

**Offering Circular Supplement  
(To Base Offering Circular dated January 1, 2002)**

**\$643,724,153**

**Government National Mortgage Association**



**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2002-07**



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

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

**The Securities**

The Trust will issue the classes of securities listed on the inside front cover.

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 30, 2002.

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.

**Goldman, Sachs & Co.**

**Blaylock & Partners, L.P.**

The date of this Offering Circular Supplement is January 24, 2002.

### Ginnie Mae REMIC Trust 2002-07

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
<b>Security Group 1</b>						
AB.....	\$ 66,426,000	6.5%	SUP	FIX	June 2030	38373TT70
AC.....	5,363,000	6.5	SUP	FIX	September 2030	38373TT88
AD.....	8,744,000	6.5	SUP	FIX	February 2031	38373TT96
AE.....	6,145,000	6.5	SUP	FIX	May 2031	38373TU29
AG.....	18,368,000	6.5	SUP	FIX	January 2032	38373TU37
AH.....	13,138,000	6.5	SUP	FIX	January 2032	38373TU45
PA.....	9,683,000	6.5	PAC	FIX	January 2020	38373TU52
PC.....	47,480,000	6.0	PAC	FIX	August 2027	38373TU60
PD.....	32,967,000	6.5	PAC	FIX	November 2028	38373TU78
PE.....	60,202,000	6.5	PAC	FIX	November 2030	38373TU86
PG.....	39,437,000	6.5	PAC	FIX	January 2032	38373TU94
PK.....	17,813,384	6.5	NTL(PAC)	FIX/IO	August 2027	38373TV28
PQ.....	92,047,000	5.5	PAC	FIX	June 2025	38373TV36
<b>Security Group 2</b>						
F(1).....	82,222,222	(5)	SC/SEQ	FLT	February 2029	38373TV44
IO(1).....	82,222,222	(5)	SC/NTL(SEQ)	INV/IO	February 2029	38373TV51
S.....	102,777,778	(5)	SC/SEQ	INV	February 2029	38373TV69
Z.....	18,761,743	6.0	SC/SEQ	FIX/Z	February 2029	38373TV77
<b>Security Group 3</b>						
FT.....	39,962,410	(5)	SC/PT	FLT	August 2027	38373TV85
ST.....	39,962,410	(5)	SC/NTL(PT)	INV/IO	August 2027	38373TV93
<b>Residual</b>						
RR.....	0	0.0	NPR	NPR	January 2032	38373TW27

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

## AVAILABLE INFORMATION

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

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

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

If you do not have access to the internet, call JPMorgan Chase Bank, 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 JPMorgan Chase Bank 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.

---

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet .....	S-4	Plan Of Distribution .....	S-27
Risk Factors .....	S-7	Increase In Size .....	S-27
The Trust Assets .....	S-8	Legal Matters .....	S-27
Ginnie Mae Guaranty .....	S-10	Schedule I: Available Combinations..	S-I-1
Description Of The Securities .....	S-10	Schedule II: Scheduled Principal	
Yield, Maturity And Prepayment		Balances .....	S-II-1
Considerations .....	S-15	Exhibit A: Underlying Certificates....	A-1
Certain Federal Income Tax		Exhibit B: Cover Pages and Terms	
Consequences .....	S-24	Sheets from Underlying Certificate	
ERISA Matters .....	S-26	Disclosure Documents .....	B-1
Legal Investment Considerations.....	S-27		

## 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:** Goldman, Sachs & Co.

**Trustee:** Bank One Trust Company, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** January 30, 2002

**Distribution Dates:** For Group 1 and Group 2 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in February 2002. For Group 3 Securities, the 17th day of each month or, if the 17th day is not a Business Day, the first Business Day thereafter, commencing in February 2002.

**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	Underlying Certificates	(1)	(1)
3	Underlying Certificates	(1)	(1)

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

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

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
\$400,000,000	358	2	7.25%

<sup>1</sup> As of January 1, 2002.

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

<sup>3</sup> The Mortgage Loans underlying the Group 1 Trust Assets may bear interest at rates ranging from 0.5% to 1.5% per annum above the 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 — 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 Trusts.

**Issuance of Securities:** The Group 1 and Group 2 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 Group 3 Securities will initially be issued in book-entry form through the book-entry system of the MBS Division of the Depository Trust Company. The Residual Securities will be issued in fully registered, certificated form. See “Description of the Securities — Form of Securities” in this Supplement.

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

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

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the inside cover page 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
F .....	LIBOR + 0.50%	2.320%	0.5%	8.50%	0	0.00%
FA .....	LIBOR + 0.70%	2.520	0.7	8.50	0	0.00
FT .....	LIBOR + 0.50%	2.320	0.5	8.00	0	0.00
IO .....	8.00% – LIBOR	0.200	0.0	0.20	0	8.00
S.....	10.24% – (LIBOR × 0.80)	8.784	4.0	10.24	0	7.80
ST .....	7.50% – LIBOR	5.680	0.0	7.50	0	7.50

(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 for a Security Group, the following distributions will be made to the related Securities:

### SECURITY GROUP 1

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

1. Sequentially, to PA, PQ, PC, PD, PE and PG, in that order, until reduced to their Scheduled Principal Balances for that Distribution Date
2. To AB, until retired
3. Concurrently, (a) 25.3835155918% to AH and (b) 74.6164844082% to AC, AD, AE and AG, in that order, until retired
4. Sequentially, to PA, PQ, PC, PD, PE and PG, in that order, without regard to their Scheduled Principal Balances, until retired

**SECURITY GROUP 2**

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

1. Concurrently, to F and S, pro rata, until retired
2. To Z, until retired

**SECURITY GROUP 3**

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

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

<u>Class</u>	<u>Structuring Range</u>
PA, PC, PD, PE, PG and PQ .....	100% PSA through 250% PSA

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

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
IO .....	\$82,222,222	100% of F (SC/SEQ Class)
PK .....	\$ 3,652,307	7.6923076923% of PC (PAC Class)
	14,161,077	15.3846153846% of PQ (PAC Class)
	\$17,813,384	
ST .....	\$39,962,410	100% of FT (SC/PT Class)

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

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

## RISK FACTORS

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

***The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities.*** The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. We expect the rate of principal payments on the underlying mortgage loans to vary. Borrowers generally may prepay their mortgage loans at any time without penalty.

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

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

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

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

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

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

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

As described in the related underlying certificate disclosure documents, the underlying certificates included in trust asset group 2 are support classes that are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, these underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

This supplement contains no information as to whether underlying certificates 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 related underlying certificate disclosure documents.

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

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

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

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

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

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

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

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

## THE TRUST ASSETS

### General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and



warranties with respect to the Trust Assets. All Trust Assets, regardless of whether the assets consist of Trust MBS or Underlying Certificates, will evidence, directly or indirectly, Ginnie Mae Certificates.

### **The Trust MBS (Group 1)**

The Group 1 Trust Assets are either:

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

Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate bears interest at a Mortgage Rate 0.50% to 1.50% per annum greater than the 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 2 and Group 3)**

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

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

### **The Mortgage Loans**

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

Specific information regarding the characteristics of the Mortgage Loans 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.*

### **Ginnie Mae Conversion**

The Book-Entry Depository for Ginnie Mae Securities is being changed from the MBS Division of The Depository Trust Company ("DTC") to the Federal Reserve Bank of New York. Actual conversion will occur in stages and until conversion is completed for particular securities, the Book-Entry Depository for those securities will be DTC.

### **Form of Securities**

Each Class of Group 1 and Group 2 Securities initially will be issued and maintained, and may be transferred only on the book-entry system of the U.S. Federal Reserve Banks (the "Fedwire Book-Entry System"). The Group 3 Securities will initially be issued in book-entry form through the book-entry system of the MBS Division of the Depository Trust Company. Under either 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. It is currently anticipated that the Group 3 Securities will convert to the Fedwire Book-Entry System no later than the second quarter of the calendar year 2002, although there can be no assurance that the conversion will occur as scheduled. *See Ginnie Mae's website at [www.ginniemae.gov](http://www.ginniemae.gov) for more information regarding the scheduled*

*conversion*. By request accompanied by the payment of a transfer fee of \$25,000 per Certificated Security to be issued, a Beneficial Owner may receive a Regular Security in certificated form.

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

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

<u>Class</u>	<u>Minimum Denomination</u>
IO .....	\$10,000,000*
PK .....	\$ 541,000*
S .....	\$ 102,000
ST .....	\$ 1,250,000*

\* Notional balance

## **Distributions**

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

## **Interest Distributions**

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed 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 inside cover page of this Supplement and on Schedule I to this Supplement. The abbreviations used on the inside cover page 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
Group 2 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
Group 3 Floating Rate and Inverse Floating Rate Classes	From the 17th day of the month preceding the month of the related Distribution Date through the 16th 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 inside cover page of 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 gREX or by calling the Information Agent at (800) 234-GNMA.

### *Accrual Class*

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

### **Principal Distributions**

The Principal Distribution Amount or the Adjusted Principal Distribution Amount, as applicable, for each Group and the Accrual Amount will be distributed to the Holders entitled thereto as described above under “Terms Sheet — Allocation of Principal.” Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by

using the Class Factors published in the preceding and current months. See “— Class Factors” below.

### *Categories of Classes*

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the inside cover page of this Supplement and on Schedule I to this Supplement. The abbreviations used on the inside cover page, 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 inside cover page of this Supplement and on Schedule I to this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

### **Residual Securities**

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

### **Class Factors**

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

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than the Accrual Class) can calculate the

amount of principal and interest to be distributed to that Class, and investors in the Accrual Class can calculate the total amount of principal and interest to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.

