



\$304,263,638

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-058

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be July 30, 2008.

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						
IP(1)	\$26,372,454	5.5%	NTL (PAC I)	FIX/IO	38375DKG2	June 2036
JA	4,345,000	5.5	PAC II	FIX	38375DKH0	March 2038
JB	1,471,000	5.5	PAC II	FIX	38375DKJ6	April 2038
JC	1,915,000	5.5	PAC II	FIX	38375DKK3	June 2038
JD	1,322,000	5.5	PAC II	FIX	38375DKL1	July 2038
KI(1)	11,509,000	5.5	NTL (PAC I)	FIX/IO	38375D PJ1	July 2038
KO(1)	11,509,000	0.0	PAC I	PO	38375D PK8	July 2038
PD	12,212,000	5.5	PAC I	FIX	38375DKM9	August 2037
PG(1)	96,699,000	4.0	PAC I	FIX	38375DKP2	June 2036
UA	25,004,000	5.5	SUP	FIX	38375DKQ0	June 2037
UB	3,126,000	5.5	SUP	FIX	38375DKR8	September 2037
UC	2,108,000	5.5	SUP	FIX	38375DKS6	November 2037
UD	2,853,000	5.5	SUP	FIX	38375DKT4	February 2038
UE	3,356,000	5.5	SUP	FIX	38375DKU1	May 2038
UH	2,080,000	5.5	SUP	FIX	38375DKV9	July 2038
Security Group 2						
FA	50,000,000	(5)	PT	FLT	38375DKW7	July 2038
SA	50,000,000	(5)	NTL (PT)	INV/IO	38375DKX5	July 2038
Security Group 3						
AB	16,666,667	5.0	TAC I/AD	FIX	38375DKY3	May 2038
TF	50,000,000	(5)	TAC I/AD	FLT	38375DKZ0	May 2038
TS	50,000,000	(5)	NTL (TAC I/AD)	INV/IO	38375DLA4	May 2038
ZA(1)	3,236,951	6.5	SUP	FIX/Z	38375DLB2	July 2038
ZB(1)	3,988,020	6.5	TAC II/AD	FIX/Z	38375DLC0	July 2038
ZC(1)	180,487	6.5	TAC I/AD	FIX/Z	38375DLL8	July 2038
Security Group 4						
PO(1)	12,191,513	0.0	SC/PT	PO	38375DLE6	April 2037
PS(1)	42,670,296	(5)	NTL (SC/PT)	INV/IO	38375DLF3	April 2037
Residual						
RR	0	0.0	NPR	NPR	38375DLG1	July 2038

- (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.

Barclays Capital Inc.

Loop Capital Markets, LLC

The date of this Offering Circular Supplement is July 22, 2008.

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 4 securities, the disclosure document relating to the Underlying Certificate (the “Underlying Certificate Disclosure Document”).

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

If you do not have access to the internet, call 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 number listed above.

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

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TERMS SHEET

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

Sponsor: Barclays Capital Inc.

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: July 30, 2008

Distribution Dates: For the Group 1 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 2008. For the Group 2, 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 August 2008.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	5.5%	30
2	Ginnie Mae II	7.0%	30
3	Ginnie Mae II	6.5%	30
4	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 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			
\$ 62,000,000	296	54	6.00%
<u>106,000,000</u>	325	31	6.00%
<u>\$168,000,000</u>			
Group 2 Trust Assets			
\$ 50,000,000	349	10	7.36%
Group 3 Trust Assets			
\$ 74,072,125	355	4	6.95%

¹ As of July 1, 2008.

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 2 and 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 2 and Group 3 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>
AS	6.50% – LIBOR	4.041870%	0.00%	6.50%	0	6.50%
BS	13.00% – (LIBOR x 2.00)	8.083740%	0.00%	13.00%	0	6.50%
CS	19.50% – (LIBOR x 3.00)	12.125610%	0.00%	19.50%	0	6.50%
FA	LIBOR + 0.82%	3.28125%	0.82%	7.00%	0	0.00%
PS	6.50% – LIBOR	4.041870%	0.00%	6.50%	0	6.50%
SA	6.18% – LIBOR	3.71875%	0.00%	6.18%	0	6.18%
SP	22.75% – (LIBOR x 3.50)	14.146545%	0.00%	22.75%	0	6.50%
TF	LIBOR + 0.60%	3.06000%	0.60%	7.00%	0	0.00%
TS	6.40% – LIBOR	3.94000%	0.00%	6.40%	0	6.40%

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

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to PG, PD and KO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to JA, JB, JC and JD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to UA, UB, UC, UD, UE and UH, in that order, until retired
4. Sequentially, to JA, JB, JC and JD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to PG, PD and KO, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated to FA, 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 ZA, ZB and ZC Accrual Amounts will be allocated as follows:

- The ZC Accrual Amount in the following order of priority:
 1. Concurrently, to AB and TF, pro rata, until retired
 2. To ZC, until retired
- The ZB Accrual Amount in the following order of priority:
 1. To AB, TF and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to AB and TF, pro rata, until retired
 - b. To ZC, until retired
 2. To ZB, until retired
- The ZA Accrual Amount in the following order of priority:
 1. To AB, TF, ZB and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To AB, TF and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - (i) Concurrently, to AB and TF, pro rata, until retired
 - (ii) To ZC, until retired
 - b. To ZB, until retired
 - c. To AB, TF and ZC, in the same manner and order of priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 2. To ZA, until retired

- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:
 1. To AB, TF, ZB and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To AB, TF and ZC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - (i) Concurrently, to AB and TF, pro rata, until retired
 - (ii) To ZC, until retired
 - b. To ZB, until retired
 - c. To AB, TF and ZC, in the same manner and order of priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 2. To ZA, until retired
 3. To AB, TF, ZB and ZC, 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 will be allocated to PO, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC I Classes	
KO, PD and PG (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
JA, JB, JC and JD (in the aggregate)	110% PSA through 200% PSA
TAC Classes	
AB, TF, ZB and ZC (in the aggregate)	170% PSA
AB, TF and ZC (in the aggregate)	356% PSA

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

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IP	\$26,372,454	27.2727272727% of PG (PAC I Class)
KI	\$11,509,000	100% of KO (PAC I Class)
PS	\$42,670,296	350.0000041012% of PO (SC/PT Class)
SA	\$50,000,000	100% of FA (PT Class)
TS	\$50,000,000	100% of TF (TAC I/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 represents the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

RISK FACTORS

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

The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities. The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. 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 underlying a Ginnie Mae MBS Certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent

payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

The level of LIBOR will affect the yields on floating rate and inverse floating rate securities. If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate securities; higher levels of LIBOR will generally reduce the yield on inverse floating rate securities. You should bear in mind that the timing of changes in the level of LIBOR may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that LIBOR will remain constant.

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

Support securities will be more sensitive to rates of principal payments than other securities. If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to

produce scheduled payments on the PAC and TAC 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 TAC classes for that distribution date, this excess will be distributed to the related support classes.

The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 4 securities. The underlying certificate will be sensitive to

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

As described in the related underlying certificate disclosure document, the principal entitlement of the underlying certificate included in trust asset group 4 on any payment date is calculated directly or indirectly on the basis of schedules; no assurance can be given that the underlying certificate will adhere to its 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 certificate has adhered to its principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificate otherwise has performed as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the underlying certificate disclosure document.

The securities may not be a suitable investment for you. The securities, especially the 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 the Underlying Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2 and 3)

The Group 1 Trust Assets are either:

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

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

The Group 2 and Group 3 Trust Assets are either:

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

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

The Underlying Certificate (Group 4)

The Group 4 Trust Assets consist of an Underlying Certificate that represents beneficial ownership interest in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all of a class of a Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under "Available Information" in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See "Underlying Certificates" in the Base Offering Circular.*

The Underlying Certificate provides for monthly distributions and is further described in the table contained in Exhibit A to this Supplement. The table also sets forth information regarding approximate

weighted average remaining terms to maturity, loan ages and mortgage rates of the Mortgage Loans underlying the related Ginnie Mae Certificate.

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificate are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 2 and Group 3 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 2 and Group 3 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

The Trustee Fee

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

Distributions

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

Interest Distributions

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

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

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 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. In the case of the Group 4 Securities, the Trustee will use the same values of LIBOR as are used for the Underlying Certificate.

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

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

Accrual Classes

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

Principal Distributions

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

Categories of Classes

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

Notional Classes

The Notional Classes will not receive principal distributions. For convenience in describing interest distributions, the Notional Classes will have the original Class Notional Balances shown on the front

cover of this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

Residual Securities

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

Class Factors

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

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and interest to be distributed to that Class and investors in an Accrual Class can calculate the total amount of principal and interest 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 Principal Only Classes 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 either Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

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

Modification and Exchange

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

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2008-058. The Trustee may be contacted by telephone at (212) 513-5627 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

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

Accretion Directed Classes

Classes AB, TF, ZB and ZC are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Class TS is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class TF.

