



\$222,596,629

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-067

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.

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-12 which highlights some of these risks.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 28, 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						
L(1)	\$35,000,000	5.00%	CC/SEQ	FIX	38375XWR1	June 2034
LB	5,000,000	6.00	CC/SEQ	FIX	38375XWS9	January 2036
LC	5,000,000	6.25	CC/SEQ	FIX	38375XWT7	June 2037
LD	4,600,000	6.25	CC/SEQ	FIX	38375XWU4	August 2038
LI(1)	5,833,333	6.00	NTL (CC/SEQ)	FIX/IO	38375XWV2	June 2034
LO	400,000	0.00	CC/SEQ	PO	38375XWW0	August 2038
Security Group 2						
MC	30,000,000	5.75	CC/SEQ	FIX	38375XWX8	August 2036
MD	5,074,375	6.00	CC/SEQ	FIX	38375XWY6	August 2038
MO(1)	1,604,319	0.00	CC/PT	PO	38375XWZ3	August 2038
OM(1)	220,625	0.00	CC/SEQ	PO	38375XWA7	August 2038
Security Group 3						
AF(1)	19,909,833	(5)	SC/PT	FLT	38375XXB5	June 2038
BI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXC3	June 2038
CI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXD1	June 2038
DI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXE9	June 2038
EI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXF6	June 2038
GI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXG4	June 2038
HI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXH2	June 2038
IL(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXJ8	June 2038
JI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXK5	June 2038
KI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXL3	June 2038
MI(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXM1	June 2038
MS(1)	19,909,833	(5)	NTL (SC/PT)	INV/IO	38375XXN9	June 2038
Security Group 4						
IS(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXP4	June 2038
IW(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXQ2	June 2038
NF(1)	40,787,477	(5)	SC/PT	FLT	38375XXR0	June 2038
NI(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXS8	June 2038
SI(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXT6	June 2038
SY(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXU3	June 2038
TI(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXV1	June 2038
UI(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXW9	June 2038
WI(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXX7	June 2038
YI(1)	40,787,477	(5)	NTL (SC/PT)	INV/IO	38375XXY5	June 2038
Security Group 5						
F(1)	37,500,000	(5)	PT	FLT	38375XXZ2	August 2038
IA(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYA6	August 2038
IB(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYB4	August 2038
IC(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYC2	August 2038
ID(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYD0	August 2038
IE(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYE8	August 2038
IG(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYF6	August 2038
IH(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYG3	August 2038
IJ(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYH1	August 2038
IK(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYJ7	August 2038
IM(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYK4	August 2038
IN(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYL2	August 2038
IP(1)	1,538,461	6.50	NTL (PAC I)	FIX/IO	38375XYM0	July 2038
IT(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYN8	August 2038
PA(1)	12,000,000	5.00	PAC I	FIX	38375XYP3	January 2035
PD(1)	10,000,000	5.00	PAC I	FIX	38375XYQ1	July 2038
PI(1)	1,846,153	6.50	NTL (PAC I)	FIX/IO	38375XYR9	January 2035
PL(1)	311,000	6.00	PAC I	FIX	38375XYT5	August 2038
SN(1)	37,500,000	(5)	NTL (PT)	INV/IO	38375XYU7	August 2038
WA	3,004,000	6.00	SUP	FIX	38375XYU2	February 2038
WB	1,120,000	6.00	SUP	FIX	38375XYV0	June 2038
WC	633,000	6.00	SUP	FIX	38375XYW8	August 2038
WD	3,432,000	6.00	PAC II	FIX	38375XYX6	August 2038
WF	6,000,000	(5)	SUP	FLT	38375XYZ4	February 2038
WS	1,000,000	(5)	SUP	INV	38375XYZ1	February 2038
Residual						
RR	0	0.0	NPR	NPR	38375XZA5	August 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.

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,
- in the case of the Group 3 and 4 securities, the disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Document”) and
- in the case of the Group 1 and 2 securities, the Series 2008-C3 Offering Circular attached to this supplement as Exhibit C.

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: Greenwich Capital Markets, Inc.

Co-Sponsor: CastleOak Securities, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 2008

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 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	Underlying Callable Securities	(1)	(1)
2	Underlying Callable Securities	(1)	(1)
3	Underlying Certificate	(2)	(2)
4	Underlying Certificates	(2)	(2)
5	Ginnie Mae II	6.5%	30

⁽¹⁾ Certain information regarding the Underlying Callable Securities is set forth in the Series 2008-C3 Offering Circular attached to this Supplement as Exhibit C.

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 5 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>
\$75,000,000	357	2	6.848%

¹ As of August 1, 2008.

² Does not include the Group 5 Trust Assets that will be added to pay the Trustee Fee.

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

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 5 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement. See Exhibit A to this supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust. See the Series 2008-C3 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 1 and Group 2 Trust Assets include Underlying Callable Securities as described in the Series 2008-C3 Offering Circular attached to this Supplement. The Underlying Callable Securities are subject to redemption on any related distribution date occurring in February 2009 or thereafter. Any redemption would result in the concurrent payment in full of the Group 1 or Group 2 Securities, as applicable. See “*Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 1 and 2 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, Interest Only or Inverse Floating Rate Class. See “*Description of the Securities — Form of Securities*” in this Supplement.

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
Security Group 3						
AF	LIBOR + 0.75%	3.214%	0.75%	7.00%	0	0.00%
AS	6.25% – LIBOR	3.786%	0.00%	6.25%	0	6.25%
BF	LIBOR + 0.80%	3.264%	0.80%	7.00%	0	0.00%
BI	6.25% – LIBOR	0.050%	0.00%	0.05%	0	6.25%
BS	6.20% – LIBOR	3.736%	0.00%	6.20%	0	6.20%
CF	LIBOR + 0.85%	3.314%	0.85%	7.00%	0	0.00%
CI	6.20% – LIBOR	0.050%	0.00%	0.05%	0	6.20%
CS	6.15% – LIBOR	3.686%	0.00%	6.15%	0	6.15%
DF	LIBOR + 0.90%	3.364%	0.90%	7.00%	0	0.00%
DI	6.15% – LIBOR	0.050%	0.00%	0.05%	0	6.15%
DS	6.10% – LIBOR	3.636%	0.00%	6.10%	0	6.10%
EF	LIBOR + 0.95%	3.414%	0.95%	7.00%	0	0.00%
EI	6.10% – LIBOR	0.050%	0.00%	0.05%	0	6.10%

<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>
ES	6.05% – LIBOR	3.586%	0.00%	6.05%	0	6.05%
GF	LIBOR + 1.00%	3.464%	1.00%	7.00%	0	0.00%
GI	6.05% – LIBOR	0.050%	0.00%	0.05%	0	6.05%
GS	6.00% – LIBOR	3.536%	0.00%	6.00%	0	6.00%
HF	LIBOR + 1.05%	3.514%	1.05%	7.00%	0	0.00%
HI	6.00% – LIBOR	0.050%	0.00%	0.05%	0	6.00%
HS	5.95% – LIBOR	3.486%	0.00%	5.95%	0	5.95%
IL	5.85% – LIBOR	0.050%	0.00%	0.05%	0	5.85%
JF	LIBOR + 1.10%	3.564%	1.10%	7.00%	0	0.00%
JI	5.95% – LIBOR	0.050%	0.00%	0.05%	0	5.95%
JS	5.90% – LIBOR	3.436%	0.00%	5.90%	0	5.90%
KF	LIBOR + 1.15%	3.614%	1.15%	7.00%	0	0.00%
KI	5.90% – LIBOR	0.050%	0.00%	0.05%	0	5.90%
KS	5.85% – LIBOR	3.386%	0.00%	5.85%	0	5.85%
LF	LIBOR + 1.20%	3.664%	1.20%	7.00%	0	0.00%
LS	5.80% – LIBOR	3.336%	0.00%	5.80%	0	5.80%
MF	LIBOR + 1.25%	3.714%	1.25%	7.00%	0	0.00%
MI	5.80% – LIBOR	0.050%	0.00%	0.05%	0	5.80%
MS	5.75% – LIBOR	3.286%	0.00%	5.75%	0	5.75%
Security Group 4						
FP	LIBOR + 0.65%	3.114%	0.65%	8.00%	0	0.00%
FT	LIBOR + 0.55%	3.014%	0.55%	8.00%	0	0.00%
FW	LIBOR + 0.70%	3.164%	0.70%	8.00%	0	0.00%
FY	LIBOR + 0.75%	3.214%	0.75%	8.00%	0	0.00%
IS	7.35% – LIBOR	0.050%	0.00%	0.05%	0	7.35%
IW	7.30% – LIBOR	0.050%	0.00%	0.05%	0	7.30%
NF	LIBOR + 0.35%	2.814%	0.35%	8.00%	0	0.00%
NI	7.65% – LIBOR	0.050%	0.00%	0.05%	0	7.65%
NS	7.65% – LIBOR	5.186%	0.00%	7.65%	0	7.65%
PF	LIBOR + 0.50%	2.964%	0.50%	8.00%	0	0.00%
PS	7.50% – LIBOR	5.036%	0.00%	7.50%	0	7.50%
SI	7.50% – LIBOR	0.050%	0.00%	0.05%	0	7.50%
SP	7.35% – LIBOR	4.886%	0.00%	7.35%	0	7.35%
ST	7.45% – LIBOR	4.986%	0.00%	7.45%	0	7.45%
SW	7.30% – LIBOR	4.836%	0.00%	7.30%	0	7.30%
SY	7.25% – LIBOR	4.786%	0.00%	7.25%	0	7.25%
TF	LIBOR + 0.40%	2.864%	0.40%	8.00%	0	0.00%
TI	7.60% – LIBOR	0.050%	0.00%	0.05%	0	7.60%
TS	7.60% – LIBOR	5.136%	0.00%	7.60%	0	7.60%

<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>
UF	LIBOR + 0.45%	2.914%	0.45%	8.00%	0	0.00%
UI	7.55% – LIBOR	0.050%	0.00%	0.05%	0	7.55%
US	7.55% – LIBOR	5.086%	0.00%	7.55%	0	7.55%
WI	7.45% – LIBOR	0.050%	0.00%	0.05%	0	7.45%
YF	LIBOR + 0.60%	3.064%	0.60%	8.00%	0	0.00%
YI	7.40% – LIBOR	0.050%	0.00%	0.05%	0	7.40%
YS	7.40% – LIBOR	4.936%	0.00%	7.40%	0	7.40%
Security Group 5						
F	LIBOR + 0.85%	3.314%	0.85%	7.00%	0	0.00%
FA	LIBOR + 0.90%	3.364%	0.90%	7.00%	0	0.00%
FB	LIBOR + 0.91%	3.374%	0.91%	7.00%	0	0.00%
FC	LIBOR + 0.92%	3.384%	0.92%	7.00%	0	0.00%
FD	LIBOR + 0.93%	3.394%	0.93%	7.00%	0	0.00%
FE	LIBOR + 0.94%	3.404%	0.94%	7.00%	0	0.00%
FG	LIBOR + 0.95%	3.414%	0.95%	7.00%	0	0.00%
FH	LIBOR + 0.96%	3.424%	0.96%	7.00%	0	0.00%
FJ	LIBOR + 0.97%	3.434%	0.97%	7.00%	0	0.00%
FK	LIBOR + 0.98%	3.444%	0.98%	7.00%	0	0.00%
FL	LIBOR + 0.99%	3.454%	0.99%	7.00%	0	0.00%
FM	LIBOR + 1.00%	3.464%	1.00%	7.00%	0	0.00%
FN	LIBOR + 1.05%	3.514%	1.05%	7.00%	0	0.00%
IA	6.15% – LIBOR	0.050%	0.00%	0.05%	0	6.15%
IB	6.10% – LIBOR	0.010%	0.00%	0.01%	0	6.10%
IC	6.09% – LIBOR	0.010%	0.00%	0.01%	0	6.09%
ID	6.08% – LIBOR	0.010%	0.00%	0.01%	0	6.08%
IE	6.07% – LIBOR	0.010%	0.00%	0.01%	0	6.07%
IG	6.06% – LIBOR	0.010%	0.00%	0.01%	0	6.06%
IH	6.05% – LIBOR	0.010%	0.00%	0.01%	0	6.05%
IJ	6.04% – LIBOR	0.010%	0.00%	0.01%	0	6.04%
IK	6.03% – LIBOR	0.010%	0.00%	0.01%	0	6.03%
IM	6.01% – LIBOR	0.010%	0.00%	0.01%	0	6.01%
IN	6.00% – LIBOR	0.050%	0.00%	0.05%	0	6.00%
IT	6.02% – LIBOR	0.010%	0.00%	0.01%	0	6.02%
S	6.15% – LIBOR	3.686%	0.00%	6.15%	0	6.15%
SA	6.10% – LIBOR	3.636%	0.00%	6.10%	0	6.10%
SB	6.09% – LIBOR	3.626%	0.00%	6.09%	0	6.09%
SC	6.08% – LIBOR	3.616%	0.00%	6.08%	0	6.08%
SD	6.07% – LIBOR	3.606%	0.00%	6.07%	0	6.07%
SE	6.06% – LIBOR	3.596%	0.00%	6.06%	0	6.06%

<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>
SG	6.05% – LIBOR	3.586%	0.00%	6.05%	0	6.05%
SH	6.04% – LIBOR	3.576%	0.00%	6.04%	0	6.04%
SJ	6.03% – LIBOR	3.566%	0.00%	6.03%	0	6.03%
SK	6.02% – LIBOR	3.556%	0.00%	6.02%	0	6.02%
SL	6.01% – LIBOR	3.546%	0.00%	6.01%	0	6.01%
SM	6.00% – LIBOR	3.536%	0.00%	6.00%	0	6.00%
SN	5.95% – LIBOR	3.486%	0.00%	5.95%	0	5.95%
WF	LIBOR + 1.50%	3.964%	1.50%	7.00%	0	0.00%
WS	33.00% – (LIBOR x 6.00)	18.216%	0.00%	33.00%	0	5.50%

- (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.