- Investors may obtain current Class Factors on gREX.

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

### **Termination**

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

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

### **Modification and Exchange**

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

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at Bank One Trust Company, N.A., 153 W. 51st Street, 6th Floor, New York, New York 10019, Attention: Trust Administrator Ginnie Mae 2002-07. The Trustee may be contacted by telephone at (212) 373-1139 and by fax at (212) 373-1384.

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

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

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

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

### **General**

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

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

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

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

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

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

Investors in the Group 2 and Group 3 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 2 and group 3 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:

<b>PAC Classes</b>	<u><b>Initial Effective Ranges</b></u>
PA .....	100% PSA through 2,021% PSA
PC .....	100% PSA through 257% PSA
PD and PE .....	100% PSA through 250% PSA
PG .....	87% PSA through 250% PSA
PQ .....	100% PSA through 297% PSA

- The principal payment stability of the PAC Classes 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 table, that Class could fail to receive Scheduled Payments.

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC 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 or shift over time 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 the PAC Classes, and the Weighted Average Life of any or all of the PAC Classes may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for the PAC Classes, their supporting Classes may be retired earlier than the remaining PAC Classes, and the Weighted Average Life of the PAC Classes 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 inside cover page of this Supplement or on Schedule I to this Supplement, is the latest date on which the related Class Principal Balance or Class Notional Balance will be reduced to zero.

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

## **Modeling Assumptions**

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

1. The Mortgage Loans underlying the Group 1 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.5% per annum higher than the Certificate Rate.

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

3. Distributions on the Group 1 and Group 2 Securities are always received on the 20th day of the month and distributions on the Group 3 Securities are always received on the 17th day of the month, whether or not a Business Day, commencing in February 2002.

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

5. The Closing Date for the Securities is January 30, 2002.

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

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

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 17th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

## Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement (“PSA”) is the standard prepayment assumption model of The Bond 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. See “Yield, Maturity and Prepayment Considerations — Standard Prepayment Assumption Models” in the Base Offering Circular.

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

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

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates																			
	Class AB					Class AC					Class AD					Class AE				
	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	90	85	59	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	68	51	0	100	100	100	100	0	100	100	100	100	4	100	100	100	100	100
January 2005	100	100	41	10	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0
January 2006	100	100	19	0	0	100	100	100	0	0	100	100	100	38	0	100	100	100	100	0
January 2007	100	100	2	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0
January 2008	100	100	0	0	0	100	100	7	0	0	100	100	100	0	0	100	100	100	0	0
January 2009	100	100	0	0	0	100	100	0	0	0	100	100	54	0	0	100	100	100	0	0
January 2010	100	100	0	0	0	100	100	0	0	0	100	100	22	0	0	100	100	100	0	0
January 2011	100	100	0	0	0	100	100	0	0	0	100	100	5	0	0	100	100	100	0	0
January 2012	100	99	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	89	0	0
January 2013	100	95	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	66	0	0
January 2014	100	89	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	41	0	0
January 2015	100	82	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	13	0	0
January 2016	100	74	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2017	100	65	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2018	100	55	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2019	100	45	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2020	100	34	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2021	100	24	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2022	100	13	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2023	100	3	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2024	100	0	0	0	0	100	34	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2025	100	0	0	0	0	100	0	0	0	0	100	64	0	0	0	100	100	0	0	0
January 2026	100	0	0	0	0	100	0	0	0	0	100	9	0	0	0	100	100	0	0	0
January 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	36	0	0	0
January 2028	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2029	61	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2030	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	5	0	0	0	0	100	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.3	16.3	2.7	2.0	1.1	28.5	21.8	5.6	3.5	1.8	28.8	23.3	7.3	3.9	1.9	29.2	24.8	11.6	4.5	2.1

Distribution Date	PSA Prepayment Assumption Rates																			
	Class AG					Class AH					Class PA					Class PC				
	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	100	100	100	100	100	100	100	100	65	0	0	0	0	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	64	28	0	0	0	0	100	100	100	100	100
January 2005	100	100	100	100	0	100	100	100	100	0	0	0	0	0	0	100	100	100	100	100
January 2006	100	100	100	100	0	100	100	100	72	0	0	0	0	0	0	100	100	100	100	9
January 2007	100	100	100	90	0	100	100	100	43	0	0	0	0	0	0	100	94	94	94	0
January 2008	100	100	100	47	0	100	100	87	22	0	0	0	0	0	0	100	48	48	48	0
January 2009	100	100	100	19	0	100	100	76	9	0	0	0	0	0	0	100	5	5	5	0
January 2010	100	100	100	5	0	100	100	68	2	0	0	0	0	0	0	100	0	0	0	0
January 2011	100	100	100	0	0	100	100	65	0	0	0	0	0	0	0	100	0	0	0	0
January 2012	100	100	100	0	0	100	100	62	0	0	0	0	0	0	0	100	0	0	0	0
January 2013	100	100	100	0	0	100	100	58	0	0	0	0	0	0	0	100	0	0	0	0
January 2014	100	100	100	0	0	100	100	54	0	0	0	0	0	0	0	100	0	0	0	0
January 2015	100	100	100	0	0	100	100	50	0	0	0	0	0	0	0	100	0	0	0	0
January 2016	100	100	95	0	0	100	100	45	0	0	0	0	0	0	0	100	0	0	0	0
January 2017	100	100	86	0	0	100	100	41	0	0	0	0	0	0	0	100	0	0	0	0
January 2018	100	100	77	0	0	100	100	36	0	0	0	0	0	0	0	95	0	0	0	0
January 2019	100	100	68	0	0	100	100	32	0	0	0	0	0	0	0	70	0	0	0	0
January 2020	100	100	60	0	0	100	100	28	0	0	0	0	0	0	0	43	0	0	0	0
January 2021	100	100	52	0	0	100	100	25	0	0	0	0	0	0	0	13	0	0	0	0
January 2022	100	100	44	0	0	100	100	21	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	100	100	38	0	0	100	100	18	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	100	100	31	0	0	100	91	15	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	100	100	26	0	0	100	78	12	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	100	100	21	0	0	100	65	10	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	100	100	16	0	0	100	53	8	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	100	87	12	0	0	100	42	6	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	100	63	8	0	0	100	30	4	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	100	40	5	0	0	100	19	2	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	100	18	2	0	0	65	9	1	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.7	27.6	19.9	6.1	2.3	29.2	25.4	13.7	5.0	2.1	1.4	0.6	0.6	0.6	0.6	17.7	6.0	6.0	6.0	3.7

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class PD					Class PE					Class PG				
	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	0	100	100	100	100	92	100	100	100	100	100
January 2008	100	100	100	100	0	100	100	100	100	43	100	100	100	100	100
January 2009	100	100	100	100	0	100	100	100	100	9	100	100	100	100	100
January 2010	100	48	48	48	0	100	100	100	100	0	100	100	100	100	78
January 2011	100	0	0	0	0	100	96	96	96	0	100	100	100	100	54
January 2012	100	0	0	0	0	100	69	69	69	0	100	100	100	100	37
January 2013	100	0	0	0	0	100	46	46	46	0	100	100	100	100	25
January 2014	100	0	0	0	0	100	27	27	27	0	100	100	100	100	17
January 2015	100	0	0	0	0	100	11	11	11	0	100	100	100	100	12
January 2016	100	0	0	0	0	100	0	0	0	0	100	96	96	96	8
January 2017	100	0	0	0	0	100	0	0	0	0	100	79	79	79	5
January 2018	100	0	0	0	0	100	0	0	0	0	100	64	64	64	4
January 2019	100	0	0	0	0	100	0	0	0	0	100	52	52	52	2
January 2020	100	0	0	0	0	100	0	0	0	0	100	42	42	42	2
January 2021	100	0	0	0	0	100	0	0	0	0	100	34	34	34	1
January 2022	73	0	0	0	0	100	0	0	0	0	100	27	27	27	1
January 2023	23	0	0	0	0	100	0	0	0	0	100	21	21	21	0
January 2024	0	0	0	0	0	83	0	0	0	0	100	17	17	17	0
January 2025	0	0	0	0	0	51	0	0	0	0	100	13	13	13	0
January 2026	0	0	0	0	0	16	0	0	0	0	100	10	10	10	0
January 2027	0	0	0	0	0	0	0	0	0	0	67	7	7	7	0
January 2028	0	0	0	0	0	0	0	0	0	0	5	5	5	5	0
January 2029	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
January 2030	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
January 2031	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.5	8.0	8.0	8.0	4.5	23.0	11.0	11.0	11.0	5.9	25.4	18.2	18.2	18.2	10.0