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

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC and TAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range or Rate. See *"Terms Sheet — Scheduled Principal Balances."* However, whether any such Class will adhere to its schedule and receive "Scheduled Payments" on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

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

Rate used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial Effective Ranges or Rates for the PAC and TAC Classes are as follows:*

PAC I Classes	<u>Initial Effective Ranges</u>
KO, PD and PG (in the aggregate)	100% PSA through 250% PSA
PAC II Classes	
JA, JB, JC and JD (in the aggregate)	110% PSA through 200% PSA
TAC I and TAC II Classes	<u>Initial Effective Rates</u>
AB, TF, ZB and ZC (in the aggregate)	170% PSA
TAC I Classes	
AB, TF and ZC (in the aggregate)	356% PSA

- The principal payment stability of the PAC I Classes will be supported by the PAC II and related Support Classes.
- The principal payment stability of the PAC II Classes will be supported by the related Support Classes.
- The principal payment stability of the TAC I Classes will be supported by the TAC II and related Support Classes.
- The principal payment stability of the TAC II Class 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 or Rate 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 or Rates. If the initial Effective Ranges or Rates were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rates could differ from those shown in the above tables or an initial Effective Rate might not exist. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range or at the initial Effective Rate shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2 or 3 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 2 or 3 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1 Securities are always received on the 16th day of the month and distributions on the Group 2 and 3 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in August 2008.

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

5. The Closing Date for the Securities is July 30, 2008.

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

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

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

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

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

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

Decrement Tables

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

The decrement tables set forth below are based on the assumption that the Mortgage Loans prepay at the indicated percentages of PSA (the “PSA Prepayment Assumption Rates”). As used in the 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

Security Group 1 PSA Prepayment Assumption Rates

Distribution Date	Classes IP, KA, MA, MN, MP, PA, PG, PH, PJ, PL, PM, PN, PV and PW					Class JA					Class JB					Class JC					
	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2009	98	87	87	87	87	100	100	77	77	77	100	100	100	100	100	100	100	100	100	100	100
July 2010	96	75	75	75	72	100	100	58	58	0	100	100	100	100	0	100	100	100	100	0	0
July 2011	93	63	63	63	48	100	100	42	42	0	100	100	100	100	0	100	100	100	100	0	0
July 2012	91	52	52	52	29	100	100	29	29	0	100	100	100	100	0	100	100	100	100	0	0
July 2013	88	42	42	42	15	100	100	19	0	0	100	100	100	6	0	100	100	100	100	0	0
July 2014	85	32	32	32	5	100	100	11	0	0	100	100	100	0	0	100	100	100	0	0	0
July 2015	82	23	23	23	0	100	100	5	0	0	100	100	100	0	0	100	100	100	0	0	0
July 2016	79	15	15	15	0	100	96	0	0	0	100	100	94	0	0	100	100	100	0	0	0
July 2017	75	8	8	8	0	100	75	0	0	0	100	100	46	0	0	100	100	100	0	0	0
July 2018	72	2	2	2	0	100	40	0	0	0	100	100	0	0	0	100	100	92	0	0	0
July 2019	68	0	0	0	0	100	0	0	0	0	100	77	0	0	0	100	100	45	0	0	0
July 2020	64	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	32	0	0	0	0
July 2021	59	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2022	55	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2023	50	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2024	44	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2025	39	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2026	33	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2027	27	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2028	20	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2029	13	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2030	6	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2031	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2032	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2033	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	68	0	0	0	0	100	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	13.8	4.5	4.5	4.5	3.1	25.7	9.6	2.9	2.5	1.3	26.0	11.2	8.9	4.8	1.7	26.2	11.9	10.9	5.4	1.7	

PSA Prepayment Assumption Rates

Distribution Date	Class JD					Classes KI, KO and PE					Class PD					Class UA					
	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2009	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	76	44	0
July 2010	100	100	100	100	0	100	100	100	100	100	100	100	100	100	100	100	100	100	100	57	3
July 2011	100	100	100	100	0	100	100	100	100	100	100	100	100	100	100	100	100	100	42	0	0
July 2012	100	100	100	100	0	100	100	100	100	100	100	100	100	100	100	100	100	100	31	0	0
July 2013	100	100	100	100	0	100	100	100	100	100	100	100	100	100	100	100	100	100	23	0	0
July 2014	100	100	100	80	0	100	100	100	100	100	100	100	100	100	100	100	100	100	17	0	0
July 2015	100	100	100	6	0	100	100	100	100	100	100	100	100	79	0	100	100	14	0	0	0
July 2016	100	100	100	0	0	100	100	100	100	100	100	100	100	34	0	100	100	12	0	0	0
July 2017	100	100	100	0	0	100	100	100	100	100	100	100	100	0	0	100	100	11	0	0	0
July 2018	100	100	100	0	0	100	100	100	100	73	100	100	100	0	0	100	100	9	0	0	0
July 2019	100	100	100	0	0	100	100	100	100	54	100	79	79	0	0	100	100	7	0	0	0
July 2020	100	100	95	0	0	100	100	100	100	39	100	47	47	0	0	100	100	5	0	0	0
July 2021	100	24	24	0	0	100	100	100	100	28	100	20	20	0	0	100	96	3	0	0	0
July 2022	100	0	0	0	0	100	98	98	98	20	100	0	0	0	0	100	85	0	0	0	0
July 2023	100	0	0	0	0	100	78	78	78	15	100	0	0	0	0	100	73	0	0	0	0
July 2024	100	0	0	0	0	100	62	62	62	10	100	0	0	0	0	100	61	0	0	0	0
July 2025	100	0	0	0	0	100	49	49	49	7	100	0	0	0	0	100	48	0	0	0	0
July 2026	100	0	0	0	0	100	38	38	38	5	100	0	0	0	0	100	36	0	0	0	0
July 2027	100	0	0	0	0	100	29	29	29	3	100	0	0	0	0	100	24	0	0	0	0
July 2028	100	0	0	0	0	100	22	22	22	2	100	0	0	0	0	100	11	0	0	0	0
July 2029	100	0	0	0	0	100	16	16	16	2	100	0	0	0	0	100	0	0	0	0	0
July 2030	100	0	0	0	0	100	11	11	11	1	100	0	0	0	0	100	0	0	0	0	0
July 2031	100	0	0	0	0	100	7	7	7	1	81	0	0	0	0	100	0	0	0	0	0
July 2032	100	0	0	0	0	100	4	4	4	0	14	0	0	0	0	100	0	0	0	0	0
July 2033	100	0	0	0	0	39	2	2	2	0	0	0	0	0	0	100	0	0	0	0	0
July 2034	100	0	0	0	0	1	1	1	1	0	0	0	0	0	0	100	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	78	0	0	0	0	0
July 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	37	0	0	0	0	0
July 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.4	12.7	12.6	6.4	1.8	24.9	17.7	17.7	17.7	12.1	23.5	12.0	12.0	12.0	7.7	27.7	16.9	3.6	0.9	0.4	

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Class UB					Class UC					Class UD					Class UE					
	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	0%	100%	170%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2009	100	100	100	100	0	100	100	100	100	70	100	100	100	100	100	100	100	100	100	100	100
July 2010	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	100	0
July 2011	100	100	100	0	0	100	100	100	0	0	100	100	100	40	0	100	100	100	100	100	0
July 2012	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2013	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2014	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2015	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2016	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2017	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2018	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2019	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2020	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2021	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2022	100	100	85	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2023	100	100	37	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2024	100	100	0	0	0	100	100	86	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2025	100	100	0	0	0	100	100	20	0	0	100	100	100	0	0	100	100	100	100	0	0
July 2026	100	100	0	0	0	100	100	0	0	0	100	100	69	0	0	100	100	100	100	0	0
July 2027	100	100	0	0	0	100	100	0	0	0	100	100	26	0	0	100	100	100	100	0	0
July 2028	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	89	0	0	0
July 2029	100	98	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	58	0	0	0
July 2030	100	7	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	29	0	0	0
July 2031	100	0	0	0	0	100	0	0	0	0	100	86	0	0	0	100	100	3	0	0	0
July 2032	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	94	0	0	0	0
July 2033	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	28	0	0	0	0
July 2034	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2035	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2036	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2037	42	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	29.0	21.5	14.7	2.3	0.9	29.2	22.5	16.5	2.6	1.0	29.4	23.4	18.5	3.0	1.1	29.7	24.7	21.3	3.5	1.3	