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

SECURITY GROUP 1

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

1. Sequentially, to L and LB, in that order, until retired
2. Concurrently:
 - a. 96% sequentially, to LC and LD, in that order, until retired
 - b. 4% to LO, until retired

SECURITY GROUP 2

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

1. 95.6521717921% in the following order of priority:
 - a. To MC, until retired
 - b. Concurrently, to MD and OM, pro rata, until retired
2. 4.3478282079% to MO, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated to AF, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

A percentage of the Group 5 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 5 Principal Distribution Amount (the “Group 5 Adjusted Principal Distribution Amount”) will be allocated, concurrently, as follows:

1. 50% to F, until retired
2. 50% in the following order of priority:
 - a. Sequentially, to PA, PD and PL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To WD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, to WA, WF and WS, pro rata, until retired
 - d. Sequentially, to WB and WC, in that order, until retired
 - e. To WD, without regard to its Scheduled Principal Balance, until retired
 - f. Sequentially, to PA, PD and PL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
PA, PD and PL (in the aggregate)	100% PSA through 350% PSA
PAC II Class	
WD	140% PSA through 350% PSA

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 1		
LI	\$ 5,833,333	16.6666666667% of L (CC/SEQ Class)
Security Group 3		
AS	\$19,909,833	100% of AF (SC/PT Class)
BI	19,909,833	100% of AF (SC/PT Class)
BS	19,909,833	100% of AF (SC/PT Class)
CI	19,909,833	100% of AF (SC/PT Class)
CS	19,909,833	100% of AF (SC/PT Class)
DI	19,909,833	100% of AF (SC/PT Class)
DS	19,909,833	100% of AF (SC/PT Class)
EI	19,909,833	100% of AF (SC/PT Class)
ES	19,909,833	100% of AF (SC/PT Class)
GI	19,909,833	100% of AF (SC/PT Class)
GS	19,909,833	100% of AF (SC/PT Class)
HI	19,909,833	100% of AF (SC/PT Class)
HS	19,909,833	100% of AF (SC/PT Class)
IL	19,909,833	100% of AF (SC/PT Class)
JL	19,909,833	100% of AF (SC/PT Class)
JS	19,909,833	100% of AF (SC/PT Class)
KI	19,909,833	100% of AF (SC/PT Class)
KS	19,909,833	100% of AF (SC/PT Class)
LS	19,909,833	100% of AF (SC/PT Class)
MI	19,909,833	100% of AF (SC/PT Class)
MS	19,909,833	100% of AF (SC/PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 4		
IS	\$40,787,477	100% of NF (SC/PT Class)
IW	40,787,477	100% of NF (SC/PT Class)
NI	40,787,477	100% of NF (SC/PT Class)
NS	40,787,477	100% of NF (SC/PT Class)
PS	40,787,477	100% of NF (SC/PT Class)
SI	40,787,477	100% of NF (SC/PT Class)
SP	40,787,477	100% of NF (SC/PT Class)
ST	40,787,477	100% of NF (SC/PT Class)
SW	40,787,477	100% of NF (SC/PT Class)
SY	40,787,477	100% of NF (SC/PT Class)
TI	40,787,477	100% of NF (SC/PT Class)
TS	40,787,477	100% of NF (SC/PT Class)
UI	40,787,477	100% of NF (SC/PT Class)
US	40,787,477	100% of NF (SC/PT Class)
WI	40,787,477	100% of NF (SC/PT Class)
YI	40,787,477	100% of NF (SC/PT Class)
YS	40,787,477	100% of NF (SC/PT Class)
Security Group 5		
IA	\$37,500,000	100% of F (PT Class)
IB	37,500,000	100% of F (PT Class)
IC	37,500,000	100% of F (PT Class)
ID	37,500,000	100% of F (PT Class)
IE	37,500,000	100% of F (PT Class)
IG	37,500,000	100% of F (PT Class)
IH	37,500,000	100% of F (PT Class)
IJ	37,500,000	100% of F (PT Class)
IK	37,500,000	100% of F (PT Class)
IM	37,500,000	100% of F (PT Class)
IN	37,500,000	100% of F (PT Class)
IO	3,384,614	15.3846153846% of PA and PD (in the aggregate) (PAC I Classes)
IP	1,538,461	15.3846153846% of PD (PAC I Class)
IT	37,500,000	100% of F (PT Class)
PI	1,846,153	15.3846153846% of PA (PAC I Class)
S	37,500,000	100% of F (PT Class)
SA	37,500,000	100% of F (PT Class)
SB	37,500,000	100% of F (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
SC	\$37,500,000	100% of F (PT Class)
SD	37,500,000	100% of F (PT Class)
SE	37,500,000	100% of F (PT Class)
SG	37,500,000	100% of F (PT Class)
SH	37,500,000	100% of F (PT Class)
SJ	37,500,000	100% of F (PT Class)
SK	37,500,000	100% of F (PT Class)
SL	37,500,000	100% of F (PT Class)
SM	37,500,000	100% of F (PT Class)
SN	37,500,000	100% of F (PT Class)

Tax Status: Double REMIC Series. Separate REMIC elections will be made as to each Underlying Callable Security and the Trust Assets other than the Underlying Callable Securities. *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 each 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 classes, the support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC classes for that distribution date, this excess will be distributed to the support classes.

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

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

In addition, the principal entitlement of and the reductions in notional balance of the underlying certificates included in trust asset group 4 on any payment date are calculated in part, directly or indirectly, on the basis of a schedule; no assurance can be given that the underlying certificates will adhere to their schedule. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificates have adhered to any applicable principal balance schedule, or, in the case of the underlying certificate with a class notional balance, the schedule of the related class with which the notional underlying certificate reduces, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the underlying certificate disclosure document.

Early redemption of the underlying callable securities will significantly affect yields on

the related group 1 and 2 securities. The underlying callable securities are subject to redemption on any distribution date beginning in February 2009. No assurance can be made as to whether any redemption will occur on the underlying callable securities or the timing of any redemption. Any redemption would result in the retirement of the group 1 or group 2 securities, as applicable, as described in this supplement. You will not be reimbursed for any reduction in yield resulting from an early redemption of the underlying callable securities or otherwise.

Any redemption of the underlying callable securities will decrease the weighted average lives of the group 1 or 2 securities, as applicable, perhaps significantly. The earlier that a redemption occurs, the greater the effect on the related securities' weighted average lives.

The risk of redemption may reduce the possibility that the group 1 and 2 securities will sell at a premium (regardless of prevailing interest rates).

The securities may not be a suitable investment for you. The securities, especially the group 1, 2, 3 and 4 securities, and, in particular, the support, interest only, principal only, inverse floating rate and residual classes, are not suitable investments for all investors.

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

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

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially sensitive to prepayment, redemption 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, market and any redemption 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, Underlying Certificates or Underlying Callable Securities, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Group 5)

The Group 5 Trust Assets are either:

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

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

The Underlying Certificates (Group 3 and Group 4)

The Group 3 and Group 4 Trust Assets consist of Underlying Certificates that represent beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of the 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*.

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

The Underlying Callable Securities (Group 1 and Group 2)

The Group 1 and Group 2 Trust Assets consist of the Class A1 Securities and Class A2 Securities, respectively, of Ginnie Mae Callable Trust 2008-C3 described in the Series 2008-C3 Offering Circular attached to this Supplement as Exhibit C. Principal and interest payments on the Underlying Callable Securities will be passed through monthly to the related Group 1 and 2 Securities. The Underlying Callable Securities are subject to redemption in full on any distribution date beginning in February 2009, as described in the Series 2008-C3 Offering Circular. Any redemption of the Underlying Callable Securities would result in the concurrent payment in full of the related Group 1 and 2 Securities. Upon a redemption of the Underlying Callable Securities, each Holder of a related Group 1 and 2 Security will receive an amount equal to the sum of (1) the outstanding principal amount, if any, of the Security, (2) accrued interest for the preceding Accrual Period at the Interest Rate borne by the Security and (3) additional interest at the related Interest Rate for the period from the first day of the month of redemption to the Distribution Date on which the redemption occurs (calculated on the basis of the principal amount of the Security that would have remained outstanding immediately after the redemption date had no redemption occurred). See *“Description of the Securities — Redemption and Exchange” in the Series 2008-C3 Offering Circular* and *“Yield, Maturity and Prepayment Considerations — Yield Considerations — Prepayments and Redemption: Effect on Yields” in this Supplement*.

The Mortgage Loans

The Mortgage Loans underlying the Group 5 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 5 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this supplement. The Mortgage Loans underlying the Underlying Callable Securities are expected to have, on a weighted average basis, the characteristics set forth in the Series 2008-C3 Offering Circular attached to this Supplement as Exhibit C. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular*.

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

average lives and yields of the Securities. See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

Each 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 Date” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for

their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. *See “Description of the Securities — Distributions” and “— Method of Distributions” in the Base Offering Circular.*

Upon any redemption of the Underlying Callable Securities, Holders of the related Group 1 and 2 Securities will be entitled to the amounts described under “The Trust Assets — The Underlying Callable Securities (Group 1 and 2)” in this Supplement.

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 plus, in the case of the Group 1 and 2 Securities, upon any redemption of the related Underlying Callable Securities, additional interest as described under “Trust Assets — The Underlying Callable Securities (Group 1 and 2)” in this Supplement.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. *See “— Class Factors” below.*

Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used 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.

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

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

Principal Distributions

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, 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. As to any Distribution Date, in the event that Certificate Factors for the Underlying Callable Securities are not available to the Trustee on the date specified in the Trust Agreement, no amounts with respect to principal on the Underlying Callable Securities will be distributable on the Group 1 and 2 Securities on the Distribution Date.

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 and on Schedule I to this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Issuing REMIC and the beneficial ownership of the Residual Interest in each 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 Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for 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 to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

Termination

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

Upon any termination of the Trust, the Holder of any outstanding Security (other than a Residual or Notional Class Security) will be entitled to receive that Holder’s allocable share of the Class Principal Balance of that Class plus any accrued and unpaid interest thereon at the applicable Interest Rate, and any Holder of any outstanding Notional Class Security will be entitled to receive that Holder’s allocable share of any accrued and unpaid interest thereon at the applicable Interest Rate. The Residual Holders will be entitled to their pro rata share of any assets remaining in the 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 or notional 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 Administration Ginnie Mae 2008-067. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 3 and 4 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on or reductions in the notional balances of the underlying certificates will directly affect the rate of principal payments and reductions in notional balances on the group 3 and 4 securities” in this Supplement.

Investors in the Group 1 and 2 Securities are urged to review the discussion under “Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the related group 1 and 2 securities” in this Supplement.

Securities that Receive Principal on the Basis of Schedules

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

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

<u>Class</u>	<u>Initial Effective Ranges</u>
PAC I Classes	
PA, PD and PL (in the aggregate)	100% PSA through 350% PSA
PAC II Class	
WD	140% PSA through 350% PSA

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

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

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

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

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 5 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 5 Trust Assets” in the Terms Sheet and the Mortgage Loans underlying the Group 1 and Group 2 Trust Assets have the assumed characteristics shown in the Terms Sheet of the Series 2008-C3 Offering Circular attached to this Supplement, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in September 2008.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is August 28, 2008.

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

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

8. Distributions on the Underlying Callable Securities are made as described in the Series 2008-C3 Offering Circular.

9. Except as otherwise indicated, there is no redemption of the Underlying Callable Securities.

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 20th of the month and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

Decrement Tables

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

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

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

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

- (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 I, IA, IG, LH, LI, IJ, LK, LM, LN and LP					Class LB					Class LC					Class LD				
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	99	96	93	90	86	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	97	89	79	69	58	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	96	79	61	45	28	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2012	94	70	46	26	6	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	92	62	33	10	0	100	100	100	100	100	34	100	100	100	100	100	100	100	100	100
August 2014	90	54	21	0	0	100	100	100	89	0	100	100	100	100	63	100	100	100	100	100
August 2015	88	46	12	0	0	100	100	100	24	0	100	100	100	100	14	100	100	100	100	100
August 2016	86	39	3	0	0	100	100	100	0	0	100	100	100	75	0	100	100	100	100	79
August 2017	84	33	0	0	0	100	100	74	0	0	100	100	100	37	0	100	100	100	100	54
August 2018	81	27	0	0	0	100	100	32	0	0	100	100	100	7	0	100	100	100	100	37
August 2019	78	21	0	0	0	100	100	0	0	0	100	100	95	0	0	100	100	100	83	25
August 2020	75	15	0	0	0	100	100	0	0	0	100	100	66	0	0	100	100	100	64	17
August 2021	72	10	0	0	0	100	100	0	0	0	100	100	40	0	0	100	100	100	49	12
August 2022	69	5	0	0	0	100	100	0	0	0	100	100	18	0	0	100	100	100	37	8
August 2023	65	1	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	100	28	5
August 2024	61	0	0	0	0	100	74	0	0	0	100	100	0	0	0	100	100	83	21	4
August 2025	56	0	0	0	0	100	46	0	0	0	100	100	0	0	0	100	100	68	16	2
August 2026	52	0	0	0	0	100	19	0	0	0	100	100	0	0	0	100	100	56	12	2
August 2027	47	0	0	0	0	100	0	0	0	0	100	94	0	0	0	100	100	46	9	1
August 2028	41	0	0	0	0	100	0	0	0	0	100	71	0	0	0	100	100	37	7	1
August 2029	35	0	0	0	0	100	0	0	0	0	100	50	0	0	0	100	100	29	5	0
August 2030	29	0	0	0	0	100	0	0	0	0	100	30	0	0	0	100	100	23	4	0
August 2031	22	0	0	0	0	100	0	0	0	0	100	11	0	0	0	100	100	18	2	0
August 2032	15	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	93	14	2	0
August 2033	7	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	74	10	1	0
August 2034	0	0	0	0	0	89	0	0	0	0	100	0	0	0	0	100	57	7	1	0
August 2035	0	0	0	0	0	25	0	0	0	0	100	0	0	0	0	100	41	5	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	57	0	0	0	0	100	26	3	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	84	11	1	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.8	7.0	4.0	2.9	2.3	26.6	16.9	9.6	6.6	4.9	28.1	21.1	12.7	8.7	6.3	29.4	26.5	19.5	13.9	10.0

PSA Prepayment Assumption Rates					
Distribution Date	Class LO				
	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100
August 2009	100	100	100	100	100
August 2010	100	100	100	100	100
August 2011	100	100	100	100	100
August 2012	100	100	100	100	100
August 2013	100	100	100	100	100
August 2014	100	100	100	100	81
August 2015	100	100	100	100	55
August 2016	100	100	100	87	38
August 2017	100	100	100	67	26
August 2018	100	100	100	52	18
August 2019	100	100	98	40	12
August 2020	100	100	82	31	8
August 2021	100	100	69	23	6
August 2022	100	100	57	18	4
August 2023	100	100	48	14	3
August 2024	100	100	40	10	2
August 2025	100	100	33	8	1
August 2026	100	100	27	6	1
August 2027	100	97	22	4	1
August 2028	100	85	18	3	0
August 2029	100	74	14	2	0
August 2030	100	63	11	2	0
August 2031	100	54	9	1	0
August 2032	100	44	7	1	0
August 2033	100	36	5	1	0
August 2034	100	27	3	0	0
August 2035	100	20	2	0	0
August 2036	78	12	1	0	0
August 2037	40	5	1	0	0
August 2038	0	0	0	0	0
Weighted Average Life (years)	28.7	23.7	16.0	11.2	8.1

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class MC					Classes MD and OM					Class MO					Class PO				
	0%	100%	187%	300%	400%	0%	100%	187%	300%	400%	0%	100%	187%	300%	400%	0%	100%	187%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	99	97	95	93	91	100	100	100	100	100	99	97	96	94	92	99	97	96	94	93
August 2010	98	90	85	78	72	100	100	100	100	100	98	92	87	81	76	98	93	89	83	79
August 2011	96	83	72	60	50	100	100	100	100	100	97	85	76	66	57	97	87	79	70	62
August 2012	95	75	61	45	33	100	100	100	100	100	95	79	67	53	43	96	81	71	59	50
August 2013	93	68	51	33	20	100	100	100	100	100	94	73	58	43	32	95	76	63	50	40
August 2014	91	61	42	23	10	100	100	100	100	100	93	67	51	34	24	94	71	57	42	33
August 2015	90	55	34	15	3	100	100	100	100	100	91	62	44	28	18	92	67	51	36	28
August 2016	88	49	27	8	0	100	100	100	100	88	89	57	38	22	13	91	62	46	32	22
August 2017	86	44	22	3	0	100	100	100	100	65	88	52	33	18	10	89	58	41	28	17
August 2018	83	39	16	0	0	100	100	100	95	48	86	48	29	14	7	88	54	37	24	12
August 2019	81	34	12	0	0	100	100	100	76	36	84	44	25	11	5	86	51	34	19	9
August 2020	78	29	8	0	0	100	100	100	60	26	82	40	21	9	4	84	47	31	15	7
August 2021	76	25	4	0	0	100	100	100	48	19	79	36	18	7	3	82	44	28	12	5
August 2022	73	21	1	0	0	100	100	100	38	14	77	33	16	6	2	80	41	26	10	4
August 2023	69	17	0	0	0	100	100	90	30	10	74	30	13	4	2	77	38	23	8	3
August 2024	66	14	0	0	0	100	100	76	23	8	71	27	11	3	1	75	36	19	6	2
August 2025	62	11	0	0	0	100	100	64	18	5	68	24	10	3	1	72	33	16	5	1
August 2026	58	7	0	0	0	100	100	54	14	4	65	21	8	2	1	69	31	14	4	1
August 2027	54	4	0	0	0	100	100	45	11	3	61	19	7	2	0	66	29	11	3	1
August 2028	50	2	0	0	0	100	100	37	8	2	57	16	6	1	0	62	27	9	2	1
August 2029	45	0	0	0	0	100	95	31	6	1	53	14	5	1	0	59	24	8	2	0
August 2030	40	0	0	0	0	100	82	25	5	1	49	12	4	1	0	55	21	6	1	0
August 2031	34	0	0	0	0	100	69	20	3	1	44	10	3	1	0	51	17	5	1	0
August 2032	28	0	0	0	0	100	57	15	2	0	39	9	2	0	0	46	14	4	1	0
August 2033	22	0	0	0	0	100	45	12	2	0	34	7	2	0	0	42	11	3	0	0
August 2034	15	0	0	0	0	100	35	8	1	0	28	5	1	0	0	37	9	2	0	0
August 2035	8	0	0	0	0	100	25	6	1	0	22	4	1	0	0	31	6	1	0	0
August 2036	0	0	0	0	0	99	16	3	0	0	15	2	1	0	0	25	4	1	0	0
August 2037	0	0	0	0	0	51	7	1	0	0	8	1	0	0	0	13	2	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.3	8.8	5.8	4.1	3.3	29.0	24.8	19.4	13.9	10.9	19.9	11.2	7.8	5.6	4.4	21.0	12.8	9.2	6.6	5.2