**PSA Prepayment Assumption Rates**

Distribution Date	Class PK					Class PQ				
	0%	100%	196%	250%	500%	0%	100%	196%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2003	100	99	99	99	99	100	99	99	99	99
January 2004	100	82	82	82	82	100	77	77	77	77
January 2005	99	60	60	60	36	99	49	49	49	20
January 2006	95	38	38	38	2	94	22	22	22	0
January 2007	91	19	19	19	0	89	0	0	0	0
January 2008	87	10	10	10	0	84	0	0	0	0
January 2009	82	1	1	1	0	78	0	0	0	0
January 2010	77	0	0	0	0	71	0	0	0	0
January 2011	72	0	0	0	0	65	0	0	0	0
January 2012	66	0	0	0	0	57	0	0	0	0
January 2013	60	0	0	0	0	49	0	0	0	0
January 2014	53	0	0	0	0	40	0	0	0	0
January 2015	45	0	0	0	0	31	0	0	0	0
January 2016	37	0	0	0	0	21	0	0	0	0
January 2017	28	0	0	0	0	10	0	0	0	0
January 2018	20	0	0	0	0	0	0	0	0	0
January 2019	14	0	0	0	0	0	0	0	0	0
January 2020	9	0	0	0	0	0	0	0	0	0
January 2021	3	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	11.9	3.6	3.6	3.6	2.7	10.4	3.0	3.0	3.0	2.5

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes F, FA, IO and S					Class Z				
	0%	150%	342%	550%	700%	0%	150%	342%	550%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2003	97	78	53	26	6	106	106	106	106	106
January 2004	96	73	31	0	0	113	113	113	29	0
January 2005	95	68	15	0	0	120	120	120	0	0
January 2006	95	65	5	0	0	127	127	127	0	0
January 2007	94	62	0	0	0	135	135	127	0	0
January 2008	93	59	0	0	0	143	143	108	0	0
January 2009	92	56	0	0	0	152	152	97	0	0
January 2010	91	51	0	0	0	161	161	85	0	0
January 2011	90	45	0	0	0	171	171	73	0	0
January 2012	89	39	0	0	0	182	182	61	0	0
January 2013	88	33	0	0	0	193	193	51	0	0
January 2014	87	26	0	0	0	205	205	42	0	0
January 2015	85	20	0	0	0	218	218	34	0	0
January 2016	84	13	0	0	0	231	231	27	0	0
January 2017	83	7	0	0	0	245	245	21	0	0
January 2018	81	1	0	0	0	261	261	16	0	0
January 2019	79	0	0	0	0	277	230	13	0	0
January 2020	78	0	0	0	0	294	193	9	0	0
January 2021	67	0	0	0	0	312	158	7	0	0
January 2022	53	0	0	0	0	331	126	5	0	0
January 2023	37	0	0	0	0	351	97	3	0	0
January 2024	20	0	0	0	0	373	71	2	0	0
January 2025	2	0	0	0	0	396	47	1	0	0
January 2026	0	0	0	0	0	262	27	1	0	0
January 2027	0	0	0	0	0	95	9	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	18.3	7.5	1.5	0.7	0.5	24.4	20.2	10.4	1.9	1.3

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FT and ST				
	0%	200%	385%	600%	800%
Initial Percent	100	100	100	100	100
January 2003	99	87	76	63	51
January 2004	97	75	57	40	26
January 2005	95	65	43	25	13
January 2006	93	56	33	16	7
January 2007	91	48	25	10	3
January 2008	89	41	18	6	2
January 2009	87	35	14	4	1
January 2010	84	30	10	2	0
January 2011	81	26	8	1	0
January 2012	78	22	6	1	0
January 2013	75	18	4	1	0
January 2014	71	15	3	0	0
January 2015	67	13	2	0	0
January 2016	63	10	2	0	0
January 2017	58	9	1	0	0
January 2018	53	7	1	0	0
January 2019	47	5	1	0	0
January 2020	41	4	0	0	0
January 2021	35	3	0	0	0
January 2022	28	2	0	0	0
January 2023	20	1	0	0	0
January 2024	11	1	0	0	0
January 2025	2	0	0	0	0
January 2026	0	0	0	0	0
January 2027	0	0	0	0	0
January 2028	0	0	0	0	0
January 2029	0	0	0	0	0
January 2030	0	0	0	0	0
January 2031	0	0	0	0	0
January 2032	0	0	0	0	0
Weighted Average					
Life (years)	15.2	6.2	3.5	2.2	1.5

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 2 and Group 3 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount, slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR and Class IO will not benefit from particularly low levels of LIBOR because the rate on those Classes is capped at a maximum as set forth 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 the first Distribution Date, 30 days’ interest will be payable on (or added to the principal amount of) that Class even though interest began to accrue approximately 50 days earlier.

### **Yield Tables**

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

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to 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 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 PK to Prepayments  
Assumed Price 17.375%\***

<b>PSA Prepayment Assumption Rates</b>			
<b>100%</b>	<b>196%</b>	<b>250%</b>	<b>500%</b>
14.2%	14.2%	14.2%	0.0%

**SECURITY GROUP 2**

**Sensitivity of Class IO to Prepayments  
Assumed Price 1.125%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>342%</b>	<b>550%</b>	<b>700%</b>
7.8% and below .....	5.4%	(61.7)%	**	**
7.9% .....	(6.4)%	(79.3)%	**	**
8.0% and above .....	**	**	**	**

**Sensitivity of Class S to Prepayments  
Assumed Price 99.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>342%</b>	<b>550%</b>	<b>700%</b>
0.82% .....	10.0%	10.5%	11.3%	11.9%
1.82% .....	9.2%	9.7%	10.5%	11.1%
4.82% .....	6.7%	7.3%	8.2%	8.9%
7.80% and above .....	4.2%	4.9%	5.9%	6.7%

**SECURITY GROUP 3**

**Sensitivity of Class ST to Prepayments  
Assumed Price 7.5%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>385%</b>	<b>600%</b>	<b>800%</b>
0.82% .....	86.1%	68.2%	45.5%	22.3%
1.82% .....	69.3%	52.3%	31.0%	9.0%
4.82% .....	22.6%	8.3%	(9.6)%	(28.1)%
7.50% and above .....	**	**	**	**

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

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

**CERTAIN 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.

**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.**

### **REMIC Elections**

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

### **Regular Securities**

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

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

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

In addition to the Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumption described below and, in the case of the Class F and FT Securities, the constant LIBOR value described below, Class S is expected to be issued with OID.

Prospective investors in the 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 196% PSA in the case of the Group 1 Securities, 342% PSA in the case of the Group 2 Securities and 385% PSA in the case of the Group 3 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the value of LIBOR to be used for these determinations is 1.82%. 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.

OID accruals on the Underlying Certificates will be computed using the same prepayment assumption as set forth above.

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

### **Residual Securities**

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the 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. It is not expected that the Pooling REMIC will have a substantial amount of taxable income or loss in any period. However, 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 Issuing REMIC 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.

### **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.

### **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 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.

**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, Plans.

#### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

#### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) January 1, 2002 on the Fixed Rate Classes, (2) January 20, 2002 on the Group 2 Floating Rate and Inverse Floating Rate Classes, and (3) January 17, 2002 on the Group 3 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

#### **INCREASE IN SIZE**

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (1) the Original Class Principal Balance (or original Class Notional Balance) of each Class and (2) the Scheduled Principal Balances of each Class receiving principal distributions from the same Trust Asset Group 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; for the Trust by Cleary, Gottlieb, Steen & Hamilton and Marcell Solomon & Associates, P.C.; and for the Trustee by Ungaretti & Harris, Chicago, Illinois.

Schedule I

Available Combination (1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date (4)
Security Group 2								
F	\$82,222,222	FA	\$82,222,222	SC/SEQ	(5)	FLT	38373TW35	February 2029
IO	\$82,222,222							

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

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

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

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

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

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class PG</u>	<u>Class PQ</u>
Initial Balance . . . . .	\$9,683,000.00	\$47,480,000.00	\$32,967,000.00	\$60,202,000.00	\$39,437,000.00	\$92,047,000.00
February 2002 . . . . .	9,166,291.17	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
March 2002 . . . . .	8,581,133.44	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
April 2002 . . . . .	7,927,678.29	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
May 2002 . . . . .	7,206,112.53	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
June 2002 . . . . .	6,416,658.25	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
July 2002 . . . . .	5,559,572.77	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
August 2002 . . . . .	4,635,148.54	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
September 2002 . . . . .	3,643,713.03	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
October 2002 . . . . .	2,585,628.57	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
November 2002 . . . . .	1,461,292.16	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
December 2002 . . . . .	271,135.26	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	92,047,000.00
January 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	91,062,623.55
February 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	89,742,256.65
March 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	88,357,567.83
April 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	86,909,123.65
May 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	85,397,523.64
June 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	83,823,399.86
July 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	82,187,416.52
August 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	80,490,269.50
September 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	78,732,685.89
October 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	76,915,423.48
November 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	75,039,270.24
December 2003 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	73,105,043.74
January 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	71,113,590.59
February 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	69,065,785.81
March 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	66,962,532.20
April 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	64,804,759.70
May 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	62,593,424.68
June 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	60,393,164.10
July 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	58,203,920.75
August 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	56,025,637.71
September 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	53,858,258.35
October 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	51,701,726.33
November 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	49,555,985.61
December 2004 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	47,420,980.42
January 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	45,296,655.29
February 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	43,182,955.04
March 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	41,079,824.76
April 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	38,987,209.82
May 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	36,905,055.89
June 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	34,833,308.90
July 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	32,771,915.07
August 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	30,720,820.89
September 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	28,679,973.12
October 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	26,649,318.81
November 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	24,628,805.27
December 2005 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	22,618,380.08
January 2006 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	20,617,991.09
February 2006 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	18,627,586.43
March 2006 . . . . .	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	16,647,114.48

