000%	0.00%	7.30000000%	19	6.51%

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

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

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

SECURITY GROUP 1

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

- The UZ Accrual Amount in the following order of priority:
 1. Concurrently, to UO and US, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to UA, UB and UZ, in that order, until retired

- The Group 1 Principal Distribution Amount in the following order of priority:
 1. Concurrently, to PF and PO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently, to UO and US, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Sequentially, to UA, UB and UZ, in that order, until retired
 4. Concurrently, to UO and US, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 5. Concurrently, to PF and PO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the VZ Accrual Amount will be allocated as follows:

- The VZ Accrual Amount in the following order of priority:
 1. Concurrently, to VO and VS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to VA and VZ, in that order, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Concurrently, to NF and NO, pro rata, until retired
 - b. Sequentially, to ND and LO, in that order, until retired
 2. Concurrently, to VO and VS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. Sequentially, to VA and VZ, in that order, until retired
 4. Concurrently, to VO and VS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 5. To the PAC Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) and the WZ Accrual Amount will be allocated as follows:

- The WZ Accrual Amount in the following order of priority:
 1. Concurrently, to WO and WS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to KA, KB, KC and WZ, in that order, until retired

- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:
 1. To the PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Concurrently, to TF and TO, pro rata, until retired
 - b. Sequentially, to TD and TG, in that order, until retired
 2. To the PAC II Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
 - a. Sequentially, to QA, QB, QC and QD, in that order, until retired
 - b. Concurrently:
 - i. 48.4631882434% to QE, until retired
 - ii. 51.5368117566%, sequentially, to QG, QH and QK, in that order, until retired
 3. Concurrently, to WO and WS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 4. Sequentially, to KA, KB, KC and WZ, in that order, until retired
 5. Concurrently, to WO and WS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 6. To the PAC II Classes, in the same manner and order of priority described in Step 2 above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 7. To the PAC I Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the GZ and QZ Accrual Amounts will be allocated as follows:

- The QZ Accrual Amount in the following order of priority:
 1. Concurrently, to QO and QS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Sequentially, to UD and QZ, in that order, until retired
- The GZ Accrual Amount in the following order of priority:
 1. Concurrently, to BC and BD, pro rata, until retired
 2. To GZ, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
 1. Concurrently, to KF and KO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently:
 - a. 26.7876431672% in the following order of priority:
 - i. Concurrently, to QO and QS, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

- ii. Sequentially, to UD and QZ, in that order, until retired
- iii. Concurrently, to QO and QS, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
- b. 73.2123568328% in the following order of priority:
 - i. To BC, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To BD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - iii. Sequentially, to UH, UK and GZ, in that order, until retired
 - iv. To BD, without regard to its Scheduled Principal Balance, until retired
 - v. To BC, without regard to its Scheduled Principal Balance, until retired
- 3. Concurrently, to KF and KO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated concurrently, to CO and FC, pro rata, 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>Class</u>	<u>Structuring Ranges or Rate</u>
PF and PO (in the aggregate)	105% PSA through 300% PSA
UO and US (in the aggregate)	275% PSA through 300% PSA
LO, ND, NF and NO (in the aggregate)	120% PSA through 275% PSA
VO and VS (in the aggregate)	249% PSA through 275% PSA
TD, TF, TG and TO (in the aggregate)	100% PSA through 300% PSA
QA, QB, QC, QD, QE, QG, QH and QK (in the aggregate) ..	112% PSA through 250% PSA
WO and WS (in the aggregate)	250% PSA
KF and KO (in the aggregate)	100% PSA through 300% PSA
BC	148% PSA through 300% PSA
BD	265% PSA through 300% PSA
QO and QS (in the aggregate)	265% PSA through 300% PSA

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

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class

Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CY	\$111,059,143	100% of FC (PT Class)
KY	250,463,742	100% of KF (PAC I Class)
NI	10,200,000	100% of LO (PAC Class)
NJ	10,200,000	100% of LO (PAC Class)
NY	81,116,571	100% of NF (PAC Class)
PY	127,290,857	100% of PF (PAC Class)
QI	7,583,333	100% of QO (SCH/AD Class)
TH	20,618,640	100% of TG (PAC I Class)
TI	20,618,640	100% of TG (PAC I Class)
TY	112,227,120	100% of TF (PAC I Class)
UI	10,833,333	100% of UO (SCH/AD Class)
VI	10,638,333	100% of VO (SCH/AD Class)
WI	13,650,000	100% of WO (TAC/AD 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 Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.



\$493,454,654

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2007-049**

OFFERING CIRCULAR SUPPLEMENT
August 23, 2007

Citi
GARDNER RICH, LLC