PSA Prepayment Assumption Rates

Distribution Date	Class UH				
	0%	100%	170%	250%	400%
Initial Percent	100	100	100	100	100
July 2009	100	100	100	100	100
July 2010	100	100	100	100	0
July 2011	100	100	100	100	0
July 2012	100	100	100	60	0
July 2013	100	100	100	0	0
July 2014	100	100	100	0	0
July 2015	100	100	100	0	0
July 2016	100	100	100	0	0
July 2017	100	100	100	0	0
July 2018	100	100	100	0	0
July 2019	100	100	100	0	0
July 2020	100	100	100	0	0
July 2021	100	100	100	0	0
July 2022	100	100	100	0	0
July 2023	100	100	100	0	0
July 2024	100	100	100	0	0
July 2025	100	100	100	0	0
July 2026	100	100	100	0	0
July 2027	100	100	100	0	0
July 2028	100	100	100	0	0
July 2029	100	100	100	0	0
July 2030	100	100	100	0	0
July 2031	100	100	100	0	0
July 2032	100	100	68	0	0
July 2033	100	100	38	0	0
July 2034	100	74	19	0	0
July 2035	100	6	1	0	0
July 2036	100	0	0	0	0
July 2037	100	0	0	0	0
July 2038	0	0	0	0	0
Weighted Average					
Life (years)	29.9	26.4	24.8	4.1	1.4

Security Group 2
PSA Prepayment Assumption Rates

Classes FA and SA

Distribution Date	Classes FA and SA				
	0%	200%	450%	700%	900%
Initial Percent	100	100	100	100	100
July 2009	99	92	84	76	69
July 2010	98	81	63	46	34
July 2011	98	71	45	26	16
July 2012	97	61	32	15	7
July 2013	95	53	23	9	3
July 2014	94	46	17	5	1
July 2015	93	40	12	3	1
July 2016	92	34	9	2	0
July 2017	90	30	6	1	0
July 2018	89	26	4	1	0
July 2019	87	22	3	0	0
July 2020	85	19	2	0	0
July 2021	83	16	2	0	0
July 2022	81	14	1	0	0
July 2023	78	12	1	0	0
July 2024	75	10	1	0	0
July 2025	72	8	0	0	0
July 2026	69	7	0	0	0
July 2027	66	6	0	0	0
July 2028	62	5	0	0	0
July 2029	58	4	0	0	0
July 2030	53	3	0	0	0
July 2031	49	2	0	0	0
July 2032	43	2	0	0	0
July 2033	37	1	0	0	0
July 2034	31	1	0	0	0
July 2035	24	1	0	0	0
July 2036	17	0	0	0	0
July 2037	9	0	0	0	0
July 2038	0	0	0	0	0
Weighted Average					
Life (years)	20.8	7.2	3.6	2.3	1.8

Security Group 3
PSA Prepayment Assumption Rates

Distribution Date	Classes AB, TF and TS					Class ZA					Class ZB				
	0%	200%	356%	550%	750%	0%	200%	356%	550%	750%	0%	200%	356%	550%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2009	98	94	94	94	92	107	92	18	0	0	107	107	107	45	0
July 2010	97	84	77	72	60	114	72	0	0	0	114	114	114	0	0
July 2011	95	72	58	47	33	121	50	0	0	0	121	121	121	0	0
July 2012	93	62	43	31	17	130	36	0	0	0	130	130	130	0	0
July 2013	90	52	31	20	9	138	29	0	0	0	138	138	138	0	0
July 2014	88	43	21	13	5	148	29	0	0	0	148	148	148	0	0
July 2015	85	35	14	9	2	157	30	0	0	0	157	157	157	0	0
July 2016	82	28	8	5	1	168	32	0	0	0	168	168	168	0	0
July 2017	79	22	3	3	0	179	35	0	0	0	179	179	179	0	0
July 2018	76	16	0	2	0	191	37	0	0	0	191	191	180	0	0
July 2019	73	11	0	1	0	204	39	0	0	0	204	204	138	0	0
July 2020	69	6	0	0	0	218	42	0	0	0	218	218	106	0	0
July 2021	65	2	0	0	0	232	45	0	0	0	232	232	80	0	0
July 2022	61	0	0	0	0	248	48	0	0	0	248	226	61	0	0
July 2023	56	0	0	0	0	264	51	0	0	0	264	183	46	0	0
July 2024	51	0	0	0	0	282	55	0	0	0	282	145	35	0	0
July 2025	45	0	0	0	0	301	58	0	0	0	301	112	26	0	0
July 2026	40	0	0	0	0	321	62	0	0	0	321	82	20	0	0
July 2027	33	0	0	0	0	343	66	0	0	0	343	56	14	0	0
July 2028	27	0	0	0	0	366	71	0	0	0	366	33	11	0	0
July 2029	19	0	0	0	0	390	75	0	0	0	390	12	8	0	0
July 2030	11	0	0	0	0	416	73	0	0	0	416	0	6	0	0
July 2031	3	0	0	0	0	444	57	0	0	0	444	0	4	0	0
July 2032	0	0	0	0	0	474	44	0	0	0	393	0	3	0	0
July 2033	0	0	0	0	0	506	33	0	0	0	262	0	2	0	0
July 2034	0	0	0	0	0	539	23	0	0	0	120	0	1	0	0
July 2035	0	0	0	0	0	536	15	0	0	0	0	0	1	0	0
July 2036	0	0	0	0	0	371	9	0	0	0	0	0	0	0	0
July 2037	0	0	0	0	0	193	3	0	0	0	0	0	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	14.9	5.8	4.0	3.5	2.7	28.5	14.1	0.7	0.4	0.3	25.2	17.0	13.5	1.0	0.7

Security Group 3										
PSA Prepayment Assumption Rates										
Distribution Date	Class ZC					Class ZT				
	0%	200%	356%	550%	750%	0%	200%	356%	550%	750%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2009	107	107	107	107	107	107	100	68	27	3
July 2010	114	114	114	114	114	114	95	64	3	3
July 2011	121	121	121	121	121	121	90	68	3	3
July 2012	130	130	130	130	130	130	89	73	3	3
July 2013	138	138	138	138	138	138	91	78	3	3
July 2014	148	148	148	148	148	148	96	83	4	4
July 2015	157	157	157	157	157	157	102	89	4	4
July 2016	168	168	168	168	168	168	109	95	4	4
July 2017	179	179	179	179	179	179	116	101	4	4
July 2018	191	191	0	191	163	191	124	97	5	4
July 2019	204	204	0	204	87	204	132	74	5	2
July 2020	218	218	0	218	47	218	141	57	5	1
July 2021	232	232	0	232	25	232	150	43	6	1
July 2022	248	0	0	169	13	248	143	33	4	0
July 2023	264	0	0	109	7	264	121	25	3	0
July 2024	282	0	0	70	4	282	102	19	2	0
July 2025	301	0	0	45	2	301	86	14	1	0
July 2026	321	0	0	29	1	321	71	11	1	0
July 2027	343	0	0	18	1	343	59	8	0	0
July 2028	366	0	0	11	0	366	49	6	0	0
July 2029	390	0	0	7	0	390	40	4	0	0
July 2030	416	0	0	4	0	416	32	3	0	0
July 2031	444	0	0	3	0	444	25	2	0	0
July 2032	0	0	0	1	0	419	19	1	0	0
July 2033	0	0	0	1	0	362	14	1	0	0
July 2034	0	0	0	0	0	301	10	1	0	0
July 2035	0	0	0	0	0	234	7	0	0	0
July 2036	0	0	0	0	0	162	4	0	0	0
July 2037	0	0	0	0	0	84	1	0	0	0
July 2038	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	23.4	13.6	9.8	15.5	11.4	27.0	17.4	9.9	1.6	1.0

Security Group 4					
PSA Prepayment Assumption Rates					
Distribution Date	Classes AS, BS, CS, PO, PS and SP				
	0%	100%	220%	350%	500%
Initial Percent	100	100	100	100	100
July 2009	98	92	91	91	91
July 2010	96	82	80	80	72
July 2011	94	73	70	69	50
July 2012	92	65	60	54	34
July 2013	90	57	51	42	23
July 2014	88	50	43	32	16
July 2015	85	43	35	25	11
July 2016	82	36	28	19	8
July 2017	79	30	22	15	5
July 2018	76	24	18	11	4
July 2019	73	19	14	9	2
July 2020	69	14	11	7	2
July 2021	65	9	9	5	1
July 2022	61	7	7	4	1
July 2023	57	6	6	3	0
July 2024	52	4	4	2	0
July 2025	48	3	3	2	0
July 2026	42	3	3	1	0
July 2027	37	2	2	1	0
July 2028	31	1	1	1	0
July 2029	24	1	1	0	0
July 2030	18	1	1	0	0
July 2031	10	1	1	0	0
July 2032	3	0	0	0	0
July 2033	0	0	0	0	0
July 2034	0	0	0	0	0
July 2035	0	0	0	0	0
July 2036	0	0	0	0	0
July 2037	0	0	0	0	0
Weighted Average					
Life (years)	15.2	6.8	6.1	5.2	3.7