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class PG</u>	<u>Class PQ</u>
April 2006 .....	\$ 0.00	\$47,480,000.00	\$32,967,000.00	\$60,202,000.00	\$39,437,000.00	\$14,676,523.89
May 2006 .....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	12,715,763.58
June 2006 .....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	10,764,782.73
July 2006 .....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	8,823,530.78
August 2006 .....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	6,891,957.42
September 2006 ....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	4,970,012.62
October 2006 .....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	3,057,646.59
November 2006 .....	0.00	47,480,000.00	32,967,000.00	60,202,000.00	39,437,000.00	1,154,809.80
December 2006 ....	0.00	46,741,452.98	32,967,000.00	60,202,000.00	39,437,000.00	0.00
January 2007 .....	0.00	44,857,527.10	32,967,000.00	60,202,000.00	39,437,000.00	0.00
February 2007 .....	0.00	42,982,983.40	32,967,000.00	60,202,000.00	39,437,000.00	0.00
March 2007 .....	0.00	41,117,773.36	32,967,000.00	60,202,000.00	39,437,000.00	0.00
April 2007 .....	0.00	39,261,848.70	32,967,000.00	60,202,000.00	39,437,000.00	0.00
May 2007 .....	0.00	37,415,161.41	32,967,000.00	60,202,000.00	39,437,000.00	0.00
June 2007 .....	0.00	35,577,663.71	32,967,000.00	60,202,000.00	39,437,000.00	0.00
July 2007 .....	0.00	33,749,308.07	32,967,000.00	60,202,000.00	39,437,000.00	0.00
August 2007 .....	0.00	31,930,047.21	32,967,000.00	60,202,000.00	39,437,000.00	0.00
September 2007 ....	0.00	30,119,834.08	32,967,000.00	60,202,000.00	39,437,000.00	0.00
October 2007 .....	0.00	28,318,621.89	32,967,000.00	60,202,000.00	39,437,000.00	0.00
November 2007 .....	0.00	26,526,364.07	32,967,000.00	60,202,000.00	39,437,000.00	0.00
December 2007 ....	0.00	24,743,014.30	32,967,000.00	60,202,000.00	39,437,000.00	0.00
January 2008 .....	0.00	22,968,526.50	32,967,000.00	60,202,000.00	39,437,000.00	0.00
February 2008 .....	0.00	21,202,854.83	32,967,000.00	60,202,000.00	39,437,000.00	0.00
March 2008 .....	0.00	19,445,953.67	32,967,000.00	60,202,000.00	39,437,000.00	0.00
April 2008 .....	0.00	17,697,777.65	32,967,000.00	60,202,000.00	39,437,000.00	0.00
May 2008 .....	0.00	15,958,281.62	32,967,000.00	60,202,000.00	39,437,000.00	0.00
June 2008 .....	0.00	14,227,420.68	32,967,000.00	60,202,000.00	39,437,000.00	0.00
July 2008 .....	0.00	12,505,150.14	32,967,000.00	60,202,000.00	39,437,000.00	0.00
August 2008 .....	0.00	10,791,425.55	32,967,000.00	60,202,000.00	39,437,000.00	0.00
September 2008 ....	0.00	9,086,202.69	32,967,000.00	60,202,000.00	39,437,000.00	0.00
October 2008 .....	0.00	7,389,437.57	32,967,000.00	60,202,000.00	39,437,000.00	0.00
November 2008 .....	0.00	5,701,086.42	32,967,000.00	60,202,000.00	39,437,000.00	0.00
December 2008 ....	0.00	4,021,105.69	32,967,000.00	60,202,000.00	39,437,000.00	0.00
January 2009 .....	0.00	2,349,452.06	32,967,000.00	60,202,000.00	39,437,000.00	0.00
February 2009 .....	0.00	686,082.43	32,967,000.00	60,202,000.00	39,437,000.00	0.00
March 2009 .....	0.00	0.00	31,997,953.93	60,202,000.00	39,437,000.00	0.00
April 2009 .....	0.00	0.00	30,351,023.90	60,202,000.00	39,437,000.00	0.00
May 2009 .....	0.00	0.00	28,712,249.90	60,202,000.00	39,437,000.00	0.00
June 2009 .....	0.00	0.00	27,081,589.72	60,202,000.00	39,437,000.00	0.00
July 2009 .....	0.00	0.00	25,459,001.35	60,202,000.00	39,437,000.00	0.00
August 2009 .....	0.00	0.00	23,844,443.00	60,202,000.00	39,437,000.00	0.00
September 2009 ....	0.00	0.00	22,237,873.11	60,202,000.00	39,437,000.00	0.00
October 2009 .....	0.00	0.00	20,639,250.31	60,202,000.00	39,437,000.00	0.00
November 2009 .....	0.00	0.00	19,048,533.46	60,202,000.00	39,437,000.00	0.00
December 2009 ....	0.00	0.00	17,465,681.63	60,202,000.00	39,437,000.00	0.00
January 2010 .....	0.00	0.00	15,890,654.09	60,202,000.00	39,437,000.00	0.00
February 2010 .....	0.00	0.00	14,323,410.32	60,202,000.00	39,437,000.00	0.00
March 2010 .....	0.00	0.00	12,763,910.02	60,202,000.00	39,437,000.00	0.00
April 2010 .....	0.00	0.00	11,212,113.09	60,202,000.00	39,437,000.00	0.00
May 2010 .....	0.00	0.00	9,667,979.64	60,202,000.00	39,437,000.00	0.00
June 2010 .....	0.00	0.00	8,131,469.98	60,202,000.00	39,437,000.00	0.00
July 2010 .....	0.00	0.00	6,602,544.62	60,202,000.00	39,437,000.00	0.00
August 2010 .....	0.00	0.00	5,081,164.28	60,202,000.00	39,437,000.00	0.00
September 2010 ....	0.00	0.00	3,567,289.88	60,202,000.00	39,437,000.00	0.00
October 2010 .....	0.00	0.00	2,060,882.54	60,202,000.00	39,437,000.00	0.00
November 2010 .....	0.00	0.00	561,903.58	60,202,000.00	39,437,000.00	0.00

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class PG</u>	<u>Class PQ</u>
December 2010 . . . .	\$ 0.00	\$ 0.00	\$ 0.00	\$59,272,314.52	\$39,437,000.00	\$ 0.00
January 2011 . . . . .	0.00	0.00	0.00	57,788,077.08	39,437,000.00	0.00
February 2011 . . . . .	0.00	0.00	0.00	56,315,009.97	39,437,000.00	0.00
March 2011 . . . . .	0.00	0.00	0.00	54,862,996.02	39,437,000.00	0.00
April 2011 . . . . .	0.00	0.00	0.00	53,431,742.75	39,437,000.00	0.00
May 2011 . . . . .	0.00	0.00	0.00	52,020,961.69	39,437,000.00	0.00
June 2011 . . . . .	0.00	0.00	0.00	50,630,368.31	39,437,000.00	0.00
July 2011 . . . . .	0.00	0.00	0.00	49,259,681.99	39,437,000.00	0.00
August 2011 . . . . .	0.00	0.00	0.00	47,908,625.94	39,437,000.00	0.00
September 2011 . . . .	0.00	0.00	0.00	46,576,927.17	39,437,000.00	0.00
October 2011 . . . . .	0.00	0.00	0.00	45,264,316.42	39,437,000.00	0.00
November 2011 . . . . .	0.00	0.00	0.00	43,970,528.12	39,437,000.00	0.00
December 2011 . . . .	0.00	0.00	0.00	42,695,300.35	39,437,000.00	0.00
January 2012 . . . . .	0.00	0.00	0.00	41,438,374.77	39,437,000.00	0.00
February 2012 . . . . .	0.00	0.00	0.00	40,199,496.57	39,437,000.00	0.00
March 2012 . . . . .	0.00	0.00	0.00	38,978,414.45	39,437,000.00	0.00
April 2012 . . . . .	0.00	0.00	0.00	37,774,880.55	39,437,000.00	0.00
May 2012 . . . . .	0.00	0.00	0.00	36,588,650.40	39,437,000.00	0.00
June 2012 . . . . .	0.00	0.00	0.00	35,419,482.89	39,437,000.00	0.00
July 2012 . . . . .	0.00	0.00	0.00	34,267,140.21	39,437,000.00	0.00
August 2012 . . . . .	0.00	0.00	0.00	33,131,387.81	39,437,000.00	0.00
September 2012 . . . .	0.00	0.00	0.00	32,011,994.36	39,437,000.00	0.00
October 2012 . . . . .	0.00	0.00	0.00	30,908,731.71	39,437,000.00	0.00
November 2012 . . . . .	0.00	0.00	0.00	29,821,374.83	39,437,000.00	0.00
December 2012 . . . .	0.00	0.00	0.00	28,749,701.78	39,437,000.00	0.00
January 2013 . . . . .	0.00	0.00	0.00	27,693,493.66	39,437,000.00	0.00
February 2013 . . . . .	0.00	0.00	0.00	26,652,534.58	39,437,000.00	0.00
March 2013 . . . . .	0.00	0.00	0.00	25,626,611.62	39,437,000.00	0.00
April 2013 . . . . .	0.00	0.00	0.00	24,615,514.77	39,437,000.00	0.00
May 2013 . . . . .	0.00	0.00	0.00	23,619,036.90	39,437,000.00	0.00
June 2013 . . . . .	0.00	0.00	0.00	22,636,973.74	39,437,000.00	0.00
July 2013 . . . . .	0.00	0.00	0.00	21,669,123.82	39,437,000.00	0.00
August 2013 . . . . .	0.00	0.00	0.00	20,715,288.42	39,437,000.00	0.00
September 2013 . . . .	0.00	0.00	0.00	19,775,271.58	39,437,000.00	0.00
October 2013 . . . . .	0.00	0.00	0.00	18,848,880.00	39,437,000.00	0.00
November 2013 . . . . .	0.00	0.00	0.00	17,935,923.06	39,437,000.00	0.00
December 2013 . . . .	0.00	0.00	0.00	17,036,212.75	39,437,000.00	0.00
January 2014 . . . . .	0.00	0.00	0.00	16,149,563.63	39,437,000.00	0.00
February 2014 . . . . .	0.00	0.00	0.00	15,275,792.84	39,437,000.00	0.00
March 2014 . . . . .	0.00	0.00	0.00	14,414,720.00	39,437,000.00	0.00
April 2014 . . . . .	0.00	0.00	0.00	13,566,167.24	39,437,000.00	0.00
May 2014 . . . . .	0.00	0.00	0.00	12,729,959.11	39,437,000.00	0.00
June 2014 . . . . .	0.00	0.00	0.00	11,905,922.59	39,437,000.00	0.00
July 2014 . . . . .	0.00	0.00	0.00	11,093,887.03	39,437,000.00	0.00
August 2014 . . . . .	0.00	0.00	0.00	10,293,684.13	39,437,000.00	0.00
September 2014 . . . .	0.00	0.00	0.00	9,505,147.91	39,437,000.00	0.00
October 2014 . . . . .	0.00	0.00	0.00	8,728,114.67	39,437,000.00	0.00
November 2014 . . . . .	0.00	0.00	0.00	7,962,422.96	39,437,000.00	0.00
December 2014 . . . .	0.00	0.00	0.00	7,207,913.56	39,437,000.00	0.00
January 2015 . . . . .	0.00	0.00	0.00	6,464,429.43	39,437,000.00	0.00
February 2015 . . . . .	0.00	0.00	0.00	5,731,815.71	39,437,000.00	0.00
March 2015 . . . . .	0.00	0.00	0.00	5,009,919.65	39,437,000.00	0.00
April 2015 . . . . .	0.00	0.00	0.00	4,298,590.62	39,437,000.00	0.00
May 2015 . . . . .	0.00	0.00	0.00	3,597,680.05	39,437,000.00	0.00
June 2015 . . . . .	0.00	0.00	0.00	2,907,041.44	39,437,000.00	0.00
July 2015 . . . . .	0.00	0.00	0.00	2,226,530.28	39,437,000.00	0.00