**Security Group 3
PSA Prepayment Assumption Rates**
Classes AF, AS, BF, BI, BS, CF, CI, CS, DF, DI, DS, EF,
EI, ES, GF, GI, GS, HF, HI, HS, IL, JF, JI, JS, KF, KI, KS,
LF, LS, MF, MI, MS and PM

Distribution Date	0%	100%	230%	350%	500%
Initial Percent	100	100	100	100	100
August 2009	99	97	94	92	88
August 2010	98	91	83	76	68
August 2011	96	85	71	59	47
August 2012	95	78	60	46	32
August 2013	93	72	51	36	22
August 2014	92	67	43	28	15
August 2015	90	62	37	22	10
August 2016	88	57	31	17	7
August 2017	86	52	26	13	5
August 2018	84	48	22	10	3
August 2019	82	44	18	8	2
August 2020	80	40	15	6	2
August 2021	77	36	13	4	1
August 2022	74	33	11	3	1
August 2023	71	30	9	3	0
August 2024	68	27	7	2	0
August 2025	65	24	6	1	0
August 2026	62	21	5	1	0
August 2027	58	19	4	1	0
August 2028	54	17	3	1	0
August 2029	50	14	3	0	0
August 2030	45	12	2	0	0
August 2031	41	10	2	0	0
August 2032	35	8	1	0	0
August 2033	30	7	1	0	0
August 2034	24	5	1	0	0
August 2035	18	4	0	0	0
August 2036	11	2	0	0	0
August 2037	4	1	0	0	0
August 2038	0	0	0	0	0
Weighted Average Life (years)	19.2	11.2	6.7	4.8	3.6

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Class PH					Class PL					Classes WA, WF and WS					Class WB				
	0%	100%	300%	350%	600%	0%	100%	300%	350%	600%	0%	100%	300%	350%	600%	0%	100%	300%	350%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	100	100	100	100	100	100	100	100	100	90	87	71	100	100	100	100	100
August 2010	100	100	100	100	100	100	100	100	100	100	100	100	68	58	10	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	100	100	100	100	42	26	0	100	100	100	100	0
August 2012	100	100	100	100	97	100	100	100	100	100	100	100	24	4	0	100	100	100	100	0
August 2013	100	100	100	100	61	100	100	100	100	100	100	100	13	0	0	100	100	100	20	0
August 2014	100	100	100	100	38	100	100	100	100	100	100	100	6	0	0	100	100	100	0	0
August 2015	100	81	81	81	24	100	100	100	100	100	100	100	3	0	0	100	100	100	0	0
August 2016	100	64	64	64	15	100	100	100	100	100	100	100	2	0	0	100	100	100	0	0
August 2017	100	49	49	49	10	100	100	100	100	100	100	100	0	0	0	100	100	98	0	0
August 2018	100	38	38	38	6	100	100	100	100	100	100	100	0	0	0	100	100	80	0	0
August 2019	100	29	29	29	4	100	100	100	100	100	100	100	0	0	0	100	100	63	0	0
August 2020	100	23	23	23	2	100	100	100	100	77	100	100	0	0	0	100	100	47	0	0
August 2021	100	17	17	17	1	100	100	100	100	48	100	100	0	0	0	100	100	32	0	0
August 2022	100	13	13	13	1	100	100	100	100	29	100	97	0	0	0	100	100	18	0	0
August 2023	100	10	10	10	1	100	100	100	100	18	100	88	0	0	0	100	100	6	0	0
August 2024	100	8	8	8	0	100	100	100	100	11	100	79	0	0	0	100	100	0	0	0
August 2025	100	6	6	6	0	100	100	100	100	7	100	70	0	0	0	100	100	0	0	0
August 2026	99	4	4	4	0	100	100	100	100	4	100	62	0	0	0	100	100	0	0	0
August 2027	86	3	3	3	0	100	100	100	100	2	100	53	0	0	0	100	100	0	0	0
August 2028	73	2	2	2	0	100	78	78	78	1	100	45	0	0	0	100	100	0	0	0
August 2029	58	2	2	2	0	100	57	57	57	1	100	37	0	0	0	100	100	0	0	0
August 2030	41	1	1	1	0	100	41	41	41	1	100	30	0	0	0	100	100	0	0	0
August 2031	24	1	1	1	0	100	29	29	29	0	100	23	0	0	0	100	100	0	0	0
August 2032	5	1	1	1	0	100	20	20	20	0	100	16	0	0	0	100	100	0	0	0
August 2033	0	0	0	0	0	14	14	14	14	0	100	9	0	0	0	100	100	0	0	0
August 2034	0	0	0	0	0	9	9	9	9	0	95	3	0	0	0	100	100	0	0	0
August 2035	0	0	0	0	0	5	5	5	5	0	70	0	0	0	0	100	75	0	0	0
August 2036	0	0	0	0	0	3	3	3	3	0	43	0	0	0	0	100	25	0	0	0
August 2037	0	0	0	0	0	1	1	1	1	0	14	0	0	0	0	100	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	21.4	10.0	10.0	10.0	6.1	24.6	22.1	22.1	22.1	13.5	27.7	19.6	3.0	2.3	1.3	29.7	27.5	12.0	4.7	2.3

PSA Prepayment Assumption Rates

Distribution Date	Class WC					Class WD				
	0%	100%	300%	350%	600%	0%	100%	300%	350%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	100	100	100	100	93	93	93
August 2010	100	100	100	100	100	100	100	76	76	76
August 2011	100	100	100	100	0	100	100	55	55	0
August 2012	100	100	100	100	0	100	100	37	37	0
August 2013	100	100	100	100	0	100	100	23	23	0
August 2014	100	100	100	31	0	100	100	11	11	0
August 2015	100	100	100	0	0	100	100	3	3	0
August 2016	100	100	100	0	0	100	100	0	0	0
August 2017	100	100	100	0	0	100	92	0	0	0
August 2018	100	100	100	0	0	100	79	0	0	0
August 2019	100	100	100	0	0	100	60	0	0	0
August 2020	100	100	100	0	0	100	39	0	0	0
August 2021	100	100	100	0	0	100	15	0	0	0
August 2022	100	100	100	0	0	100	0	0	0	0
August 2023	100	100	100	0	0	100	0	0	0	0
August 2024	100	100	92	0	0	100	0	0	0	0
August 2025	100	100	75	0	0	100	0	0	0	0
August 2026	100	100	61	0	0	100	0	0	0	0
August 2027	100	100	49	0	0	100	0	0	0	0
August 2028	100	100	39	0	0	100	0	0	0	0
August 2029	100	100	31	0	0	100	0	0	0	0
August 2030	100	100	24	0	0	100	0	0	0	0
August 2031	100	100	18	0	0	100	0	0	0	0
August 2032	100	100	14	0	0	100	0	0	0	0
August 2033	100	100	10	0	0	52	0	0	0	0
August 2034	100	100	7	0	0	0	0	0	0	0
August 2035	100	100	4	0	0	0	0	0	0	0
August 2036	100	100	2	0	0	0	0	0	0	0
August 2037	100	60	1	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	29.9	29.1	19.8	5.8	2.4	25.0	11.4	3.5	3.5	2.3

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 3 and 4 Securities, the investor's own projection of principal payment rates and rates of reduction in notional balance on the Underlying Certificates under a variety of scenarios, in the case of the Group 1 and 2 Securities, the investor's own projection of the likelihood and timing of any redemption on the Underlying Callable Securities under a variety of scenarios and, in the case of a Floating Rate Class 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 and rates of reduction in notional balance, the occurrence of a redemption of the Underlying Callable Securities, LIBOR levels or the yield of any Class.**

Prepayments and Redemption: Effect on Yields

The yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans and, in the case of the Group 1 and 2 Securities, to any redemption of the related Underlying Callable Securities.

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments (or, in the case of the Group 1 and 2 Securities, a redemption of the related Underlying Callable Securities) 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 or a redemption could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially the Principal Only Classes), slower than anticipated rates of principal payments (and, in the case of the Group 1 and 2 Securities, the absence of a redemption of the Underlying Callable Securities) 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 or a redemption of the Underlying Callable Securities 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 and the absence of a redemption of the Underlying Callable Securities 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 or a redemption of the Underlying Callable Securities, 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 may not benefit from a higher yield at high levels of LIBOR, and certain Inverse Floating Rate Classes may not benefit from low levels of LIBOR, because the rates on such Classes are capped at the maximum rates 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 50 days earlier, except that, in the case of Group 1 and 2 Securities, in the event of a redemption of the Underlying Callable Securities, interest payable on the related Group 1 and 2 Securities will include accrued interest to the date of redemption as described in this Supplement.

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 Group 1 and 2 Securities, under various redemption scenarios for the Underlying Callable Securities 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. In addition, no assurance can be made as to the likelihood or timing of a redemption of the Underlying Callable Securities. **Therefore, the actual pre-tax yield of any Class may differ from those shown in the applicable table below for that Class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

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

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

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

SECURITY GROUP 1

**Sensitivity of Class LI to Prepayments
Assumed Price 22.0%***

Redemption in February 2009 PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	
**	**	**	**	

Redemption in August 2013 PSA Prepayment Assumption Rates				
<u>100%</u>	<u>181%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
5.2%	0.0%	(3.0)%	(12.9)%	(28.3)%

No Redemption PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>248%</u>	<u>350%</u>	<u>500%</u>
16.9%	2.8%	0.1%	(11.9)%	(28.3)%

**Sensitivity of Class LO to Prepayments
Assumed Price 70.0%**

Redemption in February 2009 PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	
90.5%	90.5%	90.5%	90.5%	

Redemption in August 2013 PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	
7.3%	7.3%	7.3%	7.3%	

No Redemption PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	
1.5%	2.3%	3.3%	4.5%	

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

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

SECURITY GROUP 2

Sensitivity of Class MO to Prepayments Assumed Price 72.0%

Redemption in February 2009 PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
82.5%	82.7%	83.0%	83.2%

Redemption in August 2013 PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
7.7%	8.5%	9.5%	10.4%

No Redemption PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
3.2%	4.7%	6.7%	8.4%

Sensitivity of Class OM to Prepayments Assumed Price 82.0%

Redemption in February 2009 PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
46.2%	46.2%	46.2%	46.2%

Redemption in August 2013 PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
4.0%	4.0%	4.0%	4.0%

No Redemption PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
0.8%	1.0%	1.4%	1.8%

Sensitivity of Class PO to Prepayments
Assumed Price 73.209%

Redemption in February 2009			
PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
77.6%	77.7%	77.9%	78.1%

Redemption in August 2013			
PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
7.2%	7.8%	8.6%	9.3%

No Redemption			
PSA Prepayment Assumption Rates			
<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
2.6%	3.7%	5.3%	6.7%

SECURITY GROUP 3

Sensitivity of Class AS to Prepayments
Assumed Price 9.13%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	51.4%	44.7%	38.5%	30.5%
2.464%	38.4%	31.6%	25.1%	16.8%
4.464%	13.1%	5.8%	(1.1)%	(10.2)%
6.250% and above	**	**	**	**

Sensitivity of Class BI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
6.200% and below	27.2%	20.2%	13.5%	4.9%
6.225%	8.9%	1.5%	(5.6)%	(14.7)%
6.250% 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.

Sensitivity of Class BS to Prepayments
Assumed Price 8.9%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	52.4%	45.7%	39.5%	31.5%
2.464%	39.0%	32.2%	25.7%	17.5%
4.464%	13.1%	5.8%	(1.2)%	(10.2)%
6.200% and above	**	**	**	**

Sensitivity of Class CI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
6.150% and below	27.2%	20.2%	13.5%	4.9%
6.175%	8.9%	1.5%	(5.6)%	(14.7)%
6.200% and above	**	**	**	**

Sensitivity of Class CS to Prepayments
Assumed Price 8.73%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	52.9%	46.3%	40.1%	32.1%
2.464%	39.3%	32.5%	26.1%	17.8%
4.464%	12.9%	5.5%	(1.4)%	(10.5)%
6.150% and above	**	**	**	**

Sensitivity of Class DI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
6.100% and below	27.2%	20.2%	13.5%	4.9%
6.125%	8.9%	1.5%	(5.6)%	(14.7)%
6.150% 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.

Sensitivity of Class DS to Prepayments
Assumed Price 8.64%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	52.9%	46.3%	40.0%	32.0%
2.464%	39.1%	32.3%	25.9%	17.6%
4.464%	12.4%	5.1%	(1.9)%	(10.9)%
6.100% and above	**	**	**	**

Sensitivity of Class EI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
6.050% and below	27.2%	20.2%	13.5%	4.9%
6.075%	8.9%	1.5%	(5.6)%	(14.7)%
6.100% and above	**	**	**	**

Sensitivity of Class ES to Prepayments
Assumed Price 8.4%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	54.1%	47.4%	41.2%	33.2%
2.464%	39.9%	33.1%	26.6%	18.4%
4.464%	12.4%	5.0%	(1.9)%	(11.0)%
6.050% and above	**	**	**	**

Sensitivity of Class GI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
6.000% and below	27.2%	20.2%	13.5%	4.9%
6.025%	8.9%	1.5%	(5.6)%	(14.7)%
6.050% 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.

Sensitivity of Class GS to Prepayments
Assumed Price 8.28%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	54.3%	47.7%	41.4%	33.5%
2.464%	39.9%	33.1%	26.7%	18.4%
4.464%	12.0%	4.6%	(2.3)%	(11.4)%
6.000% and above	**	**	**	**

Sensitivity of Class HI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
5.950% and below	27.2%	20.2%	13.5%	4.9%
5.975%	8.9%	1.5%	(5.6)%	(14.7)%
6.000% and above	**	**	**	**

Sensitivity of Class HS to Prepayments
Assumed Price 8.15%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	54.6%	48.0%	41.8%	33.8%
2.464%	40.0%	33.2%	26.7%	18.5%
4.464%	11.6%	4.3%	(2.7)%	(11.8)%
5.950% and above	**	**	**	**

Sensitivity of Class IL to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
5.800% and below	27.2%	20.2%	13.5%	4.9%
5.825%	8.9%	1.5%	(5.6)%	(14.7)%
5.850% 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.

Sensitivity of Class JI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
5.900% and below	27.2%	20.2%	13.5%	4.9%
5.925%	8.9%	1.5%	(5.6)%	(14.7)%
5.950% and above	**	**	**	**

Sensitivity of Class JS to Prepayments
Assumed Price 8.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	55.1%	48.5%	42.3%	34.3%
2.464%	40.2%	33.4%	27.0%	18.7%
4.464%	11.3%	3.9%	(3.1)%	(12.2)%
5.900% and above	**	**	**	**

Sensitivity of Class KI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
5.850% and below	27.2%	20.2%	13.5%	4.9%
5.875%	8.9%	1.5%	(5.6)%	(14.7)%
5.900% and above	**	**	**	**

Sensitivity of Class KS to Prepayments
Assumed Price 7.83%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	55.8%	49.2%	43.0%	35.1%
2.464%	40.5%	33.7%	27.3%	19.1%
4.464%	11.0%	3.6%	(3.4)%	(12.5)%
5.850% 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.