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

Prepayments: Effect on Yields

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (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 because the rate on such Classes is capped at a maximum rate described under *“Terms Sheet — Interest Rates.”*

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (in the case of 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 IP to Prepayments
Assumed Price 18.875%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>170%</u>	<u>250%</u>	<u>349%</u>	<u>400%</u>
8.8%	8.8%	8.8%	0.1%	(6.1)%

**Sensitivity of Class KI to Prepayments
Assumed Price 53.25%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>	<u>495%</u>
7.6%	7.6%	7.6%	3.6%	0.0%

**Sensitivity of Class KO to Prepayments
Assumed Price 42.5%***

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>170%</u>	<u>250%</u>	<u>400%</u>
5.0%	5.0%	5.0%	7.4%

SECURITY GROUP 2

**Sensitivity of Class SA to Prepayments
Assumed Price 6.03125%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>200%</u>	<u>450%</u>	<u>700%</u>	<u>900%</u>
1.46125%	77.3%	61.0%	43.7%	28.8%
2.46125%	56.4%	40.3%	23.1%	8.3%
4.46125%	17.2%	1.1%	(16.3)%	(31.4)%
6.18000% and above	**	**	**	**

SECURITY GROUP 3

**Sensitivity of Class TS to Prepayments
Assumed Price 8.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>200%</u>	<u>356%</u>	<u>550%</u>	<u>750%</u>
1.46%	56.9%	50.0%	45.2%	35.1%
2.46%	41.3%	33.5%	28.4%	17.6%
4.46%	9.9%	(0.7)%	(5.4)%	(18.3)%
6.40% 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 AS to Prepayments
Assumed Price 86.78125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>220%</u>	<u>350%</u>	<u>500%</u>
1.45813%	7.9%	8.2%	8.6%	9.8%
2.45813%	6.8%	7.1%	7.5%	8.6%
4.45813%	4.5%	4.8%	5.2%	6.4%
6.50000% and above	2.2%	2.5%	2.9%	4.1%

Sensitivity of Class BS to Prepayments
Assumed Price 95.875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>220%</u>	<u>350%</u>	<u>500%</u>
1.45813%	11.3%	11.4%	11.5%	11.8%
2.45813%	9.2%	9.2%	9.4%	9.7%
4.45813%	4.9%	5.0%	5.1%	5.5%
6.50000% and above	0.7%	0.8%	0.9%	1.3%

Sensitivity of Class CS to Prepayments
Assumed Price 104.96875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>220%</u>	<u>350%</u>	<u>500%</u>
1.45813%	14.2%	14.1%	14.0%	13.6%
2.45813%	11.2%	11.1%	11.0%	10.6%
4.45813%	5.3%	5.2%	5.1%	4.8%
6.50000% and above	(0.6)%	(0.7)%	(0.8)%	(1.1)%

Sensitivity of Class PO to Prepayments
Assumed Price 77.6875%

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>220%</u>	<u>350%</u>	<u>500%</u>
4.0%	4.5%	5.3%	7.4%

* 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 PS to Prepayments
Assumed Price 9.09375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>220%</u>	<u>350%</u>	<u>500%</u>
1.45813%	49.0%	46.8%	45.0%	36.8%
2.45813%	36.0%	33.7%	31.4%	22.7%
4.45813%	10.0%	7.8%	4.5%	(5.3)%
6.50000% and above	**	**	**	**

Sensitivity of Class SP to Prepayments
Assumed Price 109.515625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>220%</u>	<u>350%</u>	<u>500%</u>
1.45813%	15.5%	15.3%	15.1%	14.4%
2.45813%	12.1%	11.9%	11.7%	11.0%
4.45813%	5.5%	5.3%	5.1%	4.4%
6.50000% and above	(1.2)%	(1.3)%	(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.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

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

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

In addition to the Regular Securities described in the preceding three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for the Classes listed below, the interest rate value described below, Classes PD and PG are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 170% PSA in the case of the Group 1 Securities, 450% PSA in the case of the Group 2 Securities, 356% PSA in the case of the Group 3 Securities and 220% PSA in the case of the Group 4 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the interest rate value to be used for these determinations is the initial Interest Rate as set forth in the Terms Sheet under “Interest Rates”. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*.

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

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for

federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the 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 RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

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) July 1, 2008 on the Fixed Rate Classes and (2) July 20, 2008 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Seward & Kissel 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								
IP	\$17,581,637	KA	\$96,699,000	PAC I	5.000%	FIX	38375D LH9	June 2036
PG	96,699,000							
Combination 2								
IP	\$19,779,341	MA	\$96,699,000	PAC I	5.125%	FIX	38375D LJ5	June 2036
PG	96,699,000							
Combination 3								
IP	\$24,174,750	MN	\$96,699,000	PAC I	5.375%	FIX	38375D LK2	June 2036
PG	96,699,000							
Combination 4								
IP	\$21,977,046	MP	\$96,699,000	PAC I	5.250%	FIX	38375D LL0	June 2036
PG	96,699,000							
Combination 5								
IP	\$26,372,454	PA	\$96,699,000	PAC I	5.500%	FIX	38375D LM8	June 2036
PG	96,699,000							
Combination 6								
IP	\$ 2,197,705	PH	\$96,699,000	PAC I	4.125%	FIX	38375D LN6	June 2036
PG	96,699,000							
Combination 7								
IP	\$ 4,395,410	PJ	\$96,699,000	PAC I	4.250%	FIX	38375D LP1	June 2036
PG	96,699,000							

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 8								
IP	\$ 6,593,114	PL	\$96,699,000	PAC I	4.375%	FIX	38375D LQ9	June 2036
PG	96,699,000							
Combination 9								
IP	\$ 8,790,819	PM	\$96,699,000	PAC I	4.500%	FIX	38375D LR7	June 2036
PG	96,699,000							
Combination 10								
IP	\$10,988,523	PN	\$96,699,000	PAC I	4.625%	FIX	38375D LS5	June 2036
PG	96,699,000							
Combination 11								
IP	\$13,186,228	PV	\$96,699,000	PAC I	4.750%	FIX	38375D LT3	June 2036
PG	96,699,000							
Combination 12								
IP	\$15,383,932	PW	\$96,699,000	PAC I	4.875%	FIX	38375D LU0	June 2036
PG	96,699,000							
Combination 13								
KI	\$11,509,000	PE	\$11,509,000	PAC I	5.500%	FIX	38375D KN7	July 2038
KO	11,509,000							
Security Group 3								
Combination 14								
ZA	\$ 3,236,951	ZT	\$ 7,405,458	TAC/SUP	6.500%	FIX/Z	38375D LV8	July 2038
ZB	3,988,020							
ZC	180,487							

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 4								
Combination 15								
PO	\$12,191,513	AS	\$12,191,513	SC/PT	(5)	INV	38375D LW6	April 2037
PS	12,191,513							
Combination 16								
PO	\$12,191,513	BS	\$12,191,513	SC/PT	(5)	INV	38375D LX4	April 2037
PS	24,383,026							
Combination 17								
PO	\$12,191,513	CS	\$12,191,513	SC/PT	(5)	INV	38375D LY2	April 2037
PS	36,574,539							
Combination 18								
PO	\$12,191,513	SP	\$12,191,513	SC/PT	(5)	INV	38375D LZ9	April 2037
PS	42,670,296							