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class PG</u>	<u>Class PQ</u>
August 2015 .....	\$ 0.00	\$ 0.00	\$ 0.00	\$ 1,556,004.08	\$39,437,000.00	\$ 0.00
September 2015 ....	0.00	0.00	0.00	895,322.29	39,437,000.00	0.00
October 2015 .....	0.00	0.00	0.00	244,346.31	39,437,000.00	0.00
November 2015 .....	0.00	0.00	0.00	0.00	39,039,939.44	0.00
December 2015 ....	0.00	0.00	0.00	0.00	38,407,966.88	0.00
January 2016 .....	0.00	0.00	0.00	0.00	37,785,295.68	0.00
February 2016 .....	0.00	0.00	0.00	0.00	37,171,794.72	0.00
March 2016 .....	0.00	0.00	0.00	0.00	36,567,334.70	0.00
April 2016 .....	0.00	0.00	0.00	0.00	35,971,788.09	0.00
May 2016 .....	0.00	0.00	0.00	0.00	35,385,029.13	0.00
June 2016 .....	0.00	0.00	0.00	0.00	34,806,933.79	0.00
July 2016 .....	0.00	0.00	0.00	0.00	34,237,379.76	0.00
August 2016 .....	0.00	0.00	0.00	0.00	33,676,246.41	0.00
September 2016 ....	0.00	0.00	0.00	0.00	33,123,414.78	0.00
October 2016 .....	0.00	0.00	0.00	0.00	32,578,767.55	0.00
November 2016 .....	0.00	0.00	0.00	0.00	32,042,189.03	0.00
December 2016 ....	0.00	0.00	0.00	0.00	31,513,565.11	0.00
January 2017 .....	0.00	0.00	0.00	0.00	30,992,783.27	0.00
February 2017 .....	0.00	0.00	0.00	0.00	30,479,732.55	0.00
March 2017 .....	0.00	0.00	0.00	0.00	29,974,303.50	0.00
April 2017 .....	0.00	0.00	0.00	0.00	29,476,388.21	0.00
May 2017 .....	0.00	0.00	0.00	0.00	28,985,880.25	0.00
June 2017 .....	0.00	0.00	0.00	0.00	28,502,674.66	0.00
July 2017 .....	0.00	0.00	0.00	0.00	28,026,667.94	0.00
August 2017 .....	0.00	0.00	0.00	0.00	27,557,758.01	0.00
September 2017 ....	0.00	0.00	0.00	0.00	27,095,844.21	0.00
October 2017 .....	0.00	0.00	0.00	0.00	26,640,827.27	0.00
November 2017 .....	0.00	0.00	0.00	0.00	26,192,609.29	0.00
December 2017 ....	0.00	0.00	0.00	0.00	25,751,093.74	0.00
January 2018 .....	0.00	0.00	0.00	0.00	25,316,185.41	0.00
February 2018 .....	0.00	0.00	0.00	0.00	24,887,790.42	0.00
March 2018 .....	0.00	0.00	0.00	0.00	24,465,816.19	0.00
April 2018 .....	0.00	0.00	0.00	0.00	24,050,171.42	0.00
May 2018 .....	0.00	0.00	0.00	0.00	23,640,766.06	0.00
June 2018 .....	0.00	0.00	0.00	0.00	23,237,511.33	0.00
July 2018 .....	0.00	0.00	0.00	0.00	22,840,319.68	0.00
August 2018 .....	0.00	0.00	0.00	0.00	22,449,104.76	0.00
September 2018 ....	0.00	0.00	0.00	0.00	22,063,781.42	0.00
October 2018 .....	0.00	0.00	0.00	0.00	21,684,265.70	0.00
November 2018 .....	0.00	0.00	0.00	0.00	21,310,474.80	0.00
December 2018 ....	0.00	0.00	0.00	0.00	20,942,327.06	0.00
January 2019 .....	0.00	0.00	0.00	0.00	20,579,741.97	0.00
February 2019 .....	0.00	0.00	0.00	0.00	20,222,640.13	0.00
March 2019 .....	0.00	0.00	0.00	0.00	19,870,943.23	0.00
April 2019 .....	0.00	0.00	0.00	0.00	19,524,574.07	0.00
May 2019 .....	0.00	0.00	0.00	0.00	19,183,456.51	0.00
June 2019 .....	0.00	0.00	0.00	0.00	18,847,515.46	0.00
July 2019 .....	0.00	0.00	0.00	0.00	18,516,676.89	0.00
August 2019 .....	0.00	0.00	0.00	0.00	18,190,867.79	0.00
September 2019 ....	0.00	0.00	0.00	0.00	17,870,016.17	0.00
October 2019 .....	0.00	0.00	0.00	0.00	17,554,051.03	0.00
November 2019 .....	0.00	0.00	0.00	0.00	17,242,902.37	0.00
December 2019 ....	0.00	0.00	0.00	0.00	16,936,501.15	0.00
January 2020 .....	0.00	0.00	0.00	0.00	16,634,779.30	0.00
February 2020 .....	0.00	0.00	0.00	0.00	16,337,669.70	0.00
March 2020 .....	0.00	0.00	0.00	0.00	16,045,106.16	0.00