Sensitivity of Class LS to Prepayments
Assumed Price 7.66%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	56.5%	49.9%	43.7%	35.8%
2.464%	40.9%	34.1%	27.7%	19.5%
4.464%	10.7%	3.3%	(3.7)%	(12.8)%
5.800% and above	**	**	**	**

Sensitivity of Class MI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
5.750% and below	27.2%	20.2%	13.5%	4.9%
5.775%	8.9%	1.5%	(5.6)%	(14.7)%
5.800% and above	**	**	**	**

Sensitivity of Class MS to Prepayments
Assumed Price 7.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	57.2%	50.6%	44.4%	36.5%
2.464%	41.2%	34.4%	28.0%	19.8%
4.464%	10.4%	3.0%	(4.0)%	(13.1)%
5.750% and above	**	**	**	**

SECURITY GROUP 4

Sensitivity of Class IS to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.300% and below	23.2%	15.2%	9.9%	3.7%
7.325%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.350% 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.

Sensitivity of Class IW to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.250% and below	23.2%	15.2%	9.9%	3.7%
7.275%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.300% and above	**	**	**	**

Sensitivity of Class NI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.600% and below	23.2%	15.2%	9.9%	3.7%
7.625%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.650% and above	**	**	**	**

Sensitivity of Class NS to Prepayments
Assumed Price 11.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	51.5%	43.7%	39.3%	34.0%
2.464%	40.6%	32.8%	28.1%	22.6%
4.464%	19.5%	11.5%	6.0%	(0.3)%
7.650% and above	**	**	**	**

Sensitivity of Class PS to Prepayments
Assumed Price 11.625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	47.1%	39.3%	34.7%	29.4%
2.464%	36.8%	28.8%	24.1%	18.5%
4.464%	16.7%	8.6%	3.0%	(3.6)%
7.500% 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.

Sensitivity of Class SI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.450% and below	23.2%	15.2%	9.9%	3.7%
7.475%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.500% and above	**	**	**	**

Sensitivity of Class SP to Prepayments
Assumed Price 12.09375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	43.0%	35.2%	30.6%	25.1%
2.464%	33.2%	25.3%	20.4%	14.7%
4.464%	14.0%	6.0%	0.2%	(6.5)%
7.350% and above	**	**	**	**

Sensitivity of Class ST to Prepayments
Assumed Price 11.78125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	45.7%	37.9%	33.3%	27.9%
2.464%	35.5%	27.6%	22.8%	17.2%
4.464%	15.8%	7.7%	2.1%	(4.6)%
7.450% and above	**	**	**	**

Sensitivity of Class SW to Prepayments
Assumed Price 12.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	41.8%	33.9%	29.3%	23.8%
2.464%	32.1%	24.1%	19.2%	13.5%
4.464%	13.2%	5.2%	(0.6)%	(7.5)%
7.300% 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.

Sensitivity of Class SY to Prepayments
Assumed Price 11.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	47.9%	40.1%	35.6%	30.2%
2.464%	37.0%	29.1%	24.3%	18.7%
4.464%	15.8%	7.7%	2.1%	(4.6)%
7.250% and above	**	**	**	**

Sensitivity of Class TI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.550% and below	23.2%	15.2%	9.9%	3.7%
7.575%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.600% and above	**	**	**	**

Sensitivity of Class TS to Prepayments
Assumed Price 11.3125%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	50.0%	42.2%	37.7%	32.4%
2.464%	39.3%	31.4%	26.7%	21.2%
4.464%	18.6%	10.5%	5.0%	(1.4)%
7.600% and above	**	**	**	**

Sensitivity of Class UI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.500% and below	23.2%	15.2%	9.9%	3.7%
7.525%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.550% 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.

Sensitivity of Class US to Prepayments
Assumed Price 11.46875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	48.5%	40.7%	36.2%	30.9%
2.464%	38.0%	30.1%	25.4%	19.8%
4.464%	17.6%	9.6%	4.0%	(2.5)%
7.550% and above	**	**	**	**

Sensitivity of Class WI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.400% and below	23.2%	15.2%	9.9%	3.7%
7.425%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.450% and above	**	**	**	**

Sensitivity of Class YI to Prepayments
Assumed Price 0.15625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
7.350% and below	23.2%	15.2%	9.9%	3.7%
7.375%	5.0%	(3.0)%	(9.3)%	(17.0)%
7.400% and above	**	**	**	**

Sensitivity of Class YS to Prepayments
Assumed Price 11.9375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.464%	44.3%	36.5%	31.9%	26.5%
2.464%	34.4%	26.4%	21.6%	15.9%
4.464%	14.9%	6.9%	1.1%	(5.6)%
7.400% 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.

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**Sensitivity of Class IA to Prepayments
Assumed Price 0.15625%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.100% and below	27.6%	17.2%	14.6%	1.0%
6.125%	9.2%	(2.0)%	(4.9)%	(19.8)%
6.150% and above	**	**	**	**

**Sensitivity of Class IB to Prepayments
Assumed Price 0.047%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.090% and below	15.1%	4.2%	1.4%	(13.1)%
6.095%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.100% and above	**	**	**	**

**Sensitivity of Class IC to Prepayments
Assumed Price 0.047%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.080% and below	15.1%	4.2%	1.4%	(13.1)%
6.085%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.090% and above	**	**	**	**

**Sensitivity of Class ID to Prepayments
Assumed Price 0.047%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.070% and below	15.1%	4.2%	1.4%	(13.1)%
6.075%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.080% 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.

Sensitivity of Class IE to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.060% and below	15.1%	4.2%	1.4%	(13.1)%
6.065%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.070% and above	**	**	**	**

Sensitivity of Class IG to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.050% and below	15.1%	4.2%	1.4%	(13.1)%
6.055%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.060% and above	**	**	**	**

Sensitivity of Class IH to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.040% and below	15.1%	4.2%	1.4%	(13.1)%
6.045%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.050% and above	**	**	**	**

Sensitivity of Class IJ to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.030% and below	15.1%	4.2%	1.4%	(13.1)%
6.035%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.040% 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.

Sensitivity of Class IK to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.020% and below	15.1%	4.2%	1.4%	(13.1)%
6.025%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.030% and above	**	**	**	**

Sensitivity of Class IM to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.000% and below	15.1%	4.2%	1.4%	(13.1)%
6.005%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.010% and above	**	**	**	**

Sensitivity of Class IN to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
5.950% and below	127.0%	118.7%	116.6%	105.9%
5.975%	55.4%	46.0%	43.6%	31.5%
6.000% and above	**	**	**	**

Sensitivity of Class IO to Prepayments
Assumed Price 23.64000%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>	<u>686%</u>
	14.6%	14.6%	14.6%	4.4%	0.0%

Sensitivity of Class IP to Prepayments
Assumed Price 34.00000%*

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>	<u>670%</u>
	13.6%	13.6%	13.6%	3.4%	0.0%

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

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

Sensitivity of Class IT to Prepayments
Assumed Price 0.047%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
6.010% and below	15.1%	4.2%	1.4%	(13.1)%
6.015%	2.5%	(8.9)%	(11.8)%	(27.3)%
6.020% and above	**	**	**	**

Sensitivity of Class PI to Prepayments
Assumed Price 15.0000%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>	<u>740%</u>
18.2%	18.2%	18.2%	8.2%	0.0%

Sensitivity of Class S to Prepayments
Assumed Price 7.8%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	61.4%	52.2%	49.8%	37.8%
2.464%	45.9%	36.2%	33.7%	21.1%
4.464%	15.9%	5.0%	2.2%	(12.2)%
6.150% and above	**	**	**	**

Sensitivity of Class SA to Prepayments
Assumed Price 7.62%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	62.4%	53.1%	50.8%	38.9%
2.464%	46.4%	36.8%	34.3%	21.8%
4.464%	15.7%	4.9%	2.1%	(12.3)%
6.100% and above	**	**	**	**

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

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

Sensitivity of Class SB to Prepayments
Assumed Price 7.58%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	62.6%	53.4%	51.0%	39.1%
2.464%	46.6%	36.9%	34.5%	21.9%
4.464%	15.7%	4.8%	2.1%	(12.4)%
6.090% and above	**	**	**	**

Sensitivity of Class SC to Prepayments
Assumed Price 7.53%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	63.0%	53.7%	51.4%	39.5%
2.464%	46.8%	37.1%	34.7%	22.2%
4.464%	15.7%	4.9%	2.1%	(12.4)%
6.080% and above	**	**	**	**

Sensitivity of Class SD to Prepayments
Assumed Price 7.49%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	63.2%	54.0%	51.6%	39.7%
2.464%	47.0%	37.3%	34.8%	22.3%
4.464%	15.7%	4.8%	2.0%	(12.4)%
6.070% and above	**	**	**	**

Sensitivity of Class SE to Prepayments
Assumed Price 7.44%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	63.6%	54.4%	52.0%	40.1%
2.464%	47.2%	37.5%	35.1%	22.6%
4.464%	15.7%	4.9%	2.1%	(12.4)%
6.060% 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.

Sensitivity of Class SG to Prepayments
Assumed Price 7.39%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	63.9%	54.7%	52.4%	40.5%
2.464%	47.4%	37.8%	35.3%	22.8%
4.464%	15.7%	4.9%	2.1%	(12.3)%
6.050% and above	**	**	**	**

Sensitivity of Class SH to Prepayments
Assumed Price 7.34%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	64.3%	55.1%	52.8%	40.9%
2.464%	47.7%	38.0%	35.6%	23.1%
4.464%	15.8%	4.9%	2.1%	(12.3)%
6.040% and above	**	**	**	**

Sensitivity of Class SJ to Prepayments
Assumed Price 7.3%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	64.6%	55.4%	53.0%	41.2%
2.464%	47.8%	38.2%	35.8%	23.3%
4.464%	15.7%	4.9%	2.1%	(12.3)%
6.030% and above	**	**	**	**

Sensitivity of Class SK to Prepayments
Assumed Price 7.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	64.9%	55.7%	53.4%	41.5%
2.464%	48.1%	38.5%	36.0%	23.5%
4.464%	15.8%	4.9%	2.1%	(12.3)%
6.020% 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.

Sensitivity of Class SL to Prepayments
Assumed Price 7.2%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	65.3%	56.1%	53.8%	41.9%
2.464%	48.3%	38.7%	36.3%	23.8%
4.464%	15.8%	4.9%	2.1%	(12.3)%
6.010% and above	**	**	**	**

Sensitivity of Class SM to Prepayments
Assumed Price 7.16%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	65.6%	56.4%	54.1%	42.2%
2.464%	48.5%	38.9%	36.4%	24.0%
4.464%	15.7%	4.9%	2.1%	(12.3)%
6.000% and above	**	**	**	**

Sensitivity of Class SN to Prepayments
Assumed Price 7.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	66.5%	57.4%	55.0%	43.2%
2.464%	49.0%	39.4%	37.0%	24.5%
4.464%	15.5%	4.6%	1.8%	(12.6)%
5.950% and above	**	**	**	**

Sensitivity of Class WS to Prepayments
Assumed Price 98.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>350%</u>	<u>600%</u>
1.464%	25.8%	26.1%	26.2%	26.6%
2.464%	19.2%	19.7%	19.8%	20.3%
4.464%	6.5%	7.2%	7.4%	8.1%
5.500% and above	0.1%	0.9%	1.2%	2.0%

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The following tax discussion, when read in conjunction with the discussion of “Certain Federal Income Tax Consequences” in the Base Offering Circular, describes the material federal income tax considerations for investors in the Securities. However, these two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules. In particular, the discussions do not consider the federal tax consequences to a beneficial owner of a Group 1 or 2 Security if the owner also has an interest in the Call Class described in the Series 2008-C3 Offering Circular.

U.S. Treasury Circular 230 Notice

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

REMIC Elections

In the opinion of Cadwalader, Wickersham & Taft LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for each Underlying Callable Security, the Trust Assets other than the Underlying Callable Securities 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 LO, MO and OM Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class BI, CI, DI, EI, GI, HI, IA, IB, IC, ID, IE, IG, IH, IJ, IK, IL, IM, IN, IP, IS, IT, IW, JI, KI, LI, MI, MS, NI, PI, SI, SN, SY, TI, UI, WI and YI 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 OID rules based on the expected payments on these Securities at the prepayment assumptions described below.

In addition to the Regular Securities described in the preceding two 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 WS 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 225% PSA in

the case of the Group 1 Securities, 187% PSA in the case of the Group 2 Securities, 230% in the case of the Group 3 and Group 4 Securities and 300% PSA in the case of the Group 5 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate value to be used for these determinations is the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*. Code Section 1272(a)(6), however, authorizes regulations regarding the “Pricing Prepayment Assumption” to be used in making these determinations. If these regulations are issued, they may require that a beneficial owner of a Group 1 or Group 2 Security take into account, in making these determinations, the possibility of the retirement of the Group 1 or Group 2 Securities concurrently with the redemption of the related Underlying Callable Securities.

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

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

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

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.

The discussion under “ERISA Considerations” in the Series 2008-C3 Offering Circular regarding the holding by an ERISA plan of the Underlying Callable Securities or the related Call Class, and the holding by a party in interest of the other security, would apply equally with respect to the holding of a Group 1 or Group 2 Security of this Series and the related Call Class.