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

(2) The amount shown for each MX Class represents the maximum Original Class Principal 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.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
Initial Balance	\$120,420,000.00	\$9,053,000.00	\$66,847,154.00	\$70,835,174.00
August 2008	119,334,704.67	8,963,954.78	66,638,967.54	70,648,589.32
September 2008	118,255,028.37	8,876,108.71	66,409,248.47	70,440,589.03
October 2008	117,180,942.18	8,789,451.93	66,158,085.55	70,211,262.54
November 2008.	116,112,417.35	8,703,974.60	65,885,586.19	69,960,717.89
December 2008.	115,049,425.27	8,619,666.98	65,591,876.36	69,689,081.69
January 2009	113,991,937.49	8,536,519.39	65,277,100.58	69,396,499.10
February 2009	112,939,925.68	8,454,522.23	64,941,421.71	69,083,133.64
March 2009	111,893,361.68	8,373,665.97	64,585,020.95	68,749,167.15
April 2009	110,852,217.46	8,293,941.13	64,208,097.56	68,394,799.56
May 2009	109,816,465.14	8,215,338.32	63,810,868.80	68,020,248.76
June 2009	108,786,076.99	8,137,848.21	63,393,569.59	67,625,750.36
July 2009.	107,761,025.41	8,061,461.54	62,956,452.37	67,211,557.46
August 2009	106,741,282.94	7,986,169.11	62,499,786.84	66,777,940.41
September 2009	105,726,822.29	7,911,961.79	61,872,498.98	66,325,186.49
October 2009	104,717,616.27	7,838,830.52	60,991,092.68	65,853,599.60
November 2009.	103,713,637.86	7,766,766.31	60,075,876.06	65,363,499.94
December 2009.	102,714,860.16	7,695,760.22	59,128,171.80	64,855,223.63
January 2010	101,721,256.42	7,625,803.40	58,149,361.17	64,329,122.32
February 2010	100,732,800.02	7,556,887.04	57,140,880.70	63,785,562.79
March 2010	99,749,464.49	7,489,002.40	56,104,218.56	63,224,926.50
April 2010	98,771,223.48	7,422,140.81	55,040,910.81	62,647,609.13
May 2010	97,798,050.79	7,356,293.65	53,952,537.50	62,054,020.14
June 2010	96,829,920.34	7,291,452.39	52,840,718.57	61,444,582.21
July 2010.	95,866,806.19	7,227,608.54	51,707,109.65	60,819,730.75
August 2010	94,908,682.54	7,164,753.68	50,553,397.72	60,179,913.37
September 2010	93,955,523.71	7,102,879.45	49,381,296.66	59,525,589.31
October 2010	93,007,304.17	7,041,977.54	48,232,581.74	58,877,021.56
November 2010.	92,063,998.51	6,982,039.71	47,106,774.99	58,234,156.53
December 2010.	91,125,581.44	6,923,057.80	46,003,408.08	57,596,941.11
January 2011	90,192,027.82	6,865,023.68	44,922,022.09	56,965,322.65
February 2011	89,263,312.64	6,807,929.28	43,862,167.33	56,339,248.96
March 2011	88,339,410.99	6,751,766.61	42,823,403.15	55,718,668.33
April 2011	87,420,298.12	6,696,527.74	41,805,297.77	55,103,529.49
May 2011	86,505,949.39	6,642,204.77	40,807,428.09	54,493,781.61
June 2011	85,596,340.30	6,588,789.87	39,829,379.52	53,889,374.32
July 2011.	84,691,446.46	6,536,275.29	38,870,745.83	53,290,257.70
August 2011	83,791,243.62	6,484,653.31	37,931,128.93	52,696,382.26
September 2011	82,895,707.63	6,433,916.28	37,010,138.76	52,107,698.94
October 2011	82,004,814.51	6,384,056.59	36,107,393.11	51,524,159.12

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
November 2011	\$ 81,118,540.35	\$6,335,066.72	\$35,222,517.45	\$50,945,714.61
December 2011	80,236,861.40	6,286,939.16	34,355,144.79	50,372,317.62
January 2012	79,359,754.02	6,239,666.49	33,504,915.52	49,803,920.81
February 2012	78,487,194.69	6,193,241.34	32,671,477.28	49,240,477.23
March 2012	77,619,160.02	6,147,656.37	31,854,484.78	48,681,940.36
April 2012	76,755,626.73	6,102,904.32	31,053,599.70	48,128,264.09
May 2012	75,896,571.65	6,058,977.99	30,268,490.51	47,579,402.69
June 2012	75,041,971.76	6,015,870.21	29,498,832.37	47,035,310.85
July 2012	74,191,804.13	5,973,573.86	28,744,306.96	46,495,943.65
August 2012	73,346,045.97	5,932,081.89	28,004,602.38	45,961,256.58
September 2012	72,504,674.58	5,891,387.31	27,279,413.00	45,431,205.50
October 2012	71,667,667.40	5,851,483.16	26,568,439.35	44,905,746.66
November 2012	70,835,001.99	5,812,362.53	25,871,387.98	44,384,836.69
December 2012	70,006,655.99	5,774,018.58	25,187,971.34	43,868,432.62
January 2013	69,182,607.20	5,736,444.52	24,517,907.70	43,356,491.83
February 2013	68,362,833.51	5,699,633.58	23,860,920.95	42,848,972.08
March 2013	67,547,312.91	5,663,579.09	23,216,740.59	42,345,831.52
April 2013	66,736,023.54	5,628,274.39	22,585,101.52	41,847,028.62
May 2013	65,928,943.62	5,593,712.87	21,965,744.02	41,352,522.27
June 2013	65,126,051.51	5,559,887.99	21,358,413.56	40,862,271.68
July 2013	64,327,325.64	5,526,793.27	20,762,860.76	40,376,236.41
August 2013	63,532,744.60	5,494,422.22	20,178,841.25	39,894,376.41
September 2013	62,742,287.06	5,462,768.45	19,606,115.58	39,416,651.95
October 2013	61,955,931.81	5,431,825.61	19,044,449.11	38,943,023.64
November 2013	61,173,657.73	5,401,587.40	18,493,611.95	38,473,452.47
December 2013	60,395,443.84	5,372,047.54	17,953,378.81	38,007,899.74
January 2014	59,621,269.25	5,343,199.82	17,423,528.96	37,546,327.08
February 2014	58,851,113.17	5,315,038.08	16,903,846.09	37,088,696.49
March 2014	58,084,954.94	5,287,556.18	16,394,118.27	36,634,970.26
April 2014	57,322,773.98	5,260,748.06	15,894,137.80	36,185,111.03
May 2014	56,564,549.84	5,234,607.67	15,403,701.21	35,739,081.77
June 2014	55,810,262.15	5,209,129.05	14,922,609.07	35,296,845.75
July 2014	55,059,890.68	5,184,306.23	14,450,666.02	34,858,366.59
August 2014	54,313,415.26	5,160,133.34	13,987,680.59	34,423,608.18
September 2014	53,570,815.86	5,136,604.50	13,533,465.19	33,992,534.78
October 2014	52,832,072.54	5,113,713.92	13,087,835.99	33,565,110.91
November 2014	52,097,165.45	5,091,455.83	12,650,612.87	33,141,301.43
December 2014	51,366,074.86	5,069,824.51	12,221,619.32	32,721,071.49
January 2015	50,638,781.14	5,048,814.28	11,800,682.41	32,304,386.54
February 2015	49,915,264.76	5,028,419.49	11,387,632.67	31,891,212.33
March 2015	49,195,506.27	5,008,634.58	10,982,304.04	31,481,514.93
April 2015	48,479,486.35	4,989,453.97	10,584,533.81	31,075,260.66
May 2015	47,767,185.77	4,970,872.14	10,194,162.53	30,672,416.17
June 2015	47,058,585.38	4,952,883.66	9,811,033.99	30,272,948.38

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
July 2015	\$ 46,353,666.15	\$4,935,483.08	\$ 9,434,995.08	\$29,876,824.49
August 2015	45,652,409.15	4,918,665.01	9,065,895.80	29,484,012.00
September 2015	44,954,795.53	4,902,424.12	8,703,589.16	29,094,478.68
October 2015	44,260,806.55	4,886,755.09	8,347,931.13	28,708,192.58
November 2015	43,570,423.56	4,871,652.66	7,998,780.57	28,325,122.02
December 2015	42,883,628.01	4,857,111.61	7,655,999.18	27,945,235.60
January 2016	42,204,282.73	4,839,245.46	7,319,451.45	27,568,502.19
February 2016	41,534,948.90	4,815,469.52	6,989,004.58	27,194,890.93
March 2016	40,875,484.41	4,785,902.54	6,664,528.45	26,824,371.20
April 2016	40,225,749.13	4,750,661.40	6,345,895.55	26,456,912.69
May 2016	39,585,604.86	4,709,861.18	6,032,980.94	26,092,485.31
June 2016	38,954,915.34	4,663,615.18	5,725,662.20	25,731,059.24
July 2016	38,333,546.20	4,613,293.40	5,423,819.34	25,372,604.93
August 2016	37,721,364.94	4,561,626.89	5,127,334.81	25,017,093.06
September 2016	37,118,240.89	4,508,659.11	4,836,093.42	24,664,494.57
October 2016	36,524,045.22	4,454,432.62	4,549,982.26	24,314,780.66
November 2016	35,938,650.88	4,398,989.17	4,268,890.74	23,967,922.77
December 2016	35,361,932.59	4,342,369.62	3,992,710.45	23,623,892.57
January 2017	34,793,766.81	4,284,614.04	3,721,335.18	23,282,661.99
February 2017	34,234,031.71	4,225,761.69	3,454,660.83	22,944,203.19
March 2017	33,682,607.20	4,165,850.98	3,192,585.41	22,608,488.57
April 2017	33,139,374.81	4,104,919.59	2,935,008.98	22,275,490.77
May 2017	32,604,217.74	4,043,004.43	2,681,833.57	21,945,182.65
June 2017	32,077,020.84	3,980,141.59	2,432,963.23	21,617,537.32
July 2017	31,557,670.53	3,916,366.48	2,188,303.88	21,292,528.10
August 2017	31,046,054.83	3,851,713.74	1,947,763.36	20,970,128.55
September 2017	30,542,063.32	3,786,217.32	1,711,251.35	20,650,312.45
October 2017	30,045,587.12	3,719,910.42	1,478,679.34	20,333,053.80
November 2017	29,556,518.87	3,652,825.59	1,249,960.59	20,018,326.82
December 2017	29,074,752.70	3,584,994.66	1,025,010.10	19,706,105.95
January 2018	28,600,184.23	3,516,448.81	803,744.57	19,396,365.85
February 2018	28,132,710.52	3,447,218.56	586,082.36	19,089,081.40
March 2018	27,672,230.08	3,377,333.77	371,943.50	18,784,227.66
April 2018	27,218,642.82	3,306,823.69	161,249.57	18,481,779.95
May 2018	26,771,850.08	3,235,716.89	0.00	18,181,713.76
June 2018	26,331,754.55	3,164,041.37	0.00	17,884,004.79
July 2018	25,898,260.28	3,091,824.53	0.00	17,588,628.97
August 2018	25,471,272.67	3,019,093.15	0.00	17,295,562.41
September 2018	25,050,698.45	2,945,873.43	0.00	17,004,781.43
October 2018	24,636,445.63	2,872,191.02	0.00	16,716,262.54
November 2018	24,228,423.52	2,798,070.99	0.00	16,429,982.45
December 2018	23,826,542.71	2,723,537.84	0.00	16,145,918.08
January 2019	23,430,715.02	2,648,615.57	0.00	15,864,046.52
February 2019	23,040,853.51	2,573,327.61	0.00	15,584,345.07