<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class PG</u>	<u>Class PQ</u>
April 2020 .....	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$15,757,023.41	\$ 0.00
May 2020 .....	0.00	0.00	0.00	0.00	15,473,357.09	0.00
June 2020 .....	0.00	0.00	0.00	0.00	15,194,043.73	0.00
July 2020 .....	0.00	0.00	0.00	0.00	14,919,020.76	0.00
August 2020 .....	0.00	0.00	0.00	0.00	14,648,226.47	0.00
September 2020 .....	0.00	0.00	0.00	0.00	14,381,600.01	0.00
October 2020 .....	0.00	0.00	0.00	0.00	14,119,081.38	0.00
November 2020 .....	0.00	0.00	0.00	0.00	13,860,611.42	0.00
December 2020 .....	0.00	0.00	0.00	0.00	13,606,131.79	0.00
January 2021 .....	0.00	0.00	0.00	0.00	13,355,584.96	0.00
February 2021 .....	0.00	0.00	0.00	0.00	13,108,914.22	0.00
March 2021 .....	0.00	0.00	0.00	0.00	12,866,063.63	0.00
April 2021 .....	0.00	0.00	0.00	0.00	12,626,978.05	0.00
May 2021 .....	0.00	0.00	0.00	0.00	12,391,603.10	0.00
June 2021 .....	0.00	0.00	0.00	0.00	12,159,885.16	0.00
July 2021 .....	0.00	0.00	0.00	0.00	11,931,771.35	0.00
August 2021 .....	0.00	0.00	0.00	0.00	11,707,209.55	0.00
September 2021 .....	0.00	0.00	0.00	0.00	11,486,148.35	0.00
October 2021 .....	0.00	0.00	0.00	0.00	11,268,537.07	0.00
November 2021 .....	0.00	0.00	0.00	0.00	11,054,325.74	0.00
December 2021 .....	0.00	0.00	0.00	0.00	10,843,465.07	0.00
January 2022 .....	0.00	0.00	0.00	0.00	10,635,906.48	0.00
February 2022 .....	0.00	0.00	0.00	0.00	10,431,602.06	0.00
March 2022 .....	0.00	0.00	0.00	0.00	10,230,504.58	0.00
April 2022 .....	0.00	0.00	0.00	0.00	10,032,567.46	0.00
May 2022 .....	0.00	0.00	0.00	0.00	9,837,744.77	0.00
June 2022 .....	0.00	0.00	0.00	0.00	9,645,991.24	0.00
July 2022 .....	0.00	0.00	0.00	0.00	9,457,262.22	0.00
August 2022 .....	0.00	0.00	0.00	0.00	9,271,513.69	0.00
September 2022 .....	0.00	0.00	0.00	0.00	9,088,702.25	0.00
October 2022 .....	0.00	0.00	0.00	0.00	8,908,785.10	0.00
November 2022 .....	0.00	0.00	0.00	0.00	8,731,720.05	0.00
December 2022 .....	0.00	0.00	0.00	0.00	8,557,465.50	0.00
January 2023 .....	0.00	0.00	0.00	0.00	8,385,980.44	0.00
February 2023 .....	0.00	0.00	0.00	0.00	8,217,224.41	0.00
March 2023 .....	0.00	0.00	0.00	0.00	8,051,157.55	0.00
April 2023 .....	0.00	0.00	0.00	0.00	7,887,740.54	0.00
May 2023 .....	0.00	0.00	0.00	0.00	7,726,934.62	0.00
June 2023 .....	0.00	0.00	0.00	0.00	7,568,701.57	0.00
July 2023 .....	0.00	0.00	0.00	0.00	7,413,003.72	0.00
August 2023 .....	0.00	0.00	0.00	0.00	7,259,803.91	0.00
September 2023 .....	0.00	0.00	0.00	0.00	7,109,065.52	0.00
October 2023 .....	0.00	0.00	0.00	0.00	6,960,752.43	0.00
November 2023 .....	0.00	0.00	0.00	0.00	6,814,829.04	0.00
December 2023 .....	0.00	0.00	0.00	0.00	6,671,260.25	0.00
January 2024 .....	0.00	0.00	0.00	0.00	6,530,011.45	0.00
February 2024 .....	0.00	0.00	0.00	0.00	6,391,048.52	0.00
March 2024 .....	0.00	0.00	0.00	0.00	6,254,337.83	0.00
April 2024 .....	0.00	0.00	0.00	0.00	6,119,846.20	0.00
May 2024 .....	0.00	0.00	0.00	0.00	5,987,540.94	0.00
June 2024 .....	0.00	0.00	0.00	0.00	5,857,389.81	0.00
July 2024 .....	0.00	0.00	0.00	0.00	5,729,361.03	0.00
August 2024 .....	0.00	0.00	0.00	0.00	5,603,423.26	0.00
September 2024 .....	0.00	0.00	0.00	0.00	5,479,545.62	0.00
October 2024 .....	0.00	0.00	0.00	0.00	5,357,697.65	0.00
November 2024 .....	0.00	0.00	0.00	0.00	5,237,849.32	0.00

<b>Distribution Date</b>	<b>Class PA</b>	<b>Class PC</b>	<b>Class PD</b>	<b>Class PE</b>	<b>Class PG</b>	<b>Class PQ</b>
December 2024 . . . .	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 5,119,971.04	\$ 0.00
January 2025 . . . . .	0.00	0.00	0.00	0.00	5,004,033.62	0.00
February 2025 . . . . .	0.00	0.00	0.00	0.00	4,890,008.30	0.00
March 2025 . . . . .	0.00	0.00	0.00	0.00	4,777,866.71	0.00
April 2025 . . . . .	0.00	0.00	0.00	0.00	4,667,580.89	0.00
May 2025 . . . . .	0.00	0.00	0.00	0.00	4,559,123.28	0.00
June 2025 . . . . .	0.00	0.00	0.00	0.00	4,452,466.70	0.00
July 2025 . . . . .	0.00	0.00	0.00	0.00	4,347,584.36	0.00
August 2025 . . . . .	0.00	0.00	0.00	0.00	4,244,449.85	0.00
September 2025 . . . .	0.00	0.00	0.00	0.00	4,143,037.13	0.00
October 2025 . . . . .	0.00	0.00	0.00	0.00	4,043,320.54	0.00
November 2025 . . . . .	0.00	0.00	0.00	0.00	3,945,274.78	0.00
December 2025 . . . .	0.00	0.00	0.00	0.00	3,848,874.90	0.00
January 2026 . . . . .	0.00	0.00	0.00	0.00	3,754,096.31	0.00
February 2026 . . . . .	0.00	0.00	0.00	0.00	3,660,914.77	0.00
March 2026 . . . . .	0.00	0.00	0.00	0.00	3,569,306.38	0.00
April 2026 . . . . .	0.00	0.00	0.00	0.00	3,479,247.59	0.00
May 2026 . . . . .	0.00	0.00	0.00	0.00	3,390,715.17	0.00
June 2026 . . . . .	0.00	0.00	0.00	0.00	3,303,686.24	0.00
July 2026 . . . . .	0.00	0.00	0.00	0.00	3,218,138.22	0.00
August 2026 . . . . .	0.00	0.00	0.00	0.00	3,134,048.88	0.00
September 2026 . . . .	0.00	0.00	0.00	0.00	3,051,396.28	0.00
October 2026 . . . . .	0.00	0.00	0.00	0.00	2,970,158.81	0.00
November 2026 . . . . .	0.00	0.00	0.00	0.00	2,890,315.15	0.00
December 2026 . . . .	0.00	0.00	0.00	0.00	2,811,844.31	0.00
January 2027 . . . . .	0.00	0.00	0.00	0.00	2,734,725.58	0.00
February 2027 . . . . .	0.00	0.00	0.00	0.00	2,658,938.55	0.00
March 2027 . . . . .	0.00	0.00	0.00	0.00	2,584,463.10	0.00
April 2027 . . . . .	0.00	0.00	0.00	0.00	2,511,279.39	0.00
May 2027 . . . . .	0.00	0.00	0.00	0.00	2,439,367.88	0.00
June 2027 . . . . .	0.00	0.00	0.00	0.00	2,368,709.31	0.00
July 2027 . . . . .	0.00	0.00	0.00	0.00	2,299,284.67	0.00
August 2027 . . . . .	0.00	0.00	0.00	0.00	2,231,075.25	0.00
September 2027 . . . .	0.00	0.00	0.00	0.00	2,164,062.59	0.00
October 2027 . . . . .	0.00	0.00	0.00	0.00	2,098,228.50	0.00
November 2027 . . . . .	0.00	0.00	0.00	0.00	2,033,555.05	0.00
December 2027 . . . .	0.00	0.00	0.00	0.00	1,970,024.56	0.00
January 2028 . . . . .	0.00	0.00	0.00	0.00	1,907,619.62	0.00
February 2028 . . . . .	0.00	0.00	0.00	0.00	1,846,323.06	0.00
March 2028 . . . . .	0.00	0.00	0.00	0.00	1,786,117.95	0.00
April 2028 . . . . .	0.00	0.00	0.00	0.00	1,726,987.61	0.00
May 2028 . . . . .	0.00	0.00	0.00	0.00	1,668,915.60	0.00
June 2028 . . . . .	0.00	0.00	0.00	0.00	1,611,885.71	0.00
July 2028 . . . . .	0.00	0.00	0.00	0.00	1,555,881.96	0.00
August 2028 . . . . .	0.00	0.00	0.00	0.00	1,500,888.62	0.00
September 2028 . . . .	0.00	0.00	0.00	0.00	1,446,890.17	0.00
October 2028 . . . . .	0.00	0.00	0.00	0.00	1,393,871.31	0.00
November 2028 . . . . .	0.00	0.00	0.00	0.00	1,341,816.97	0.00
December 2028 . . . .	0.00	0.00	0.00	0.00	1,290,712.29	0.00
January 2029 . . . . .	0.00	0.00	0.00	0.00	1,240,542.62	0.00
February 2029 . . . . .	0.00	0.00	0.00	0.00	1,191,293.54	0.00
March 2029 . . . . .	0.00	0.00	0.00	0.00	1,142,950.82	0.00
April 2029 . . . . .	0.00	0.00	0.00	0.00	1,095,500.44	0.00
May 2029 . . . . .	0.00	0.00	0.00	0.00	1,048,928.58	0.00
June 2029 . . . . .	0.00	0.00	0.00	0.00	1,003,221.63	0.00
July 2029 . . . . .	0.00	0.00	0.00	0.00	958,366.17	0.00