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public

from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from August 1, 2008 on the Fixed Rate Classes and August 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 Scheduled Principal Balances and Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cadwalader, Wickersham & Taft LLP, Washington, DC, and Marcell Solomon & Associates, P.C., Greenbelt, Maryland, and for the Trustee by Seward & Kissel LLP, New York, New York.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group I								
Combination 1								
L	\$35,000,000	LA	\$35,000,000	CC/SEQ	6.000%	FIX	38375XZB3	June 2034
LI	5,833,333							
Combination 2								
L	\$35,000,000	LG	\$35,000,000	CC/SEQ	5.125%	FIX	38375XZC1	June 2034
LI	729,167							
Combination 3								
L	\$35,000,000	LH	\$35,000,000	CC/SEQ	5.250%	FIX	38375XZD9	June 2034
LI	1,458,334							
Combination 4								
L	\$35,000,000	LJ	\$35,000,000	CC/SEQ	5.375%	FIX	38375XZE7	June 2034
LI	2,187,500							
Combination 5								
L	\$35,000,000	LK	\$35,000,000	CC/SEQ	5.500%	FIX	38375XZF4	June 2034
LI	2,916,667							
Combination 6								
L	\$35,000,000	LM	\$35,000,000	CC/SEQ	5.625%	FIX	38375XZG2	June 2034
LI	3,645,834							
Combination 7								
L	\$35,000,000	LN	\$35,000,000	CC/SEQ	5.750%	FIX	38375XZH0	June 2034
LI	4,375,000							
Combination 8								
L	\$35,000,000	LP	\$35,000,000	CC/SEQ	5.875%	FIX	38375XZJ6	June 2034
LI	5,104,167							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 9								
MO	\$ 1,604,319	PO	\$ 1,824,944	CC/SEQ	0.0000%	PO	38375XZK3	August 2038
OM	220,625							
Security Group 3								
Combination 10								
BI	\$19,909,833	AS	\$19,909,833	NTL(SC/PT)	(5)	INV/IO	38375XZL1	June 2038
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							
Combination 11								
AF	\$19,909,833	BF	\$19,909,833	SC/PT	(5)	FLT	38375XZM9	June 2038
BI	19,909,833							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 12								
CI	\$19,909,833	BS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XZN7	June 2038
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							
Combination 13								
AF	\$19,909,833	CF	\$19,909,833	SC/PT	(5)	FLT	38375XZP2	June 2038
BI	19,909,833							
CI	19,909,833							
Combination 14								
DI	\$19,909,833	CS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XZQ0	June 2038
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 15								
AF	\$19,909,833	DF	\$19,909,833	SC/PT	(5)	FLT	38375XZR8	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
Combination 16								
EI	\$19,909,833	DS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XZS6	June 2038
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							
Combination 17								
AF	\$19,909,833	EF	\$19,909,833	SC/PT	(5)	FLT	38375XZT4	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
Combination 18								
GI	\$19,909,833	ES	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XZU1	June 2038
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 19								
AF	\$19,909,833	GF	\$19,909,833	SC/PT	(5)	FLT	38375XZV9	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
Combination 20								
HI	\$19,909,833	GS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XZV7	June 2038
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							
Combination 21								
AF	\$19,909,833	HF	\$19,909,833	SC/PT	(5)	FLT	38375XZX5	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
Combination 22								
IL	\$19,909,833	HS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XZY3	June 2038
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23								
AF	\$19,909,833	JF	\$19,909,833	SC/PT	(5)	FLT	38375XZZ0	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
JI	19,909,833							
Combination 24								
IL	\$19,909,833	JS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XA20	June 2038
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							
Combination 25								
AF	\$19,909,833	KF	\$19,909,833	SC/PT	(5)	FLT	38375XA38	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
JI	19,909,833							
KI	19,909,833							
Combination 26								
IL	\$19,909,833	KS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XA46	June 2038
MI	19,909,833							
MS	19,909,833							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 27								
AF	\$19,909,833	LF	\$19,909,833	SC/PT	(5)	FLT	38375XA53	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
Combination 28								
MI	\$19,909,833	LS	\$19,909,833	NTL (SC/PT)	(5)	INV/IO	38375XA61	June 2038
MS	19,909,833							
Combination 29								
AF	\$19,909,833	MF	\$19,909,833	SC/PT	(5)	FLT	38375XA79	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 30								
AF	\$19,909,833	PM	\$19,909,833	SC/PT	7.000%	FIX	38375XA87	June 2038
BI	19,909,833							
CI	19,909,833							
DI	19,909,833							
EI	19,909,833							
GI	19,909,833							
HI	19,909,833							
IL	19,909,833							
JI	19,909,833							
KI	19,909,833							
MI	19,909,833							
MS	19,909,833							
Security Group 4								
Combination 31								
NF	\$40,787,477	FP	\$40,787,477	SC/PT	(5)	FLT	38375XA95	June 2038
NI	40,787,477							
SI	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 32								
NF	\$40,787,477	FT	\$40,787,477	SC/PT	(5)	FLT	38375XB29	June 2038
NI	40,787,477							
SI	40,787,477							
TI	40,787,477							
UI	40,787,477							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 33								
NF	\$40,787,477	FW	\$40,787,477	SC/PT	(5)	FLT	38375XB37	June 2038
IS	40,787,477							
NI	40,787,477							
SI	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 34								
NF	\$40,787,477	FY	\$40,787,477	SC/PT	(5)	FLT	38375XB45	June 2038
IS	40,787,477							
IW	40,787,477							
NI	40,787,477							
SI	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 35								
IW	\$40,787,477	SW	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XB52	June 2038
SY	40,787,477							
Combination 36								
NF	\$40,787,477	PF	\$40,787,477	SC/PT	(5)	FLT	38375XB60	June 2038
NI	40,787,477							
TI	40,787,477							
UI	40,787,477							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 37								
IS	\$40,787,477	ST	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XB78	June 2038
IW	40,787,477							
SY	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 38								
IS	\$40,787,477	TS	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XB86	June 2038
IW	40,787,477							
SI	40,787,477							
SY	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 39								
IS	\$40,787,477	PS	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XB94	June 2038
IW	40,787,477							
SI	40,787,477							
SY	40,787,477							
WI	40,787,477							
YI	40,787,477							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 40								
IS	\$40,787,477	NS	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XC28	June 2038
IW	40,787,477							
NI	40,787,477							
SI	40,787,477							
SY	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 41								
NF	\$40,787,477	TF	\$40,787,477	SC/PT	(5)	FLT	38375XC36	June 2038
NI	40,787,477							
Combination 42								
NF	\$40,787,477	TM	\$40,787,477	SC/PT	8.000%	FIX	38375XC44	June 2038
IS	40,787,477							
IW	40,787,477							
NI	40,787,477							
SI	40,787,477							
SY	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Combination 43								
IS	\$40,787,477	SP	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XC51	June 2038
IW	40,787,477							
SY	40,787,477							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 44								
NF	\$40,787,477	UF	\$40,787,477	SC/PT	(5)	FLT	38375XC69	June 2038
NI	40,787,477							
TI	40,787,477							
Combination 45								
IS	\$40,787,477	YS	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XC77	June 2038
IW	40,787,477							
SY	40,787,477							
YI	40,787,477							
Combination 46								
NF	\$40,787,477	YF	\$40,787,477	SC/PT	(5)	FLT	38375XC85	June 2038
NI	40,787,477							
SI	40,787,477							
TI	40,787,477							
UI	40,787,477							
WI	40,787,477							
Combination 47								
IS	\$40,787,477	US	\$40,787,477	NTL (SC/PT)	(5)	INV/IO	38375XC93	June 2038
IW	40,787,477							
SI	40,787,477							
SY	40,787,477							
UI	40,787,477							
WI	40,787,477							
YI	40,787,477							
Security Group 5								
Combination 48								
F	\$37,500,000	FA	\$37,500,000	PT	(5)	FLT	38375XD27	August 2038
IA	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 49								
F	\$37,500,000	FB	\$37,500,000	PT	(5)	FLT	38375XD35	August 2038
IA	37,500,000							
IB	37,500,000							
Combination 50								
F	\$37,500,000	FC	\$37,500,000	PT	(5)	FLT	38375XD43	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
Combination 51								
F	\$37,500,000	FD	\$37,500,000	PT	(5)	FLT	38375XD50	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
Combination 52								
F	\$37,500,000	FE	\$37,500,000	PT	(5)	FLT	38375XD68	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 53								
F	\$37,500,000	FG	\$37,500,000	PT	(5)	FLT	38375XD76	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
Combination 54								
F	\$37,500,000	FH	\$37,500,000	PT	(5)	FLT	38375XD84	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
Combination 55								
F	\$37,500,000	FJ	\$37,500,000	PT	(5)	FLT	38375XD92	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 56								
F	\$37,500,000	FK	\$37,500,000	PT	(5)	FLT	38375XE26	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
Combination 57								
F	\$37,500,000	FL	\$37,500,000	PT	(5)	FLT	38375XE34	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IT	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 58								
F	\$37,500,000	FM	\$37,500,000	PT	(5)	FLT	38375XE42	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IT	37,500,000							
Combination 59								
F	\$37,500,000	FN	\$37,500,000	PT	(5)	FLT	38375XE59	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 60								
IP	\$ 1,538,461	IO	\$ 3,384,614	NTL (PAC I)	6.500%	FIX/IO	38375XE67	July 2038
PI	1,846,153							
Combination 61								
PA	\$12,000,000	P	\$12,000,000	PAC I	6.000%	FIX	38375XE75	January 2035
PI	1,846,153							
Combination 62								
PA	\$12,000,000	PB	\$12,000,000	PAC I	5.500%	FIX	38375XE83	January 2035
PI	923,077							
Combination 63								
IP	\$ 769,231	PE	\$10,000,000	PAC I	5.500%	FIX	38375XE91	July 2038
PD	10,000,000							
Combination 64								
IP	\$ 1,538,461	PG	\$10,000,000	PAC I	6.000%	FIX	38375XF25	July 2038
PD	10,000,000							
Combination 65								
IP	\$ 1,538,461	PH	\$10,311,000	PAC I	6.000%	FIX	38375XF33	August 2038
PD	10,000,000							
PL	311,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 66								
F	\$37,500,000	PN	\$37,500,000	PT	7.000%	FIX	38375XF41	August 2038
IA	37,500,000							
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 67								
IA	\$37,500,000	S	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XF58	August 2038
IB	37,500,000							
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 68								
IB	\$37,500,000	SA	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XF66	August 2038
IC	37,500,000							
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 69								
IC	\$37,500,000	SB	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XF74	August 2038
ID	37,500,000							
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 70								
ID	\$37,500,000	SC	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XF82	August 2038
IE	37,500,000							
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 71								
IE	\$37,500,000	SD	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XF90	August 2038
IG	37,500,000							
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 72								
IG	\$37,500,000	SE	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG24	August 2038
IH	37,500,000							
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 73								
IH	\$37,500,000	SG	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG32	August 2038
IJ	37,500,000							
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 74								
IJ	\$37,500,000	SH	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG40	August 2038
IK	37,500,000							
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 75								
IK	\$37,500,000	SJ	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG57	August 2038
IM	37,500,000							
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 76								
IM	\$37,500,000	SK	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG65	August 2038
IN	37,500,000							
IT	37,500,000							
SN	37,500,000							
Combination 77								
IM	\$37,500,000	SL	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG73	August 2038
IN	37,500,000							
SN	37,500,000							
Combination 78								
IN	\$37,500,000	SM	\$37,500,000	NTL (PT)	(5)	INV/IO	38375XG81	August 2038
SN	37,500,000							

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

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

(3) As defined under "Class Types" in Appendix 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 PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
Initial Balance	\$22,311,000.00	\$3,432,000.00
September 2008	22,259,914.65	3,424,456.66
October 2008	22,202,410.60	3,414,403.93
November 2008	22,138,503.43	3,401,848.40
December 2008	22,068,212.01	3,386,799.81
January 2009	21,991,558.56	3,369,270.95
February 2009	21,908,568.58	3,349,277.72
March 2009	21,819,270.87	3,326,839.10
April 2009	21,723,697.52	3,301,977.17
May 2009	21,621,883.87	3,274,717.06
June 2009	21,513,868.52	3,245,086.90
July 2009	21,399,693.31	3,213,117.86
August 2009	21,279,403.25	3,178,844.09
September 2009	21,153,046.56	3,142,302.64
October 2009	21,020,674.59	3,103,533.48
November 2009	20,882,341.80	3,062,579.44
December 2009	20,738,105.73	3,019,486.13
January 2010	20,588,026.99	2,974,301.87
February 2010	20,432,169.14	2,927,077.74
March 2010	20,270,598.73	2,877,867.37
April 2010	20,103,385.23	2,826,726.95
May 2010	19,930,600.94	2,773,715.16
June 2010	19,752,321.00	2,718,893.06
July 2010	19,568,623.28	2,662,324.05
August 2010	19,379,588.39	2,604,073.72
September 2010	19,185,299.56	2,544,209.82
October 2010	18,985,842.60	2,482,802.17
November 2010	18,781,305.86	2,419,922.51
December 2010	18,571,780.12	2,355,644.45
January 2011	18,363,313.38	2,292,356.62
February 2011	18,155,900.17	2,230,049.48
March 2011	17,949,535.06	2,168,713.55
April 2011	17,744,212.66	2,108,339.42
May 2011	17,539,927.60	2,048,917.77
June 2011	17,336,674.52	1,990,439.38
July 2011	17,134,448.12	1,932,895.07
August 2011	16,933,243.09	1,876,275.77
September 2011	16,733,054.19	1,820,572.47
October 2011	16,533,876.16	1,765,776.26
November 2011	16,335,703.81	1,711,878.26