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
March 2019	\$ 22,656,872.45	\$2,497,696.89	\$ 0.00	\$15,306,791.21
April 2019	22,278,687.34	2,421,745.79	0.00	15,031,362.61
May 2019	21,906,214.82	2,345,496.24	0.00	14,758,037.12
June 2019	21,539,372.73	2,268,969.62	0.00	14,486,792.80
July 2019	21,178,080.04	2,192,186.86	0.00	14,217,607.86
August 2019	20,822,256.87	2,115,168.38	0.00	13,950,460.70
September 2019	20,471,824.45	2,037,934.15	0.00	13,685,329.92
October 2019	20,126,705.12	1,960,503.67	0.00	13,422,194.27
November 2019	19,786,822.29	1,882,896.01	0.00	13,161,032.70
December 2019	19,452,100.48	1,805,129.75	0.00	12,901,824.31
January 2020	19,122,465.23	1,727,223.07	0.00	12,644,548.39
February 2020	18,797,843.15	1,649,193.71	0.00	12,389,184.40
March 2020	18,478,161.87	1,571,058.98	0.00	12,135,711.96
April 2020	18,163,350.03	1,492,835.79	0.00	11,884,110.86
May 2020	17,853,337.29	1,414,540.62	0.00	11,634,361.07
June 2020	17,548,054.28	1,336,189.58	0.00	11,386,442.71
July 2020	17,247,432.60	1,257,798.39	0.00	11,140,336.06
August 2020	16,951,404.84	1,179,382.34	0.00	10,896,021.58
September 2020	16,659,904.50	1,100,956.39	0.00	10,653,479.87
October 2020	16,372,866.05	1,022,535.10	0.00	10,412,691.71
November 2020	16,090,224.84	944,132.71	0.00	10,173,638.01
December 2020	15,811,917.17	865,763.05	0.00	9,936,299.86
January 2021	15,537,880.21	787,439.62	0.00	9,700,658.49
February 2021	15,268,052.03	709,175.59	0.00	9,466,695.29
March 2021	15,002,371.55	630,983.77	0.00	9,234,391.79
April 2021	14,740,778.58	552,876.65	0.00	9,003,729.69
May 2021	14,483,213.74	474,866.41	0.00	8,774,690.81
June 2021	14,229,618.51	396,964.89	0.00	8,547,257.15
July 2021	13,979,935.20	319,183.62	0.00	8,321,410.82
August 2021	13,734,106.92	241,533.82	0.00	8,097,134.11
September 2021	13,492,077.58	164,026.42	0.00	7,874,409.42
October 2021	13,253,791.89	86,672.05	0.00	7,653,219.31
November 2021	13,019,195.33	9,481.06	0.00	7,433,546.48
December 2021	12,788,234.15	0.00	0.00	7,215,373.76
January 2022	12,560,855.37	0.00	0.00	6,998,684.13
February 2022	12,337,006.74	0.00	0.00	6,783,460.68
March 2022	12,116,636.76	0.00	0.00	6,569,686.67
April 2022	11,899,694.65	0.00	0.00	6,357,345.47
May 2022	11,686,130.36	0.00	0.00	6,146,420.58
June 2022	11,475,894.53	0.00	0.00	5,936,895.65
July 2022	11,268,938.50	0.00	0.00	5,728,754.44
August 2022	11,065,214.31	0.00	0.00	5,521,980.85
September 2022	10,864,674.66	0.00	0.00	5,316,558.90
October 2022	10,667,272.94	0.00	0.00	5,112,472.74