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class PG</u>	<u>Class PQ</u>
August 2029 .....	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 914,348.96	\$ 0.00
September 2029 .....	0.00	0.00	0.00	0.00	871,156.98	0.00
October 2029 .....	0.00	0.00	0.00	0.00	828,777.37	0.00
November 2029 .....	0.00	0.00	0.00	0.00	787,197.48	0.00
December 2029 .....	0.00	0.00	0.00	0.00	746,404.82	0.00
January 2030 .....	0.00	0.00	0.00	0.00	706,387.10	0.00
February 2030 .....	0.00	0.00	0.00	0.00	667,132.20	0.00
March 2030 .....	0.00	0.00	0.00	0.00	628,628.18	0.00
April 2030 .....	0.00	0.00	0.00	0.00	590,863.27	0.00
May 2030 .....	0.00	0.00	0.00	0.00	553,825.87	0.00
June 2030 .....	0.00	0.00	0.00	0.00	517,504.54	0.00
July 2030 .....	0.00	0.00	0.00	0.00	481,888.03	0.00
August 2030 .....	0.00	0.00	0.00	0.00	446,965.23	0.00
September 2030 .....	0.00	0.00	0.00	0.00	412,725.20	0.00
October 2030 .....	0.00	0.00	0.00	0.00	379,157.16	0.00
November 2030 .....	0.00	0.00	0.00	0.00	346,250.49	0.00
December 2030 .....	0.00	0.00	0.00	0.00	313,994.72	0.00
January 2031 .....	0.00	0.00	0.00	0.00	282,379.53	0.00
February 2031 .....	0.00	0.00	0.00	0.00	251,394.76	0.00
March 2031 .....	0.00	0.00	0.00	0.00	221,030.39	0.00
April 2031 .....	0.00	0.00	0.00	0.00	191,276.55	0.00
May 2031 .....	0.00	0.00	0.00	0.00	162,123.52	0.00
June 2031 .....	0.00	0.00	0.00	0.00	133,561.71	0.00
July 2031 .....	0.00	0.00	0.00	0.00	105,581.67	0.00
August 2031 .....	0.00	0.00	0.00	0.00	78,174.10	0.00
September 2031 .....	0.00	0.00	0.00	0.00	51,329.83	0.00
October 2031 .....	0.00	0.00	0.00	0.00	25,039.83	0.00
November 2031 and thereafter .....	0.00	0.00	0.00	0.00	0.00	0.00

**Exhibit A**

**Underlying Certificates**

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal 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 Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2001-65	FW	12/28/2001	38373TNY7	(3)	FLT	February 2029	SUP	\$157,358,554	0.91403877	\$143,831,819	100%	7.778%	304	51	II
2	Ginnie Mae	2001-65	SW	12/28/2001	38373TPF6	(3)	INV	February 2029	SUP	65,566,064	0.91403877	59,929,924	100%	7.778	304	51	II
3	Ginnie Mae	2001-50	FT	11/30/2001	38373RZ36	(3)	FLT	August 2027	PT	68,887,259	0.91056974	39,962,410	63.7088187817%	8.500	278	73	I
3	Ginnie Mae	2001-50	ST	11/30/2001	38373RZ44	(3)	INV/IO	August 2027	NLT(PT)	68,887,259	0.91056974	39,962,410	63.7088187817%	8.500	278	73	I

(1) As defined under "Class Types" the Base Offering Circular.

(2) Underlying Certificate Factors are as of January 2002.

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

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

**Offering Circular Supplement**  
**(To Base Offering Circular dated March 1, 2000)**

**\$1,026,000,077**

**Government National Mortgage Association**



**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2001-65**



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

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

**The Securities**

The Trust will issue the classes of securities listed on the inside front cover.

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own Ginnie Mae Certificates.

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 December 28, 2001.

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.

**Goldman, Sachs & Co.**

**Blaylock & Partners, L.P.**

The date of this Offering Circular Supplement is December 19, 2001.

### Ginnie Mae REMIC Trust 2001-65

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Security Group 1</b>						
FH(1) . . . . .	\$100,000,000	(5)	PT	FLT	December 2031	38373TNT8
SH(1) . . . . .	100,000,000	(5)	NTL(PT)	INV/IO	December 2031	38373TNU5
<b>Security Group 2</b>						
FK(1) . . . . .	100,000,000	(5)	PT	FLT	December 2031	38373TNV3
SK(1) . . . . .	100,000,000	(5)	NTL(PT)	INV/IO	December 2031	38373TNW1
<b>Security Group 3</b>						
FV(1) . . . . .	284,685,744	(5)	PT	FLT	February 2029	38373TNX9
FW . . . . .	157,358,554	(5)	SUP	FLT	February 2029	38373TNY7
PG . . . . .	75,000,000	6.0%	PAC	FIX	July 2028	38373TNZ4
PH . . . . .	12,489,000	6.0	PAC	FIX	November 2028	38373TPA7
PJ . . . . .	10,635,000	6.0	PAC	FIX	February 2029	38373TPB5
PK . . . . .	63,910,000	6.0	PAC	FIX	July 2026	38373TPC3
PL . . . . .	42,070,000	6.0	PAC	FIX	July 2028	38373TPD1
SV(1) . . . . .	284,685,744	(5)	NTL(PT)	INV/IO	February 2029	38373TPE9
SW . . . . .	65,566,064	(5)	SUP	INV	February 2029	38373TPF6
<b>Security Group 4</b>						
FB(1) . . . . .	100,000,000	(5)	PT	FLT	December 2031	38373TPG4
IB(1) . . . . .	100,000,000	(5)	NTL(PT)	INV/IO	December 2031	38373TPH2
QO(1) . . . . .	14,285,715	0.0	PT	PO	December 2031	38373TPJ8
SB(1) . . . . .	100,000,000	(5)	NTL(PT)	INV/IO	December 2031	38373TPK5
<b>Residual</b>						
R . . . . .	0	0.0	NPR	NPR	December 2031	38373TPL3

- (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.

## 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:** Goldman, Sachs & Co.

**Trustee:** Bank One Trust Company, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** December 28, 2001

**Distribution Dates:** For the Group 1 and Group 2 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in January 2002. For the Group 3 and Group 4 Securities, the 20th day of each month or, if the 19th day or the 20th day is not a Business Day, the first Business Day following the 20th day of each month, commencing in January 2002. If Ginnie Mae converts to the book-entry system maintained by the U.S. Federal Reserve Banks (*see “Description of the Securities — Form of Securities” in this Supplement*), the Distribution Date for the Group 3 and Group 4 Securities will be the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	8.0%	30
2	Ginnie Mae I	8.5%	30
3	Ginnie Mae II	7.0%	30
4	Ginnie Mae II	7.0%	30

**Security Groups:** This series of Securities consists of multiple Security Groups, as shown on the inside front cover of this Supplement and on Schedule I to this Supplement. 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 Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b> \$100,000,000	342	15	8.50%
<b>Group 2 Trust Assets</b> \$100,000,000	338	18	9.00%
<b>Group 3 Trust Assets</b> \$711,714,362	306	51	7.78%
<b>Group 4 Trust Assets</b> \$114,285,715	344	10	7.78%

<sup>1</sup> As of December 1, 2001.

<sup>2</sup> Does not include Group 4 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 3 and Group 4 Trust Assets bear interest at rates ranging from 0.5% to 1.5% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 3 and Group 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement.

**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 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 inside cover page 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>
FB	LIBOR + 0.60%	2.50%	0.60%	8.00%	0	0.00%
FH	LIBOR + 0.40%	2.48%	0.40%	8.00%	0	0.00%
FK	LIBOR + 0.35%	2.25%	0.35%	8.50%	0	0.00%
FV	LIBOR + 0.40%	2.30%	0.40%	8.50%	0	0.00%
FW	LIBOR + 0.80%	2.70%	0.80%	8.50%	0	0.00%
IB	7.40% – LIBOR	0.40%	0.00%	0.40%	0	7.40%
SB	7.00% – LIBOR	5.10%	0.00%	7.00%	0	7.00%
SH	7.60% – LIBOR	5.52%	0.00%	7.60%	0	7.60%
SI	7.40% – LIBOR	5.50%	0.00%	7.40%	0	7.40%
SK	8.15% – LIBOR	6.25%	0.00%	8.15%	0	8.15%
SQ	51.80% – (LIBOR × 7.0)	38.50%	0.00%	51.80%	0	7.40%
SV	8.10% – LIBOR	6.20%	0.00%	8.10%	0	8.10%
SW	18.48% – (LIBOR × 2.4)	13.92%	0.00%	18.48%	0	7.70%

- (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

Pass-Through { The Group 1 Principal Distribution Amount will be allocated to FH, until retired

#### SECURITY GROUP 2

Pass-Through { The Group 2 Principal Distribution Amount will be allocated to FK, until retired

#### SECURITY GROUP 3

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

Pass-Through { 1. 39.9999998876% to FV, until retired

2. 60.0000001124% in the following order of priority:

- |     |   |  |
|-----|---|--|
| PAC | { | a. Concurrently, (i) 41.4410432092% to PG and (ii) 58.5589567908%, sequentially, to PK and PL, in that order, until reduced to their Scheduled Principal Balances for that Distribution Date |
|     | { | b. Sequentially, to PH and PJ, in that order, until reduced to their Scheduled Principal Balances for that Distribution Date   |
| SUP | { | c. Concurrently, to FW and SW, pro rata, until retired   |
|     | { | d. Concurrently, (i) 41.4410432092% to PG and (ii) 58.5589567908%, sequentially, to PK and PL, in that order, without regard to their Scheduled Principal Balances, until retired            |
| PAC | { | e. Sequentially, to PH and PJ, in that order, without regard to their Scheduled Principal Balances, until retired  |

**SECURITY GROUP 4**

Pass-Through	{	A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the “Group 4 Adjusted Principal Distribution Amount”) will be allocated concurrently, to FB and QO, pro rata, until retired
--------------	---	---

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

<u>Class</u>	<u>Range</u>
PG, PH, PJ, PK and PL .....	100% PSA through 400% PSA

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
IB .....	\$100,000,000	100% of FB (PT Class)
SB .....	\$100,000,000	100% of FB (PT Class)
SH .....	\$100,000,000	100% of FH (PT Class)
SI .....	\$100,000,000	100% of FB (PT Class)
SK .....	\$100,000,000	100% of FK (PT Class)
SV .....	\$284,685,744	100% of FV (PT Class)

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

**Regular and Residual Classes:** Class R is a Residual Class; all other Classes of REMIC Securities are Regular Classes.