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
December 2011	\$16,138,531.95	\$1,658,869.72
January 2012	15,942,355.43	1,606,741.93
February 2012	15,747,169.11	1,555,486.27
March 2012.	15,552,967.90	1,505,094.18
April 2012.	15,359,746.71	1,455,557.20
May 2012	15,167,500.50	1,406,866.91
June 2012.	14,976,224.24	1,359,014.98
July 2012	14,785,912.94	1,311,993.15
August 2012	14,596,561.62	1,265,793.23
September 2012	14,408,165.33	1,220,407.11
October 2012	14,220,719.15	1,175,826.73
November 2012	14,034,218.19	1,132,044.11
December 2012	13,848,657.58	1,089,051.34
January 2013	13,664,032.46	1,046,840.57
February 2013	13,480,338.02	1,005,404.04
March 2013.	13,297,569.46	964,734.03
April 2013.	13,115,722.01	924,822.91
May 2013	12,934,790.92	885,663.08
June 2013.	12,754,771.47	847,247.05
July 2013	12,575,658.96	809,567.37
August 2013	12,397,448.71	772,616.67
September 2013	12,220,136.08	736,387.61
October 2013	12,043,716.44	700,872.94
November 2013	11,868,185.18	666,065.49
December 2013	11,693,537.72	631,958.12
January 2014	11,519,769.52	598,543.76
February 2014	11,346,876.04	565,815.40
March 2014.	11,174,852.76	533,766.11
April 2014.	11,003,695.21	502,389.00
May 2014	10,833,398.92	471,677.24
June 2014.	10,663,959.45	441,624.08
July 2014	10,495,372.39	412,222.79
August 2014	10,327,633.34	383,466.75
September 2014	10,160,737.93	355,349.35
October 2014	9,994,681.81	327,864.07
November 2014	9,829,460.65	301,004.44
December 2014	9,665,070.15	274,764.03
January 2015	9,501,506.03	249,136.48
February 2015	9,338,764.02	224,115.49
March 2015.	9,176,839.89	199,694.81
April 2015.	9,015,729.43	175,868.23
May 2015	8,855,428.43	152,629.62
June 2015.	8,695,932.72	129,972.89
July 2015	8,537,238.16	107,892.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
August 2015	\$ 8,379,340.61	\$ 86,380.97
September 2015	8,222,235.96	66,094.62
October 2015	8,065,920.12	48,646.11
November 2015	7,910,389.03	33,966.54
December 2015	7,755,638.64	21,988.41
January 2016	7,601,664.93	12,645.65
February 2016	7,448,463.89	5,873.54
March 2016	7,296,031.53	1,608.75
April 2016	7,144,363.89	0.00
May 2016	6,994,022.03	0.00
June 2016	6,846,762.09	0.00
July 2016	6,702,521.92	0.00
August 2016	6,561,240.64	0.00
September 2016	6,422,858.57	0.00
October 2016	6,287,317.22	0.00
November 2016	6,154,559.28	0.00
December 2016	6,024,528.56	0.00
January 2017	5,897,170.00	0.00
February 2017	5,772,429.66	0.00
March 2017	5,650,254.64	0.00
April 2017	5,530,593.13	0.00
May 2017	5,413,394.33	0.00
June 2017	5,298,608.48	0.00
July 2017	5,186,186.77	0.00
August 2017	5,076,081.42	0.00
September 2017	4,968,245.56	0.00
October 2017	4,862,633.28	0.00
November 2017	4,759,199.59	0.00
December 2017	4,657,900.38	0.00
January 2018	4,558,692.44	0.00
February 2018	4,461,533.40	0.00
March 2018	4,366,381.78	0.00
April 2018	4,273,196.89	0.00
May 2018	4,181,938.87	0.00
June 2018	4,092,568.65	0.00
July 2018	4,005,047.96	0.00
August 2018	3,919,339.28	0.00
September 2018	3,835,405.83	0.00
October 2018	3,753,211.60	0.00
November 2018	3,672,721.28	0.00
December 2018	3,593,900.26	0.00
January 2019	3,516,714.64	0.00
February 2019	3,441,131.19	0.00
March 2019	3,367,117.35	0.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
April 2019	\$ 3,294,641.22	\$ 0.00
May 2019	3,223,671.51	0.00
June 2019	3,154,177.60	0.00
July 2019	3,086,129.45	0.00
August 2019	3,019,497.63	0.00
September 2019	2,954,253.32	0.00
October 2019	2,890,368.26	0.00
November 2019	2,827,814.76	0.00
December 2019	2,766,565.68	0.00
January 2020	2,706,594.44	0.00
February 2020	2,647,874.99	0.00
March 2020	2,590,381.79	0.00
April 2020	2,534,089.82	0.00
May 2020	2,478,974.58	0.00
June 2020	2,425,012.04	0.00
July 2020	2,372,178.65	0.00
August 2020	2,320,451.37	0.00
September 2020	2,269,807.57	0.00
October 2020	2,220,225.12	0.00
November 2020	2,171,682.32	0.00
December 2020	2,124,157.90	0.00
January 2021	2,077,631.02	0.00
February 2021	2,032,081.26	0.00
March 2021	1,987,488.63	0.00
April 2021	1,943,833.51	0.00
May 2021	1,901,096.71	0.00
June 2021	1,859,259.39	0.00
July 2021	1,818,303.12	0.00
August 2021	1,778,209.83	0.00
September 2021	1,738,961.81	0.00
October 2021	1,700,541.72	0.00
November 2021	1,662,932.55	0.00
December 2021	1,626,117.66	0.00
January 2022	1,590,080.71	0.00
February 2022	1,554,805.73	0.00
March 2022	1,520,277.05	0.00
April 2022	1,486,479.31	0.00
May 2022	1,453,397.48	0.00
June 2022	1,421,016.82	0.00
July 2022	1,389,322.90	0.00
August 2022	1,358,301.56	0.00
September 2022	1,327,938.94	0.00
October 2022	1,298,221.47	0.00
November 2022	1,269,135.85	0.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
December 2022	\$ 1,240,669.03	\$ 0.00
January 2023	1,212,808.24	0.00
February 2023	1,185,540.98	0.00
March 2023.	1,158,854.97	0.00
April 2023.	1,132,738.22	0.00
May 2023	1,107,178.95	0.00
June 2023	1,082,165.62	0.00
July 2023	1,057,686.96	0.00
August 2023	1,033,731.89	0.00
September 2023	1,010,289.56	0.00
October 2023	987,349.36	0.00
November 2023	964,900.88	0.00
December 2023	942,933.93	0.00
January 2024	921,438.51	0.00
February 2024	900,404.84	0.00
March 2024.	879,823.34	0.00
April 2024.	859,684.61	0.00
May 2024	839,979.45	0.00
June 2024	820,698.85	0.00
July 2024	801,833.98	0.00
August 2024	783,376.19	0.00
September 2024	765,317.00	0.00
October 2024	747,648.12	0.00
November 2024	730,361.40	0.00
December 2024	713,448.89	0.00
January 2025	696,902.77	0.00
February 2025	680,715.41	0.00
March 2025.	664,879.31	0.00
April 2025.	649,387.13	0.00
May 2025	634,231.70	0.00
June 2025	619,405.96	0.00
July 2025	604,903.02	0.00
August 2025	590,716.13	0.00
September 2025	576,838.66	0.00
October 2025	563,264.14	0.00
November 2025	549,986.22	0.00
December 2025	536,998.67	0.00
January 2026	524,295.40	0.00
February 2026	511,870.44	0.00
March 2026.	499,717.95	0.00
April 2026.	487,832.20	0.00
May 2026	476,207.58	0.00
June 2026	464,838.60	0.00
July 2026	453,719.87	0.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
August 2026	\$ 442,846.13	\$ 0.00
September 2026	432,212.20	0.00
October 2026	421,813.05	0.00
November 2026	411,643.70	0.00
December 2026	401,699.31	0.00
January 2027	391,975.13	0.00
February 2027	382,466.50	0.00
March 2027	373,168.86	0.00
April 2027	364,077.75	0.00
May 2027	355,188.80	0.00
June 2027	346,497.72	0.00
July 2027	338,000.32	0.00
August 2027	329,692.49	0.00
September 2027	321,570.20	0.00
October 2027	313,629.52	0.00
November 2027	305,866.58	0.00
December 2027	298,277.61	0.00
January 2028	290,858.90	0.00
February 2028	283,606.82	0.00
March 2028	276,517.83	0.00
April 2028	269,588.45	0.00
May 2028	262,815.28	0.00
June 2028	256,194.97	0.00
July 2028	249,724.26	0.00
August 2028	243,399.96	0.00
September 2028	237,218.92	0.00
October 2028	231,178.09	0.00
November 2028	225,274.46	0.00
December 2028	219,505.09	0.00
January 2029	213,867.09	0.00
February 2029	208,357.65	0.00
March 2029	202,974.00	0.00
April 2029	197,713.45	0.00
May 2029	192,573.33	0.00
June 2029	187,551.06	0.00
July 2029	182,644.09	0.00
August 2029	177,849.94	0.00
September 2029	173,166.18	0.00
October 2029	168,590.42	0.00
November 2029	164,120.32	0.00
December 2029	159,753.60	0.00
January 2030	155,488.03	0.00
February 2030	151,321.39	0.00
March 2030	147,251.57	0.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
April 2030	\$ 143,276.44	\$ 0.00
May 2030	139,393.96	0.00
June 2030	135,602.10	0.00
July 2030	131,898.90	0.00
August 2030	128,282.43	0.00
September 2030	124,750.80	0.00
October 2030	121,302.14	0.00
November 2030	117,934.66	0.00
December 2030	114,646.58	0.00
January 2031	111,436.16	0.00
February 2031	108,301.70	0.00
March 2031	105,241.54	0.00
April 2031	102,254.04	0.00
May 2031	99,337.61	0.00
June 2031	96,490.69	0.00
July 2031	93,711.76	0.00
August 2031	90,999.30	0.00
September 2031	88,351.86	0.00
October 2031	85,768.00	0.00
November 2031	83,246.32	0.00
December 2031	80,785.44	0.00
January 2032	78,384.03	0.00
February 2032	76,040.75	0.00
March 2032	73,754.33	0.00
April 2032	71,523.49	0.00
May 2032	69,347.01	0.00
June 2032	67,223.67	0.00
July 2032	65,152.30	0.00
August 2032	63,131.72	0.00
September 2032	61,160.82	0.00
October 2032	59,238.48	0.00
November 2032	57,363.61	0.00
December 2032	55,535.15	0.00
January 2033	53,752.06	0.00
February 2033	52,013.32	0.00
March 2033	50,317.94	0.00
April 2033	48,664.93	0.00
May 2033	47,053.35	0.00
June 2033	45,482.26	0.00
July 2033	43,950.75	0.00
August 2033	42,457.91	0.00
September 2033	41,002.89	0.00
October 2033	39,584.81	0.00
November 2033	38,202.84	0.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
December 2033	\$ 36,856.16	\$ 0.00
January 2034	35,543.97	0.00
February 2034	34,265.48	0.00
March 2034.	33,019.92	0.00
April 2034.	31,806.55	0.00
May 2034	30,624.61	0.00
June 2034	29,473.40	0.00
July 2034	28,352.21	0.00
August 2034	27,260.35	0.00
September 2034	26,197.14	0.00
October 2034	25,161.92	0.00
November 2034	24,154.06	0.00
December 2034	23,172.91	0.00
January 2035	22,217.86	0.00
February 2035	21,288.30	0.00
March 2035.	20,383.64	0.00
April 2035.	19,503.31	0.00
May 2035	18,646.74	0.00
June 2035	17,813.36	0.00
July 2035	17,002.65	0.00
August 2035	16,214.07	0.00
September 2035	15,447.09	0.00
October 2035	14,701.23	0.00
November 2035	13,975.97	0.00
December 2035	13,270.83	0.00
January 2036	12,585.35	0.00
February 2036	11,919.04	0.00
March 2036.	11,271.47	0.00
April 2036.	10,642.18	0.00
May 2036	10,030.74	0.00
June 2036	9,436.73	0.00
July 2036	8,859.73	0.00
August 2036	8,299.33	0.00
September 2036	7,755.14	0.00
October 2036	7,226.76	0.00
November 2036	6,713.83	0.00
December 2036	6,215.95	0.00
January 2037	5,732.78	0.00
February 2037	5,263.96	0.00
March 2037.	4,809.14	0.00
April 2037.	4,367.97	0.00
May 2037	3,940.13	0.00
June 2037	3,525.29	0.00
July 2037	3,123.14	0.00

<u>Distribution Date</u>	<u>Classes PA, PD and PL (in the aggregate)</u>	<u>Class WD</u>
August 2037	\$ 2,733.36	\$ 0.00
September 2037	2,355.65	0.00
October 2037	1,989.71	0.00
November 2037	1,635.25	0.00
December 2037	1,291.99	0.00
January 2038	959.65	0.00
February 2038	637.97	0.00
March 2038	326.66	0.00
April 2038	25.48	0.00
May 2038 and thereafter	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2008-049	PM(3)	June 27, 2008	38375XGT5	7.0%	FIX	June 2038	PT	\$20,000,000	0.99549170	\$19,909,834	100%	6.438%	355	4	II
4	Ginnie Mae	2008-049	FR(3)	June 27, 2008	38375XGF5	(4)	FLT	June 2038	PT/PAC/AD	41,666,666	0.97889947	40,787,477	100%	6.921	353	6	II
4	Ginnie Mae	2008-049	PS(3)	June 27, 2008	38375XGK4	(4)	INV/IO	June 2038	NTL (PT/PAC/AD)	41,666,666	0.97889947	40,787,477	100%	6.921	353	6	II

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

(2) Underlying Certificate Factors are as of August 1, 2008.

(3) MX Class.

(4) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement.

Exhibit B

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



\$286,666,667

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities

Ginnie Mae REMIC Trust 2008-049

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own (1) Ginnie Mae Certificates and (2) certain callable securities.

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 June 27, 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						
CZ	\$25,000,000	6.00%	SUP	FIX/Z	38375XET7	June 2038
FA(1)	25,000,000	(5)	PT	FLT	38375XEU4	June 2038
IA(1)	16,666,666	(5)	NTL(PAC/AD)	INV/IO	38375XEY2	June 2038
IB(1)	16,666,666	(5)	NTL(PAC/AD)	INV/IO	38375XEW0	June 2038
IC(1)	16,666,666	(5)	NTL(PAC/AD)	INV/IO	38375XEX8	June 2038
PA(1)	33,333,334	4.50	PAC/AD	FIX	38375XEY6	June 2038
PF(1)	16,666,666	(5)	PAC/AD	FLT	38375XEZ3	June 2038
PI(1)	2,564,102	6.50	NTL(PAC/AD)	FIX/IO	38375XFA7	June 2038
SA(1)	25,000,000	(5)	NTL(PT)	INV/IO	38375XFB5	June 2038
SP(1)	16,666,666	(5)	NTL(PAC/AD)	INV/IO	38375XFC3	June 2038
Security Group 2						
CA	6,714,000	5.25	PAC II	FIX	38375XFD1	June 2038
CB	24,440,000	5.25	SUP	FIX	38375XFE9	June 2037
CD	3,837,991	5.50	SUP	FIX	38375XFF6	January 2038
CE	3,284,509	5.50	SUP	FIX	38375XFG4	June 2038
CO	339,167	0.00	SUP	PO	38375XFH2	June 2038
FD(1)	30,000,000	(5)	PT	FLT	38375XFF8	June 2038
IL(1)	20,000,000	(5)	NTL(PT)	INV/IO	38375XFK5	June 2038
IM(1)	20,000,000	(5)	NTL(PT)	INV/IO	38375XFL3	June 2038
IP(1)	3,617,000	6.00	NTL(PAC I)	FIX/IO	38375XFM1	November 2037
KF(1)	20,000,000	(5)	PT	FLT	38375XFN9	June 2038
MS(1)	20,000,000	(5)	NTL(PT)	INV/IO	38375XFP4	June 2038
PD(1)	43,404,000	4.75	PAC I	FIX	38375XFP2	November 2037
PI(1)	3,000,000	5.25	PAC I	FIX	38375XFR0	April 2038
PK(1)	1,647,000	5.25	PAC I	FIX	38375XFS8	June 2038
SD(1)	30,000,000	(5)	NTL(PT)	INV/IO	38375XFT6	June 2038
Security Group 3						
E(1)	36,666,666	5.00	CC/SEQ	FIX	38375XFU3	September 2035
EB(1)	3,937,600	6.00	CC/SEQ	FIX	38375XFV1	December 2036
EC(1)	935,700	6.00	CC/SEQ	FIX	38375XFW9	April 2037
ED(1)	4,293,366	6.00	CC/SEQ	FIX	38375XFX7	June 2038
EI(1)	6,666,666	5.50	NTL(CC/SEQ)	FIX/IO	38375XFY5	September 2035
EO(1)	3,333,334	0.00	CC/SEQ	PO	38375XFZ2	September 2035
PO	833,334	0.00	CC/SEQ	PO	38375XGA6	June 2038
Residuals						
RR	0	0.00	NPR	NPR	38375XGB4	June 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.

RBS Greenwich Capital

CastleOak Securities, L.P.

The date of this Offering Circular Supplement is June 20, 2008.

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: Greenwich Capital Markets, Inc.

Co-Sponsor: CastleOak Securities, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 27, 2008

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 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 II	6.5%	30
2	Ginnie Mae II	6.0%	30
3	Underlying Callable Certificates ⁽¹⁾	5.5%	30

⁽¹⁾ Certain information regarding the Underlying Callable Securities is set forth in the Series 2008-C2 Offering Circular attached to this Supplement as Exhibit A.

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 1 to this Supplement. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 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			
\$100,000,000	356	4	6.930%
Group 2 Trust Assets			
\$136,666,667	357	2	6.437%

¹ As of June 1, 2008.

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

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

Series 2008-C2 Offering Circular attached to this Supplement as Exhibit A for certain information regarding the characteristics of the Mortgage Loans underlying the Underlying Callable Securities.

Underlying Callable Securities: The Group 3 Trust Assets include Underlying Callable Securities as described in the Series 2008-C2 Offering Circular attached to this Supplement. The Underlying Callable Securities are subject to redemption on any related distribution date occurring in December 2008 or thereafter. Any redemption would result in the concurrent payment in full of the Group 3 Securities. See *“Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 3 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 or Interest Only Class. See *“Description of the Securities — Form of Securities” in this Supplement.*

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the 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>
Security Group 1						
AF	LIBOR + 0.20%	2.582%	0.20%	8.00%	0	0.00%
BF	LIBOR + 0.25%	2.632%	0.25%	8.00%	0	0.00%
DF	LIBOR + 0.30%	2.682%	0.30%	8.00%	0	0.00%
FA	LIBOR + 0.30%	2.682%	0.30%	8.00%	0	0.00%
FB	LIBOR + 0.30%	2.682%	0.30%	8.00%	0	0.00%
IA	7.85% – LIBOR	0.05%	0.00%	0.05%	0	7.85%
IB	7.80% – LIBOR	0.05%	0.00%	0.05%	0	7.80%
IC	7.75% – LIBOR	0.05%	0.00%	0.05%	0	7.75%
PF	LIBOR + 0.15%	2.532%	0.15%	8.00%	0	0.00%
PS	7.70% – LIBOR	5.318%	0.00%	7.70%	0	7.70%
SA	7.70% – LIBOR	5.318%	0.00%	7.70%	0	7.70%
SP	7.70% – LIBOR	5.318%	0.00%	7.70%	0	7.70%
Security Group 2						
FD	LIBOR + 0.50%	2.977%	0.50%	7.50%	0	0.00%
IL	6.30% – LIBOR	0.05%	0.00%	0.05%	0	6.30%
IM	6.25% – LIBOR	0.05%	0.00%	0.05%	0	6.25%
KF	LIBOR + 0.70%	3.177%	0.70%	7.00%	0	0.00%
KS	6.30% – LIBOR	3.823%	0.00%	6.30%	0	6.30%
LF	LIBOR + 0.75%	3.227%	0.75%	7.00%	0	0.00%
LS	6.25% – LIBOR	3.773%	0.00%	6.25%	0	6.25%
MF	LIBOR + 0.80%	3.277%	0.80%	7.00%	0	0.00%
MS	6.20% – LIBOR	3.723%	0.00%	6.20%	0	6.20%
SD	7.00% – LIBOR	4.523%	0.00%	7.00%	0	7.00%

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

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

SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) and the Accrual Amount will be allocated as follows:

- The Accrual Amount in the following order of priority:
 1. To PA and PF, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To CZ
- The Group 1 Adjusted Principal Distribution Amount, concurrently, as follows:
 1. 25% to FA, until retired
 2. 75% in the following order of priority:
 - a. To PA and PF, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To CZ, until retired
 - c. To PA and PF, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

1. 36.5853657644% to FD and KF, pro rata, until retired
2. 63.4146342356% in the following order of priority:
 - a. To PD, PJ and PK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To CB, until retired
 - d. Concurrently:
 - i. 4.5454588097% to CO, until retired
 - ii. 95.4545411903% to CD and CE, in that order, until retired
 - e. To CA, without regard to its Scheduled Principal Balance, until retired
 - f. To PD, PJ and PK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

- The Group 3 Principal Distribution Amount will be allocated in the following order of priority:
 1. To E and EO, pro rata, until retired
 2. Concurrently:
 - a. 8.33334% to PO, until retired
 - b. 91.66666% to EB, EC and ED, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
PAC Classes	
PA and PF (in the aggregate)	250% PSA through 525% PSA
PAC I Classes	
PD, PJ and PK (in the aggregate).	100% PSA through 400% PSA
PAC II Class	
CA	135% PSA through 400% PSA