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
November 2022	\$ 10,472,963.18	\$ 0.00	\$ 0.00	\$ 4,909,706.64
December 2022	10,281,700.08	0.00	0.00	4,708,245.00
January 2023	10,093,438.95	0.00	0.00	4,508,072.34
February 2023	9,908,135.77	0.00	0.00	4,309,173.30
March 2023	9,725,747.11	0.00	0.00	4,111,532.63
April 2023	9,546,230.18	0.00	0.00	3,915,135.22
May 2023	9,369,542.79	0.00	0.00	3,719,966.05
June 2023	9,195,643.34	0.00	0.00	3,526,010.25
July 2023	9,024,490.81	0.00	0.00	3,333,253.03
August 2023	8,856,044.80	0.00	0.00	3,141,679.74
September 2023	8,690,265.45	0.00	0.00	2,951,275.82
October 2023	8,527,113.46	0.00	0.00	2,762,026.86
November 2023	8,366,550.12	0.00	0.00	2,573,918.51
December 2023	8,208,537.25	0.00	0.00	2,386,936.57
January 2024	8,053,037.20	0.00	0.00	2,201,066.92
February 2024	7,900,012.89	0.00	0.00	2,016,295.58
March 2024	7,749,427.72	0.00	0.00	1,832,608.64
April 2024	7,601,245.66	0.00	0.00	1,649,992.31
May 2024	7,455,431.15	0.00	0.00	1,468,432.92
June 2024	7,311,949.17	0.00	0.00	1,287,916.89
July 2024	7,170,765.17	0.00	0.00	1,108,430.73
August 2024	7,031,845.10	0.00	0.00	929,961.06
September 2024	6,895,155.41	0.00	0.00	752,494.62
October 2024	6,760,663.01	0.00	0.00	576,018.21
November 2024	6,628,335.29	0.00	0.00	400,518.77
December 2024	6,498,140.11	0.00	0.00	225,983.30
January 2025	6,370,045.76	0.00	0.00	52,398.93
February 2025	6,244,021.02	0.00	0.00	0.00
March 2025	6,120,035.09	0.00	0.00	0.00
April 2025	5,998,057.62	0.00	0.00	0.00
May 2025	5,878,058.69	0.00	0.00	0.00
June 2025	5,760,008.81	0.00	0.00	0.00
July 2025	5,643,878.91	0.00	0.00	0.00
August 2025	5,529,640.33	0.00	0.00	0.00
September 2025	5,417,264.82	0.00	0.00	0.00
October 2025	5,306,724.55	0.00	0.00	0.00
November 2025	5,197,992.07	0.00	0.00	0.00
December 2025	5,091,040.32	0.00	0.00	0.00
January 2026	4,985,842.65	0.00	0.00	0.00
February 2026	4,882,372.77	0.00	0.00	0.00
March 2026	4,780,604.78	0.00	0.00	0.00
April 2026	4,680,513.14	0.00	0.00	0.00
May 2026	4,582,072.68	0.00	0.00	0.00
June 2026	4,485,258.59	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
July 2026	\$ 4,390,046.43	\$ 0.00	\$ 0.00	\$ 0.00
August 2026	4,296,412.08	0.00	0.00	0.00
September 2026	4,204,331.81	0.00	0.00	0.00
October 2026	4,113,782.18	0.00	0.00	0.00
November 2026	4,024,740.13	0.00	0.00	0.00
December 2026	3,937,182.91	0.00	0.00	0.00
January 2027	3,851,088.09	0.00	0.00	0.00
February 2027	3,766,433.59	0.00	0.00	0.00
March 2027	3,683,197.62	0.00	0.00	0.00
April 2027	3,601,358.71	0.00	0.00	0.00
May 2027	3,520,895.72	0.00	0.00	0.00
June 2027	3,441,787.79	0.00	0.00	0.00
July 2027	3,364,014.37	0.00	0.00	0.00
August 2027	3,287,555.20	0.00	0.00	0.00
September 2027	3,212,390.32	0.00	0.00	0.00
October 2027	3,138,500.06	0.00	0.00	0.00
November 2027	3,065,865.02	0.00	0.00	0.00
December 2027	2,994,466.09	0.00	0.00	0.00
January 2028	2,924,284.45	0.00	0.00	0.00
February 2028	2,855,301.52	0.00	0.00	0.00
March 2028	2,787,499.01	0.00	0.00	0.00
April 2028	2,720,858.90	0.00	0.00	0.00
May 2028	2,655,363.40	0.00	0.00	0.00
June 2028	2,590,995.02	0.00	0.00	0.00
July 2028	2,527,736.50	0.00	0.00	0.00
August 2028	2,465,570.82	0.00	0.00	0.00
September 2028	2,404,481.22	0.00	0.00	0.00
October 2028	2,344,451.19	0.00	0.00	0.00
November 2028	2,285,464.44	0.00	0.00	0.00
December 2028	2,227,504.94	0.00	0.00	0.00
January 2029	2,170,556.86	0.00	0.00	0.00
February 2029	2,114,604.65	0.00	0.00	0.00
March 2029	2,059,632.93	0.00	0.00	0.00
April 2029	2,005,626.58	0.00	0.00	0.00
May 2029	1,952,570.69	0.00	0.00	0.00
June 2029	1,900,450.56	0.00	0.00	0.00
July 2029	1,849,251.72	0.00	0.00	0.00
August 2029	1,798,959.90	0.00	0.00	0.00
September 2029	1,749,561.03	0.00	0.00	0.00
October 2029	1,701,041.26	0.00	0.00	0.00
November 2029	1,653,386.94	0.00	0.00	0.00
December 2029	1,606,584.61	0.00	0.00	0.00
January 2030	1,560,621.01	0.00	0.00	0.00
February 2030	1,515,483.08	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
March 2030	\$ 1,471,157.94	\$ 0.00	\$ 0.00	\$ 0.00
April 2030	1,427,632.92	0.00	0.00	0.00
May 2030	1,384,895.51	0.00	0.00	0.00
June 2030	1,342,933.39	0.00	0.00	0.00
July 2030	1,301,734.43	0.00	0.00	0.00
August 2030	1,261,286.67	0.00	0.00	0.00
September 2030	1,221,578.32	0.00	0.00	0.00
October 2030	1,182,597.78	0.00	0.00	0.00
November 2030	1,144,333.60	0.00	0.00	0.00
December 2030	1,106,774.52	0.00	0.00	0.00
January 2031	1,069,909.42	0.00	0.00	0.00
February 2031	1,033,727.36	0.00	0.00	0.00
March 2031	998,217.57	0.00	0.00	0.00
April 2031	963,369.41	0.00	0.00	0.00
May 2031	929,172.42	0.00	0.00	0.00
June 2031	895,616.29	0.00	0.00	0.00
July 2031	862,690.85	0.00	0.00	0.00
August 2031	830,386.09	0.00	0.00	0.00
September 2031	798,692.15	0.00	0.00	0.00
October 2031	767,599.31	0.00	0.00	0.00
November 2031	737,098.00	0.00	0.00	0.00
December 2031	707,178.78	0.00	0.00	0.00
January 2032	677,832.36	0.00	0.00	0.00
February 2032	649,049.58	0.00	0.00	0.00
March 2032	620,821.42	0.00	0.00	0.00
April 2032	593,139.00	0.00	0.00	0.00
May 2032	565,993.55	0.00	0.00	0.00
June 2032	539,376.46	0.00	0.00	0.00
July 2032	513,279.22	0.00	0.00	0.00
August 2032	487,693.47	0.00	0.00	0.00
September 2032	462,610.96	0.00	0.00	0.00
October 2032	438,023.56	0.00	0.00	0.00
November 2032	413,923.26	0.00	0.00	0.00
December 2032	390,302.19	0.00	0.00	0.00
January 2033	367,152.58	0.00	0.00	0.00
February 2033	344,466.77	0.00	0.00	0.00
March 2033	322,237.24	0.00	0.00	0.00
April 2033	307,653.22	0.00	0.00	0.00
May 2033	293,352.61	0.00	0.00	0.00
June 2033	279,330.86	0.00	0.00	0.00
July 2033	265,583.47	0.00	0.00	0.00
August 2033	252,106.03	0.00	0.00	0.00
September 2033	238,894.18	0.00	0.00	0.00
October 2033	225,943.62	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes KO, PD and PG (in the aggregate)</u>	<u>Classes JA, JB, JC and JD (in the aggregate)</u>	<u>Classes AB, TF and ZC (in the aggregate)</u>	<u>Classes AB, TF, ZB and ZC (in the aggregate)</u>
November 2033.	\$ 213,250.14	\$ 0.00	\$ 0.00	\$ 0.00
December 2033.	200,809.57	0.00	0.00	0.00
January 2034.	188,617.80	0.00	0.00	0.00
February 2034.	176,670.79	0.00	0.00	0.00
March 2034.	164,964.57	0.00	0.00	0.00
April 2034.	153,495.22	0.00	0.00	0.00
May 2034	142,258.86	0.00	0.00	0.00
June 2034	131,251.70	0.00	0.00	0.00
July 2034.	120,469.98	0.00	0.00	0.00
August 2034	109,910.03	0.00	0.00	0.00
September 2034	99,568.19	0.00	0.00	0.00
October 2034	89,440.88	0.00	0.00	0.00
November 2034.	79,524.59	0.00	0.00	0.00
December 2034.	69,815.83	0.00	0.00	0.00
January 2035.	60,311.17	0.00	0.00	0.00
February 2035.	51,007.26	0.00	0.00	0.00
March 2035.	41,900.76	0.00	0.00	0.00
April 2035.	32,988.40	0.00	0.00	0.00
May 2035	24,266.97	0.00	0.00	0.00
June 2035	15,733.29	0.00	0.00	0.00
July 2035.	7,384.24	0.00	0.00	0.00
August 2035 and thereafter	0.00	0.00	0.00	0.00

Underlying Certificate

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Coupon of Mortgage Loans	Approximate Weighted Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Ginnie Mae	2007-019	SP	April 30, 2007	38375TKL	(3)	INV	April 2037	PAC	\$12,972,000	0.93983300	\$12,191,513	100%	6.439%	341	17	II

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

(2) Underlying Certificate Factor is as of July 2008 .

(3) The Underlying Certificate bears interest during its respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.

Exhibit B

Cover Page and Terms Sheet from Underlying Certificate Disclosure Document



\$712,059,335

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2007-019**

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, (2) certain previously issued certificates and (3) certain callable securities.

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	\$160,000,000	(5)	PT	FLT	38375JTG0	April 2037
SA	90,000,000	(5)	NTL(PT)	INV/IO	38375JTH8	April 2037
SC(1)	7,028,000	(5)	SUP	INV	38375JTJ4	April 2037
SP(1)	12,972,000	(5)	PAC	INV	38375JTK1	April 2037
Security Group 2						
AS	18,142,231	(5)	SC/PT	INV	38375JTL9	June 2033
FM	79,825,814	(5)	SC/PT	FLT	38375JTM7	June 2033
SM	16,328,007	(5)	NTL(SC/PT)	INV/IO	38375JTN5	June 2033
Security Group 3						
DO	5,555,556	0.00%	PT	PO	38375JTP0	April 2037
FH(1)	42,857,142	(5)	PT	FLT	38375JTQ8	April 2037
MH(1)	1,587,302	(5)	PT	FLT/INV/SP(6)	38375JTR6	April 2037
SB	44,444,444	(5)	NTL(PT)	INV/IO	38375JTS4	April 2037
Security Group 4						
FG(1)	37,555,556	(5)	PT	FLT	38375JTT2	April 2037
MG(1)	1,444,444	(5)	PT	FLT/INV/SP(6)	38375JTU9	April 2037
SD	39,000,000	(5)	NTL(PT)	INV/IO	38375JTV7	April 2037
Security Group 5						
GZ	10,000,000	6.25	SUP	FIX/Z	38375JTW5	April 2037
ID	4,750,000	6.00	NTL(PAC/AD)	FIX/IO	38375JTX3	April 2037
OG	2,000,000	0.00	PT	PO	38375JTY1	April 2037
PD	38,000,000	5.50	PAC/AD	FIX	38375JTZ8	April 2037
Security Group 6						
JC	10,000,000	5.75	SEQ/CC	FIX	38375JUA1	December 2035
JD	2,500,000	5.75	SEQ/CC	FIX	38375JUB9	April 2037
JE	1,250,000	6.00	SEQ/CC	FIX	38375JUC7	April 2037
JG	1,250,000	5.50	SEQ/CC	FIX	38375JUD5	April 2037
JO(1)	6,590,910	0.00	SEQ/CC	PO	38375JUE3	June 2034
JP(1)	72,499,999	6.00	SEQ/CC	FIX	38375JUF0	June 2034
JT	2,500,000	6.00	SEQ/CC	FIX	38375JUG8	April 2037
JV	2,500,000	5.50	SEQ/CC	FIX	38375JUH6	April 2037
TO(1)	909,091	0.00	SEQ/CC	PO	38375JUJ2	April 2037
Security Group 7						
LA	100,000,000	5.50	SEQ	FIX	38375JUK9	October 2035
LB	12,000,000	5.50	SEQ	FIX	38375JUL7	April 2037
Security Group 8						
FT(1)	80,013,835	(5)	PT	FLT	38375JUM5	April 2037
MT(1)	3,077,455	(5)	PT	FLT/INV/SP(6)	38375JUN3	April 2037
SJ	83,091,290	(5)	NTL(PT)	INV/IO	38375JUP8	April 2037
Residual						
RR	0	0.0	NPR	NPR	38375JUQ6	April 2037