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

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class (or portion thereof) 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>
Security Group 1		
IA	\$16,666,666	100% of PF (PAC/AD Class)
IB	16,666,666	100% of PF (PAC/AD Class)
IC	16,666,666	100% of PF (PAC/AD Class)
PI	2,564,102	7.6923076923% of PA (PAC/AD Class)
PS	\$25,000,000	100% of FA (PT Class)
	<u>16,666,666</u>	100% of PF (PAC/AD Class)
	<u>\$41,666,666</u>	
SA	\$25,000,000	100% of FA (PT Class)
SP	16,666,666	100% of PF (PAC/AD Class)
Security Group 2		
IL	20,000,000	100% of KF (PT Class)
IM	20,000,000	100% of KF (PT Class)
IP	3,617,000	8.3333333333% of PD (PAC I Class)
KS	20,000,000	100% of KF (PT Class)
LS	20,000,000	100% of KF (PT Class)
MS	20,000,000	100% of KF (PT Class)
SD	30,000,000	100% of FD (PT Class)
Security Group 3		
EI	6,666,666	18.1818181818% of E (CC/SEQ 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. 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 each Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
IA	\$16,666,666	AF	\$16,666,666	PAC/AD	(5)	FLT	38375XGC2	June 2038
PF	16,666,666							
Combination 2								
IA	\$16,666,666	BF	\$16,666,666	PAC/AD	(5)	FLT	38375XGD0	June 2038
IB	16,666,666							
PF	16,666,666							
Combination 3								
IA	\$16,666,666	DF	\$16,666,666	PAC/AD	(5)	FLT	38375XGE8	June 2038
IB	16,666,666							
IC	16,666,666							
PF	16,666,666							
Combination 4								
FA	\$25,000,000	FB	\$41,666,666	PT/PAC/AD	(5)	FLT	38375XGF5	June 2038
IA	16,666,666							
IB	16,666,666							
IC	16,666,666							
PF	16,666,666							
Combination 5								
PA	\$10,000,000	P	\$10,000,000	PAC/AD	5.250%	FIX	38375XGG3	June 2038
PI	1,153,846							
Combination 6								
PA	\$33,333,334	PB	\$33,333,334	PAC/AD	4.750%	FIX	38375XGH1	June 2038
PI	1,282,051							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 7								
PA	\$33,333,334	PC	\$33,333,334	PAC/AD	5.000%	FIX	38375XGJ7	June 2038
PI	2,564,102							
Combination 8								
SA	\$25,000,000	PS	\$41,666,666	NTL(PT/PAC/AD)	(5)	INV/IO	38375XGK4	June 2038
SP	16,666,666							
Security Group 2								
Combination 9								
IL	\$20,000,000	KS	\$20,000,000	NTL(PT)	(5)	INV/IO	38375XGL2	June 2038
IM	20,000,000							
MS	20,000,000							
Combination 10								
IL	\$20,000,000	LF	\$20,000,000	PT	(5)	FLT	38375XGM0	June 2038
KF	20,000,000							
Combination 11								
IM	\$20,000,000	LS	\$20,000,000	NTL(PT)	(5)	INV/IO	38375XGN8	June 2038
MS	20,000,000							
Combination 12								
IL	\$20,000,000	MF	\$20,000,000	PT	(5)	FLT	38375XGP3	June 2038
IM	20,000,000							
KF	20,000,000							
Combination 13								
IP	\$ 1,808,500	PE	\$43,404,000	PAC I	5.000%	FIX	38375XGQ1	November 2037
PD	43,404,000							
Combination 14								
IP	\$ 3,617,000	PG	\$43,404,000	PAC I	5.250%	FIX	38375XGR9	November 2037
PD	43,404,000							
Combination 15								
PJ	\$ 3,000,000	PH	\$ 4,647,000	PAC I	5.250%	FIX	38375XGS7	June 2038
PK	1,647,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 16								
IL	\$20,000,000	PM	\$20,000,000	PT	7.000%	FIX	38375XGT5	June 2038
IM	20,000,000							
KF	20,000,000							
MS	20,000,000							
Combination 17								
FD	\$30,000,000	PN	\$30,000,000	PT	7.500%	FIX	38375XGU2	June 2038
SD	30,000,000							
Combination 18								
IP	\$ 3,617,000	PX	\$46,404,000	PAC I	5.250%	FIX	38375XGV0	April 2038
PD	43,404,000							
PJ	3,000,000							
Security Group 3								
Combination 19								
EB	\$ 3,937,600	B	\$ 9,166,666	CC/SEQ	6.000%	FIX	38375XGW8	June 2038
EC	935,700							
ED	4,293,366							
Combination 20								
E	\$36,666,666	EA	\$40,000,000	CC/SEQ	5.500%	FIX	38375XGX6	September 2035
EI	6,666,666							
EO	3,333,334							
Combination 21								
E	\$36,666,666	EG	\$40,000,000	CC/SEQ	5.000%	FIX	38375XGY4	September 2035
EI	3,030,304							
EO	3,333,334							
Combination 22								
E	\$36,666,666	EH	\$40,000,000	CC/SEQ	5.125%	FIX	38375XGZ1	September 2035
EI	3,939,395							
EO	3,333,334							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 23								
E	\$36,666,666	EJ	\$40,000,000	CC/SEQ	5.250%	FIX	38375XHA5	September 2035
EI	4,848,485							
EO	3,333,334							
Combination 24								
E	\$36,666,666	EK	\$40,000,000	CC/SEQ	5.375%	FIX	38375XHB3	September 2035
EI	5,757,576							
EO	3,333,334							
Combination 25								
E	\$36,666,666	EM	\$39,111,110	CC/SEQ	5.625%	FIX	38375XHC1	September 2035
EI	6,666,666							
EO	2,444,444							
Combination 26								
E	\$36,666,666	EN	\$38,260,868	CC/SEQ	5.750%	FIX	38375XHD9	September 2035
EI	6,666,666							
EO	1,594,202							
Combination 27								
E	\$36,666,666	EP	\$37,446,807	CC/SEQ	5.875%	FIX	38375XHE7	September 2035
EI	6,666,666							
EO	780,141							
Combination 28								
E	\$36,666,666	ET	\$36,666,666	CC/SEQ	6.000%	FIX	38375XHF4	September 2035
EI	6,666,666							

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

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

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

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

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

**Ginnie Mae
Callable Trust
2008-C3 Offering Circular**



\$86,899,319

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed Callable Pass-Through Securities
Ginnie Mae Callable Trust 2008-C3**

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(1)	Interest Rate	Class Type	Initial Redemption Date	CUSIP Number	Final Distribution Date(3)
Security Group 1						
A1	\$50,000,000	6.0%	Callable	February 2009	38375XG99	August 2038
B1	(2)	(2)	Call	—	38375XH23	August 2038
Security Group 2						
A2	36,899,319	5.5	Callable	February 2009	38375XH31	August 2038
B2	(2)	(2)	Call	—	38375XH49	August 2038

- (1) Subject to increase as described under “Increase in Size” in this Supplement.
- (2) The Call Class Securities are not issued with a principal balance and are not entitled to payments of any interest.
- (3) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Offering Circular.

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 C-6 which highlights some of these risks.

The Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 28, 2008.

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

✂ RBS Greenwich Capital

The date of this Offering Circular is August 21, 2008.

AVAILABLE INFORMATION

You should purchase the securities only if you have read and understood this Offering Circular.

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TERMS SHEET

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

Sponsor: Greenwich Capital Markets, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 2008

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2008.

Redemption and Exchange: The Holder of a Call Class Security will have the right to direct the Trustee to redeem the related Callable Class Securities, in whole but not in part, on any Distribution Date (the “Redemption Date”) on or after the Initial Redemption Date. Only one Holder is permitted to hold a Call Class Security at any time. Upon redemption of a Callable Class, the amount payable to the Holders of such Class will equal the Class Principal Balance thereof plus accrued and unpaid interest thereon to the Redemption Date, calculated as set forth under “*Description of the Securities — Redemption and Exchange*” in this Offering Circular.

Initial Redemption Date: The Distribution Date occurring in February 2009.

Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae II	5.5%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate²</u>
Group 1 Trust Assets			
\$50,000,000	358	2	6.45%
Group 2 Trust Assets			
\$36,899,319	358	2	5.93%

¹ As of August 1, 2008.

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

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

Issuance of Securities: The Callable Class Securities will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fed Wire Book Entry System”). The Call Class Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities”* in this Offering Circular.

Increased Minimum Denomination Classes: None. See *“Description of the Securities — Form of Securities”* in this Offering Circular.

Interest Rates: The Callable Class Securities will bear interest at the per annum Interest Rates shown on the front cover of this Offering Circular. The Call Class Securities are not entitled to any interest, and no amounts will be distributable thereon, except as described in this Offering Circular.

Allocation of Principal: On each Distribution Date, the Principal Distribution Amount for each Group will be distributed to the related Callable Class Securities until the Class Principal Balance thereof has been reduced to zero. The Call Class Securities are not issued with a Class Principal Balance, and no amounts will be distributable thereon, except as described under *“Description of the Securities — Redemption and Exchange”* in this Offering Circular.

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.

Callable class securities are subject to redemption prior to their final distribution date. A callable class security is subject to redemption on any distribution date on or after the initial redemption date. A redemption of callable class securities is more likely to occur to the extent that prevailing mortgage interest rates have declined or the market value of the related trust assets otherwise exceeds the aggregate principal balance of the callable class securities. The existence of redemption risk may diminish significantly the ability of the holder to sell a callable class at a premium. The value of a callable class security, and accordingly the value of its related call class security, may fluctuate significantly depending on the prevailing interest rates.

Rates of principal payments and the occurrence and timing of any redemption can reduce your yield. The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium and principal payments are faster than you expected (or an early redemption occurs), or
- you bought your securities at a discount and principal payments are slower than you expected (and a redemption does not occur).

In addition, if your securities are 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 such repurchases.

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.

The securities may not be a suitable investment for you. The securities may not be suitable investments for all investors; in particular, call class securities may not be suitable investments for individual 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, redemption, or interest

rate risk or that have been structured to meet the investment requirements of limited categories of investors.

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, market and any redemption risks associated with that class.

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

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

THE TRUST ASSETS

General

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

The assets of the Trust consist of “fully modified pass-through” certificates (“Ginnie Mae MBS Certificates”) as to which Ginnie Mae has guaranteed the timely payment of principal and interest pursuant to the Ginnie Mae II Program (“Ginnie Mae II MBS Certificates”).

The Trust Assets are Ginnie Mae II MBS Certificates.

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 Mortgage Loans

The Mortgage Loans underlying the Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets.” 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 or the United States Department of Housing and Urban Development (“HUD”).

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

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. Ginnie Mae also guarantees to the Holder of the Call Class Security all amounts, if any, due thereon on the Redemption Date, representing principal and interest as described in this Offering Circular. 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.

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.

Form of Securities

The Callable Class Securities initially will be issued and maintained, and may only 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 which are eligible to maintain book-entry accounts with the Federal Reserve Bank of New York. By request accompanied by the payment of a transfer fee of \$25,000 per physical certificate to be issued, a Beneficial Owner may receive a Callable Class Security in certificated form.

The Callable Class Securities will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000.

Each Call Class will be issued as a single certificated, fully registered security, representing the entire interest in such class, and may be transferred or exchanged at the Corporate Trust Office of the Trustee. Only one Holder is permitted to hold a Call Class at any time. The Trustee may impose a service charge upon Holders for any registration of exchange or transfer of certificated securities, and

the Trustee may require payment of a sum sufficient to cover any tax or other governmental charge incurred in connection with any transfer.

Distributions

Distributions on the Callable Class Securities will be made on each Distribution Date as specified under “*Terms Sheet — Distribution Date*” in this Offering Circular. On each 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. The “Distribution Amount” for each Distribution Date will be the aggregate of the Principal Distribution Amount and Interest Distribution Amount for that date. For purposes hereof, a “Business Day” is a day other than (a) a Saturday or Sunday, (b) a day on which the banking institutions in the state of New York are authorized or obligated by law or executive order to remain closed or (c) a Federal legal public holiday. Except as described under “— Redemption and Exchange,” no amounts will be distributable to a Call Class Security.

Interest Distributions

The amount of interest (the “Interest Distribution Amount”) to be distributed on each Callable Class on any Distribution Date will equal interest accrued for the related Accrual Period on the Class Principal Balance thereof immediately before that Distribution Date at the applicable interest rate specified on the front cover.

- The Accrual Period will be the calendar month preceding the Distribution Date.
- 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 as of the related Record Date.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

Principal Distributions

The Principal Distribution Amount for each Security Group will be distributed to the Holders of the related Callable Class Securities. The “Principal Distribution Amount” for each Distribution Date and each Group represents the aggregate of amounts in respect of principal received on the related Trust Assets on the distribution date for such Trust Assets occurring in the month of such Distribution Date; except that, in the event that the factor for any Trust Asset (each, a “Certificate Factor”) is not available on the date specified in the Trust Agreement, no amounts in respect of principal for such Trust Asset will be distributable to the related Callable Class Securities on the following Distribution Date. 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.

Redemption and Exchange

The Holder of each Call Class will have the right to direct the Trustee to cause the redemption of the related Callable Class Securities, in whole but not in part, on any Distribution Date on or after the Initial Redemption Date. However such a redemption may be effected only if, as of the time specified in the Trust Agreement on the date the Trustee receives notice from the Holder of the related Call Class

directing such redemption, the related Trust Assets have a market value in excess of their outstanding principal balance. The determination by the Trustee of the market value, in accordance with the Trust Agreement, will (in the absence of manifest error) be final and binding. Each redemption of Callable Class Securities will be made at the Redemption Price (defined below) for such securities.

The Holder of a Call Class Security proposing to effect a redemption may notify the Trustee at any time during the month preceding redemption but must do so no later than 11:00 a.m. Eastern time on the third Business Day preceding the last calendar day of such month (each, a "Redemption Notice Date"). Any such notice is required to be delivered to the Trustee in writing at its Corporate Trust Office 45 Broadway, 12th Floor, New York, NY 10006. The Trustee may be contacted by telephone at (212) 515-5262, and by fax at (212) 509-1042. Any notice received after 11:00 a.m. will be deemed to be received on the next following Business Day before 11:00 a.m.

No later than the applicable Redemption Notice Date, the Holder of the applicable Call Class Security must surrender its Call Class Security to the Trustee and deposit a fee (the "Exchange Fee") and the Redemption Amount with the Trustee. The "Redemption Amount" will equal the sum of:

- the outstanding principal balance of the related Trust Assets based on the Certificate Factors published for such related Trust Assets for the month prior to the month of redemption, and
- an amount equal to the interest that would be payable on the related Callable Class for the period from the first day of the month of redemption to the Redemption Date, calculated on the basis of its Interest Rate and Class Factor published in the month preceding redemption.

The Exchange Fee for any redemption will equal the greater of:

- \$5,000 or
- the lesser of \$15,000 or 1/32 of 1% of the outstanding principal balance of the applicable Callable Class Securities.

Upon delivery of the Redemption Amount and the Exchange Fee, surrender of the Call Class Security to the Trustee and determination of a satisfactory market value for the Trust Assets as described above, the notice of redemption and exchange will become irrevocable and redemption of the Callable Class will be made on the Distribution Date in the month following the month of the related Redemption Notice Date.

On the Redemption Date, the Trustee will redeem the applicable Callable Class Security by distributing the Redemption Price equal to the sum of:

- (a) 100% of the outstanding principal balance of such Callable Class Security;
- (b) accrued interest at the Interest Rate borne by such Callable Class Security for the Accrual Period preceding such Redemption Date, based on its outstanding principal balance; and
- (c) additional accrued interest at the related Interest Rate for the period from the first day of the month of redemption to the Redemption Date, calculated on a reduced principal balance determined on the basis of the "Class Factor" for the Callable Class Securities that would have been published in the month of redemption were no redemption to occur.

Distribution of the Redemption Price in respect of the related Callable Class Securities on the Redemption Date will be in lieu of any distribution of principal and interest that would otherwise be made on that date.

Subject to the conditions described above, the Trustee will deliver the related Trust Assets to the Holder of the Call Class Security on the first Business Day of the month of redemption. In addition, on the Redemption Date, the Trustee will remit to the Holder of the Call Class the sum of:

- the positive difference, if any, of the Redemption Amount paid by such Holder and the distributions received on the related Trust Assets in the month of redemption less the Redemption Price for the Callable Class Securities and
- investment earnings, if any, on the Redemption Amount (which, following deposit, is expected to be invested by the Trustee in short-term Treasury obligations).

Amounts distributable to the Holder of a Call Class Security on a Redemption Date will constitute principal or interest to the extent of the source of such amounts, as provided in the Trust Agreement.

Class Factors

The Trustee will calculate and make available for each Class of Callable Class Securities, no later than the day preceding the Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the original Class Principal Balance of that Class, determines the Class Principal Balance after giving effect to the distribution of principal to be made on the Securities 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 after giving effect to any principal distribution to be made on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- Based on the Class Factors published in the preceding and current month (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class.
- Investors may obtain current Class Factors on Ginnie Mae's Multiclass Securities e-Access located on Ginnie Mae's website ("e-Access").

Termination

The Trustee, at its option, may purchase or cause the sale of the Trust Assets (unless the Holder of a Call Class Security has previously tendered its notice of redemption) 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.

Upon any termination of the Trust, the Holder of any outstanding Callable 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.

Upon any such termination, no amounts will be distributable with respect to the Call Class Securities.

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

In addition, the Callable Class Securities are subject to redemption. See “*Risk Factors — Callable class securities are subject to redemption prior to their final distribution date.*”

Assumability

Each Mortgage Loan may be assumed, subject to HUD review and approval upon the sale of the related Mortgaged Property.

Final Distribution Date

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

- The actual retirement of any Security may occur earlier than its Final Distribution Date (as a result of the occurrence of a redemption or otherwise).
- According to the terms of the Ginnie Mae Guaranty, Ginnie Mae will guarantee payment in full of the Class Principal Balance of the Callable Class Securities no later than their respective Final Distribution Dates.

Modeling Assumptions

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

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

2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.
3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in September 2008.
4. A termination of the Trust does not occur.
5. The Closing Date for the Securities is August 28, 2008.
6. No expenses or fees are paid by the Trust.
7. Except as otherwise indicated, no redemption of the Callable Class Securities occurs as described under “*Description of the Securities — Redemption and Exchange*” in this Offering Circular.

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

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

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Offering Circular (“PSA”) is the standard prepayment assumption model of The Securities Industry and Financial Market 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.

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

The decrement tables set forth below illustrate the percentage of the original Class Principal Balance of the Callable Class Securities that would remain outstanding following the distribution made each specified month, 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 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 referred to in clause (a).

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 Balances
and Weighted Average Lives**

Security Group 1					
PSA Prepayment Assumption Rates					
Class A1					
Distribution Date	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100
August 2009	99	97	95	93	90
August 2010	98	92	85	79	71
August 2011	97	85	73	62	49
August 2012	96	79	62	48	34
August 2013	95	73	53	37	23
August 2014	93	68	45	29	16
August 2015	92	62	38	22	11
August 2016	90	58	32	17	8
August 2017	89	53	27	13	5
August 2018	87	49	23	10	4
August 2019	85	45	20	8	2
August 2020	83	41	16	6	2
August 2021	80	37	14	5	1
August 2022	78	34	11	4	1
August 2023	75	30	10	3	1
August 2024	73	27	8	2	0
August 2025	70	25	7	2	0
August 2026	66	22	5	1	0
August 2027	63	19	4	1	0
August 2028	59	17	4	1	0
August 2029	55	15	3	0	0
August 2030	50	13	2	0	0
August 2031	46	11	2	0	0
August 2032	40	9	1	0	0
August 2033	35	7	1	0	0
August 2034	29	5	1	0	0
August 2035	22	4	0	0	0
August 2036	16	2	0	0	0
August 2037	8	1	0	0	0
August 2038	0	0	0	0	0
Weighted Average Life (years)	20.2	11.3	7.0	5.0	3.7

Security Group 2					
PSA Prepayment Assumption Rates					
Class A2					
Distribution Date	0%	100%	187%	300%	400%
Initial Percent	100	100	100	100	100
August 2009	99	97	96	94	92
August 2010	98	92	87	81	76
August 2011	97	85	76	66	57
August 2012	95	79	67	53	43
August 2013	94	73	58	43	32
August 2014	93	67	51	34	24
August 2015	91	62	44	28	18
August 2016	89	57	38	22	13
August 2017	88	52	33	18	10
August 2018	86	48	29	14	7
August 2019	84	44	25	11	5
August 2020	82	40	21	9	4
August 2021	79	36	18	7	3
August 2022	77	33	16	6	2
August 2023	74	30	13	4	2
August 2024	71	27	11	3	1
August 2025	68	24	10	3	1
August 2026	65	21	8	2	1
August 2027	61	19	7	2	0
August 2028	57	16	6	1	0
August 2029	53	14	5	1	0
August 2030	49	12	4	1	0
August 2031	44	10	3	1	0
August 2032	39	9	2	0	0
August 2033	34	7	2	0	0
August 2034	28	5	1	0	0
August 2035	22	4	1	0	0
August 2036	15	2	1	0	0
August 2037	8	1	0	0	0
August 2038	0	0	0	0	0
Weighted Average Life (years)	19.9	11.2	7.8	5.6	4.4

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Security based on the anticipated yield of that Security resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, the likelihood and timing of any redemption or the yield of any Security. **No representation is made regarding Mortgage Loan prepayment rates, the likelihood or timing of any redemption or the yield of any Class.**

Prepayments: Effect on Yields

In the case of Callable Class Securities, the yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans.

- In the case of Callable Class Securities purchased at a premium, faster than anticipated rates of principal payments or an early redemption could result in actual yields to investors that are lower than the anticipated yields.
- In the case of Callable Class Securities purchased at a discount, slower than anticipated rates of principal payments or the absence of a redemption could result in actual yields to investors that are lower than the anticipated yields.

See “Risk Factors — Rates of principal payments and the occurrence and timing of any redemption can reduce your yield” in this Offering Circular.

Rapid rates of prepayments on the Mortgage Loans or a redemption 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 Callable Class of Securities may be lower than the yield on such securities.

Slow rates of prepayments on the Mortgage Loans and the absence of a redemption 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 either 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 (including as a result of a redemption) 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.

Payment Delay: Effect on Yields

The effective yield on each Class of the Callable Class Securities will be less than the yield otherwise produced by its Interest Rate and purchase price because 30 days' interest will be payable on such Securities even though interest began to accrue approximately 50 days earlier and, except upon a redemption of such Callable Class, such Securities will not bear interest during such delay.

Weighted Average Life and Yield Tables

The following tables show the weighted average lives (in years) and the pre-tax yields to maturity on a corporate bond equivalent basis of the Callable Class Securities at various constant percentages of PSA and various redemption scenarios.

The Mortgage Loans will not prepay at any constant rate until maturity. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. In addition, no assurance can be made as to the likelihood or timing of any redemption. **Therefore, the actual pre-tax yield of any Callable Class may differ from those shown in the table below for that class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) a redemption of the Callable Class either does not occur or occurs on the Indicated Redemption Date, (2) interest is paid through the day preceding such Redemption Date and (3) the aggregate purchase price of the Callable Class Securities (expressed as a percentage of its original Class Principal Balance) plus accrued interest is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

Sensitivity of Class A1 Securities to Prepayments

Weighted Average Lives and Pre-Tax Yields

Price: 100.0%*

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
February 2009	Weighted Average Life (years)	0.5	0.5	0.5	0.5
	Pre-Tax Yield	6.0%	6.0%	6.0%	6.0%
August 2013	Weighted Average Life (years)	4.4	3.9	3.5	3.1
	Pre-Tax Yield	6.0%	6.0%	6.0%	6.0%
No Redemption	Weighted Average Life (years)	11.3	7.0	5.0	3.7
	Pre-Tax Yield	6.0%	6.0%	6.0%	6.0%

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

Sensitivity of Class A2 Securities to Prepayments

Weighted Average Lives and Pre-Tax Yields

Price: 100.0%*

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>100%</u>	<u>187%</u>	<u>300%</u>	<u>400%</u>
February 2009	Weighted Average Life (years)	0.5	0.5	0.5	0.5
	Pre-Tax Yield	5.5%	5.5%	5.5%	5.5%
August 2013	Weighted Average Life (years)	4.4	4.0	3.7	3.3
	Pre-Tax Yield	5.5%	5.5%	5.5%	5.5%
No Redemption	Weighted Average Life (years)	11.2	7.8	5.6	4.4
	Pre-Tax Yield	5.5%	5.5%	5.5%	5.5%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

General

The following is a general discussion of the material federal income tax consequences to beneficial owners of the purchase, ownership, and disposition of the Securities. This discussion is based upon laws, regulations, rulings, and judicial decisions, now in effect, all of which are subject to change. This discussion does not purport to discuss all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules. 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 Securities.

U.S. Treasury Circular 230 Notice

The discussion contained in this 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 penalties. Such discussion is written to support the promotion or marketing of the transaction or matters addressed in the Offering Circular. Each taxpayer to whom such transactions or matters are being promoted, marketed or recommended should seek advice based on its particular circumstances from an independent tax adviser.

In the opinion of Cadwalader, Wickersham & Taft LLP, each owner of a Callable Class Security will be treated for federal income tax purposes as the owner of a portion of a trust classified as a grantor trust under subpart E, part I of subchapter J of the Internal Revenue Code of 1986, as amended (the "Code"). Neither the trust, nor any portion of the trust to which any particular Security relates, will be treated as a business entity classified as a corporation or as a partnership. An owner of a Call Class Security, as is more fully explained below, will be treated as owning a call option on the related Trust Assets.

The Callable Class Securities

Status. An owner of an interest in Callable Class Securities will be treated as (i) having purchased an undivided interest in the related Trust Assets, and (ii) as having written a call option on such undivided interest at the time of the purchase of the Callable Class Securities. An owner of Callable Class Securities will be treated as having written the call option to the holder of the related Call Class Security in exchange for an option premium in an amount equal to the fair market value of the call option.

Allocations. An owner of an interest in Callable Class Securities should be considered to have purchased its interest in those Callable Class Securities for an amount equal to the sum of the actual purchase price paid for the Callable Class Securities plus the amount of the option premium the owner is deemed to have received from the owner of the related Call Class Security. Consequently, an owner of Callable Class Securities will have a basis in those Callable Class Securities that will be greater than the purchase price paid directly by the owner to acquire the Callable Class Securities.

When an owner sells an interest in Callable Class Securities, the owner will be deemed to have sold its interest in the related Trust Assets for a total price equal to the sum of the sales price received from the purchaser for its interest in the Callable Class Securities plus the fair market value of the call option at the time of sale. The owner would, at the same time, be deemed to have made a payment to the purchaser in an amount equal to the fair market value of the option because the purchaser will have assumed the owner's obligation under the call option. Consequently, the amount realized by the owner upon the sale of Callable Class Securities will be greater than the purchase price paid directly by the purchaser.

Taxation of Call Option Premium. An owner of Callable Class Securities will not be required to include immediately in income the option premium that such owner is deemed to have received upon the purchase of Callable Class Securities. Instead, the owner must account for such premium when the call rights represented by the related Call Class Security are exercised, or when those rights lapse, or when those rights are otherwise terminated with respect to the owner.

An owner of Callable Class Securities will include option premium in income as short-term capital gain when the option lapses. The principal balance of the Trust Assets to which the Callable Class Securities and the Call Class Security relate likely will be reduced over time through principal payments. Under existing authorities, it is not entirely clear whether the rights held by the owner of a Call Class Security would be deemed to lapse as the underlying Trust Assets pay down. The Tax Administrator will assume that the rights represented by a Call Class Security lapse proportionately as principal (including both scheduled and unscheduled payments) is paid on the underlying Trust Assets. Thus, the Tax Administrator will treat an owner of Callable Class Securities as recognizing option premium income over time in proportion to principal payments made on the underlying Trust Assets. There is no assurance that the Internal Revenue Service (the "IRS") would agree with this methodology. Each owner of Callable Class Securities is urged to consult its own tax advisor on these matters.

If an owner of a Call Class Security exercises its rights to acquire the underlying Trust Assets, an owner of the related Callable Class Securities would include in its amount realized from the sale of the underlying Trust Assets an amount equal to the unamortized portion of the option premium. If an owner transfers its interest in Callable Class Securities, the transfer will be treated as a closing transaction with respect to the call option the owner is deemed to have written. As a result, the owner will recognize a short-term capital gain or loss equal to the difference between the unamortized amount of option premium and the amount the owner is deemed to pay to be relieved from the obligation under the option.

The Call Class Securities

Status. An owner of a Call Class Security will be treated as having purchased a call option on the Trust Assets for an option premium in an amount equal to the price paid for such Call Class Security. If an owner of a Call Class Security acquired an interest in the related Callable Class Securities, the call option likely would be treated as having been proportionately extinguished for at least as long as the owner of the Call Class Security held an interest in the related Callable Class Securities. Thus, an owner who owned both the Call Class Security and the related Callable Class Securities would be treated as owning the underlying Trust Assets.

Taxation of Call Option Premium. Because the price paid by the owner of the Call Class Security to purchase the Class will be treated as an option premium for the right to acquire the Trust Assets, it will

be added to the purchase price paid for the underlying Trust Assets upon exercise of the rights granted to the owner of the Call Class Security if those rights are exercised. The owner of the Call Class Security will recognize a loss as the call rights lapse. For a discussion of when those call rights are deemed to lapse, see — “*The Callable Class Securities — Taxation of Call Option Premium.*” If the Trust Assets to be acquired by the owner of the Call Class Security upon exercise of the call option would be capital assets in the owner’s hands, then the loss recognized on lapse of the option would be a capital loss.

Application of the Straddle Rules

With respect to an owner of Callable Class Securities, the IRS might take the position that the owner’s interest in the underlying Trust Assets and the call option constitute positions in a straddle. If this position were sustained, the straddle rules of section 1092 of the Code would apply. Under those rules, an owner selling its interest in the Callable Class Securities would be treated as selling its interest in the underlying Trust Assets at a gain or loss. Such gain or loss would be short-term because the owner’s holding period would be tolled. Additionally, the straddle rules might require an owner to capitalize, rather than deduct, interest and carrying charges allocable to the owner’s interest in Callable Class Securities. Further, if the IRS were to take the position that an owner’s interest in the Trust Assets and the call option constituted a conversion transaction as well as a straddle, then a portion of the gain with respect to the Trust MBS or the call option might be characterized as ordinary income. Each owner of Callable Class Securities is urged to consult its own tax advisor regarding these matters.

ERISA MATTERS

Ginnie Mae guarantees distributions of principal and interest with respect to the Callable Class Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Callable Class 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 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”) solely by reason of the Plan’s purchase and holding of that certificate.

The redemption right in respect of each Call Class and the exercise thereof might be treated under ERISA as principal transactions between the beneficial owners of the related Callable Class Securities and such beneficial owner of the Call Class. Thus, in theory, the acquisition or exercise of the redemption right as described herein by the Holder of a Call Class could be characterized under certain circumstances as an ERISA prohibited transaction between a Plan and a “party in interest” (assuming that such Plan holds the related Callable or Call Class and such “party in interest” or disqualified organization holds the related Call or Callable Class), unless an ERISA prohibited transaction exemption, such as PTE 84-14 (for Transactions by Independent Qualified Professional Asset Managers), is applicable. A Call Class may be deemed to be an option to acquire a guaranteed governmental mortgage pool certificate rather than such a certificate. *ERISA plan fiduciaries should consult with their counsel concerning these issues.*

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.

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.

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 Security 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.

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 convey the Callable Class Securities to a Ginnie Mae REMIC Trust and to offer each Call 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. 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 Offering Circular, except that the original Class Principal Balance of each applicable Callable Class will increase by the same proportion. The Trust Agreement, the Final Data Statement and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cadwalader, Wickersham & Taft LLP, and for the Trustee by Seward & Kissel LLP, New York, New York.



\$86,899,319

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed Callable Pass-Through Securities
Ginnie Mae Callable Trust 2008-C3**

OFFERING CIRCULAR
August 21, 2008

✱ RBS Greenwich Capital



\$222,596,629

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-067**

OFFERING CIRCULAR SUPPLEMENT
August 21, 2008

✱ RBS Greenwich Capital
CastleOak Securities, L.P.