- (1) These Securities may be exchanged for MX Securities described in Schedule 1.
- (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 1 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.
- (6) Classes MH, MG and MT have the SP ("Special") designation in its Interest Type because its interest rate will change significantly at a specified level of LIBOR. See "Terms Sheet — Interest Rates" in this Supplement.

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

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

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

Merrill Lynch & Co.

Myerberg & Company, L.P.

The date of this Offering Circular Supplement is April 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: Merrill Lynch, Pierce, Fenner & Smith Incorporated

Trustee: Wells Fargo Bank, National Association

Tax Administrator: The Trustee

Closing Date: April 30, 2007

Distribution Dates: For the Group 1, Group 3, Group 4, Group 6 and Group 8 Securities, the 20th day of each month or if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2007. For the Group 2, Group 5 and Group 7 Securities, the 16th day of each month or if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2007.

Trust Assets:

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	6.0%	30
2	Underlying Certificate	(1)	(1)
3	Ginnie Mae II	6.0%	30
4	Ginnie Mae II	6.5%	30
5	Ginnie Mae I	6.0%	30
6	Underlying Callable Certificate ⁽²⁾	5.5%	30
7	Ginnie Mae I	5.5%	30
8	Ginnie Mae II	6.5%	30

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

⁽²⁾ Certain information regarding the Underlying Callable Securities is set forth in the Series 2007-C1 Offering Circular attached to this Supplement as Exhibit C.

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 Groups 1, 3, 4, 5, 7 and 8 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 \$180,000,000	358	2	6.450%
Group 3 Trust Assets \$50,000,000	353	6	6.478%
Group 4 Trust Assets \$39,000,000	349	9	6.861%
Group 5 Trust Assets \$50,000,000	315	40	6.500%
Group 7 Trust Assets \$112,000,000	344	14	6.000%
Group 8 Trust Assets \$83,091,290	353	5	6.890%

¹ As of April 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, Group 3, Group 4 and Group 8 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, 3, 4 and 8 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Groups 1, 3, 4, 5, 7 and 8 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. See the Series 2007-C1 Offering Circular attached to this Supplement as Exhibit C for certain information regarding the characteristics of the Mortgage Loans underlying the Underlying Callable Securities.

Underlying Callable Securities: The Group 6 Trust Assets include Underlying Callable Securities as described in the Series 2007-C1 Offering Circular attached to this Supplement. The Underlying Callable Securities are subject to redemption on any related distribution date occurring in October 2007 or thereafter. Any redemption would result in the concurrent payment in full of the Group 6 Securities. See *“Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the Group 6 securities”* 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, Special, Interest Only, Inverse Floating Rate or Interest Only 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>
AS	23.205% - (LIBOR × 3.50)	4.585%	0.00%	23.205%	0	6.63%
FA	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FB	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FD	LIBOR + 0.30%	5.620%	0.30%	6.500%	0	0.00%
FE	LIBOR + 0.30%	5.620%	0.30%	6.500%	0	0.00%
FG	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FH	LIBOR + 0.20%	5.520%	0.20%	7.000%	0	0.00%
FJ	LIBOR + 0.30%	5.620%	0.30%	6.500%	0	0.00%
FK	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
FM	LIBOR + 0.12%	5.440%	0.12%	6.750%	0	0.00%
FT	LIBOR + 0.25%	5.570%	0.25%	6.750%	0	0.00%
MG	If LIBOR ≤ 6.20%; LIBOR + 1.600%	6.920%	0.00%	7.800%	0	6.50%
	If LIBOR > 6.20%; 169.0% - (LIBOR × 26)					
MH	If LIBOR ≤ 6.50%; LIBOR + 1.600%	6.920%	0.00%	8.100%	0	6.80%
	If LIBOR > 6.50%; 183.6% - (LIBOR × 27)					
MJ	If LIBOR ≤ 6.20%; LIBOR + 1.600%	6.920%	0.00%	7.800%	0	6.50%
	If LIBOR > 6.20%; 169.0% - (LIBOR × 26)					
MT	If LIBOR ≤ 6.20%; LIBOR + 1.600%	6.920%	0.00%	7.800%	0	6.50%
	If LIBOR > 6.20%; 169.0% - (LIBOR × 26)					
SA	6.50% - LIBOR	1.180%	0.00%	6.500%	0	6.50%
SB	6.50% - LIBOR	1.180%	0.00%	6.500%	0	6.50%
SC	22.75% - (LIBOR × 3.50)	4.130%	0.00%	22.750%	0	6.50%
SD	6.20% - LIBOR	0.880%	0.00%	6.200%	0	6.20%
SJ	6.20% - LIBOR	0.880%	0.00%	6.200%	0	6.20%
SM	6.63% - LIBOR	1.310%	0.00%	6.630%	0	6.63%
SP	22.75% - (LIBOR × 3.50)	4.130%	0.00%	22.750%	0	6.50%
ST	22.75% - (LIBOR × 3.50)	4.130%	0.00%	22.750%	0	6.50%

(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.

Upon any redemption of Underlying Callable Securities, each related Class of Securities (other than any MX Securities) will be entitled to additional interest as described in “The Trust Assets — The Underlying Callable Securities” in this Supplement.

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, concurrently, as follows:

1. 88.8888888889% to FA, until retired

2. 11.1111111111% in the following order of priority:
 - a. To SP, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To SC, until retired
 - c. To SP, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated, concurrently, to DO, FH and MH, pro rata, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, concurrently, to FG and MG, pro rata, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount as follows:
 1. To PD, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To GZ, until retired.
- The Group 5 Principal Distribution Amount, concurrently, as follows:
 1. 4.0% to OG, until retired
 2. 96.0% in the following order of priority:
 - a. To PD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To GZ, until retired
 - c. To PD, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently, to JO and JP, pro rata, until retired
2. Concurrently:
 - a. 4.3478265028% to TO, until retired

b. 95.6521734972% in the following order of priority:

- i. To JC, until retired
- ii. Concurrently, to JD, JE, JG, JT and JV, pro rata, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated, sequentially, to LA and LB, in that order, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated, concurrently, to FT and MT, pro rata, until retired

Scheduled Principal Balances: The 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>
SP	100% PSA through 300% PSA
PD	150% PSA through 227% PSA

Accrual Class: Interest will accrue on the Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Class until the Distribution Date following the Distribution Date on which the Class Principal Balance of the related Accretion Directed Class have been reduced to zero. Interest so accrued and unpaid 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." After interest distributions commence on the Accrual Class, interest distributions will continue until the Class Principal Balance of that Class is reduced to zero.

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>
ID	\$ 4,750,000	12.5% of PD (PAC/AD Class)
JI	7,190,082	9.0909082863% of JO and JP (SEQ/CC Classes)
SA	90,000,000	56.25% of FA (PT Class)
SB	44,444,444	100.0% of FH and MH (PT Classes)
SD	39,000,000	100.0% of FG and MG (PT Classes)
SJ	83,091,290	100.0% of FT and MT (PT Classes)
SM	16,328,007	20.4545449421% of FM (PT Class)

Tax Status: Double REMIC Series. Separate REMIC elections will be made as to the Underlying Callable Securities and the Trust Assets other than the Underlying Callable Securities and the two resulting REMICs each will constitute a Pooling REMIC. *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 each Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.



\$304,263,638

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-058**

OFFERING CIRCULAR SUPPLEMENT
July 22, 2008

**Barclays Capital, Inc.
Loop Capital Markets LLC**