**Offering Circular Supplement  
(To Base Offering Circular dated March 1, 2000)**

**\$6,144,413,638**

**Government National Mortgage Association**



**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2001-50**



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

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

**The Securities**

The Trust will issue the classes of securities listed on the inside front cover.

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be November 30, 2001.

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.

**Goldman, Sachs & Co.**

**Blaylock & Partners, L.P.**

The date of this Offering Circular Supplement is November 23, 2001.

### Ginnie Mae REMIC Trust 2001-50

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

<b>Class of REMIC Securities</b>	<b>Original Principal Balance(2)</b>	<b>Interest Rate</b>	<b>Principal Type(3)</b>	<b>Interest Type(3)</b>	<b>Final Distribution Date(4)</b>	<b>CUSIP Number</b>
<b>Security Group 1</b>						
A(1) .....	\$5,500,000,000	7.0%	SEQ	FIX	September 2031	38373RW88
B(1) .....	85,053,797	7.0	SEQ	FIX	November 2031	38373RW96
<b>Security Group 2</b>						
H .....	100,000,000	7.0	SEQ	FIX	March 2029	38373RX20
HA .....	50,000,000	5.5	SEQ	FIX	March 2029	38373RX38
VH .....	14,163,000	6.5	SEQ/AD	FIX	December 2010	38373RX46
VJ .....	8,565,000	6.5	SEQ	FIX	August 2014	38373RX53
ZH .....	17,700,000	6.5	SEQ	FIX/Z	November 2031	38373RX61
<b>Security Group 3</b>						
GA .....	2,800,000	6.0	SEQ	FIX	July 2014	38373RX79
GB .....	3,000,000	6.0	SEQ	FIX	April 2021	38373RX87
GC .....	2,500,000	6.0	SEQ	FIX	February 2025	38373RX95
GD .....	1,200,000	6.0	SEQ	FIX	August 2026	38373RY29
GE .....	2,200,000	6.0	SEQ	FIX	December 2028	38373RY37
GH .....	1,000,000	6.0	SEQ	FIX	December 2029	38373RY45
GJ .....	2,300,000	6.0	SEQ	FIX	November 2031	38373RY52
<b>Security Group 4</b>						
FD(1) .....	100,000,000	(5)	PT	FLT	November 2031	38373RY60
PO(1) .....	21,428,572	0.0	PT	PO	November 2031	38373RY78
SD(1) .....	100,000,000	(5)	NTL(PT)	INV/IO	November 2031	38373RY86
<b>Security Group 5</b>						
FV(1) .....	90,288,476	(5)	PT	FLT	September 2027	38373RY94
SV(1) .....	90,288,476	(5)	NTL(PT)	INV/IO	September 2027	38373RZ28
<b>Security Group 6</b>						
FT(1) .....	68,887,259	(5)	PT	FLT	August 2027	38373RZ36
ST(1) .....	68,887,259	(5)	NTL(PT)	INV/IO	August 2027	38373RZ44
<b>Security Group 7</b>						
FK(1) .....	13,724,949	(5)	PT	FLT	November 2018	38373RZ51
SK(1) .....	13,724,949	(5)	NTL(PT)	INV/IO	November 2018	38373RZ69
<b>Security Group 8</b>						
FN(1) .....	16,371,190	(5)	PT	FLT	November 2028	38373RZ77
SN(1) .....	16,371,190	(5)	NTL(PT)	INV/IO	November 2028	38373RZ85
<b>Security Group 9</b>						
FI(1) .....	12,763,853	(5)	PT	FLT	October 2029	38373RZ93
SI(1) .....	12,763,853	(5)	NTL(PT)	INV/IO	October 2029	38373R2A6
<b>Security Group 10</b>						
FJ(1) .....	11,011,037	(5)	PT	FLT	April 2025	38373R2B4
SJ(1) .....	11,011,037	(5)	NTL(PT)	INV/IO	April 2025	38373R2C2
<b>Security Group 11</b>						
FQ(1) .....	19,456,505	(5)	SC/PT	FLT	November 2021	38373R2D0
SQ(1) .....	19,456,505	(5)	SC/NTL(PT)	INV/IO	November 2021	38373R2E8
<b>Residuals</b>						
R .....	0	0.0	NPR	NPR	November 2031	38373R2F5
RA .....	0	0.0	NPR	NPR	November 2031	38373R2G3

(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.

## 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:** Goldman, Sachs & Co.

**Trustee:** Bank One Trust Company, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** November 30, 2001

**Distribution Dates:** For the Group 1, Group 5, Group 6, Group 7, Group 8, Group 9 and Group 10 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in December 2001. For the Group 2, Group 3 and Group 4 Securities, the 20th day of each month or, if the 19th day or the 20th day is not a Business Day, the first Business Day following the 20th day of each month, commencing in December 2001. For the Group 11 Securities, the first Business Day following the Underlying REMIC Distribution Date, commencing in December 2001. The “Underlying REMIC Distribution Date” is the 25th day of each month or, if the 25th day is not a business day, the first business day thereafter. For purposes of the definition of Underlying REMIC Distribution Date, “business day” will have the meaning assigned to it for the Underlying REMIC Trust. If Ginnie Mae converts to the book-entry system maintained by the U.S. Federal Reserve Banks (*see “Description of the Securities — Form of Securities” in this Supplement*), the Distribution Date for the Group 2, Group 3 and Group 4 Securities will be the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter. The Distribution Date for the Group 11 Securities may also change following such a conversion. If so, distributions will be made to Holders of the Securities included in the affected Group no later than they would have been had no such conversion taken place. *See “Description of the Securities — Form of Securities” in this Supplement.*

**Trust Assets:**

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae I	7.00%	30
2	Ginnie Mae II	6.50	30
3	Ginnie Mae II	6.00	30
4	Ginnie Mae II	7.00	30
5	Ginnie Mae I	9.50	30
6	Ginnie Mae I	8.00	30
7	Ginnie Mae I	8.47	30
8	Ginnie Mae I	8.50	30
9	Ginnie Mae I	9.00	30
10	Ginnie Mae I	10.50	30
11	Underlying Certificate	(1)	(1)

<sup>1</sup> Information regarding the Underlying Certificate and the related Mortgage Loans is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups, as shown on the inside front cover of this Supplement and on Schedule I to this Supplement. 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 Group 1 through 10 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$5,585,053,797	341	15	7.50%
<b>Group 2 Trust Assets</b>			
\$ 190,428,000	355	4	7.30%
<b>Group 3 Trust Assets</b>			
\$ 15,000,000	355	4	6.75%
<b>Group 4 Trust Assets</b>			
\$ 121,428,572	308	49	7.78%
<b>Group 5 Trust Assets</b>			
\$ 90,288,476	200	151	10.00%
<b>Group 6 Trust Assets</b>			
\$ 68,887,259	281	69	8.50%
<b>Group 7 Trust Assets</b>			
\$ 13,724,949	188	141	8.97%
<b>Group 8 Trust Assets</b>			
\$ 16,371,190	250	102	9.00%
<b>Group 9 Trust Assets</b>			
\$ 12,763,853	194	154	9.50%
<b>Group 10 Trust Assets</b>			
\$ 11,011,037	182	164	11.00%

<sup>1</sup> As of November 1, 2001.

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

<sup>3</sup> The Mortgage Loans underlying the Group 2, Group 3 and Group 4 Trust Assets bear interest at rates ranging from 0.5% to 1.5% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 2, Group 3 and Group 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

**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 inside cover page 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>
FD	LIBOR + 0.30%	2.38%	0.30%	8.500000%	0	0.00%
FI	LIBOR + 0.20%	2.28%	0.20%	9.000000%	0	0.00%
FJ	LIBOR + 0.15%	2.23%	0.15%	9.500000%	0	0.00%
FK	LIBOR + 0.20%	2.28%	0.20%	8.470000%	0	0.00%
FN	LIBOR + 0.25%	2.33%	0.25%	8.500000%	0	0.00%
FQ	LIBOR + 0.25%	2.33%	0.25%	7.500000%	0	0.00%
FT	LIBOR + 0.30%	2.38%	0.30%	8.000000%	0	0.00%
FV	LIBOR + 0.20%	2.28%	0.20%	9.500000%	0	0.00%
SD	8.20% – LIBOR	6.12%	0.00%	8.200000%	0	8.20%
SI	8.80% – LIBOR	6.72%	0.00%	8.800000%	0	8.80%
SJ	10.35% – LIBOR	8.27%	1.00%	10.350000%	0	9.35%
SK	8.27% – LIBOR	6.19%	0.00%	8.270000%	0	8.27%
SN	8.25% – LIBOR	6.17%	0.00%	8.250000%	0	8.25%
SP	38.26666666% – (LIBOR × 4.666667)	28.56%	0.00%	38.26666666%	0	8.20%
SQ	7.25% – LIBOR	5.17%	0.00%	7.250000%	0	7.25%
ST	7.70% – LIBOR	5.62%	0.00%	7.700000%	0	7.70%
SV	9.30% – LIBOR	7.22%	0.00%	9.300000%	0	9.30%

- (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**

SEQ { The Group 1 Principal Distribution Amount will be allocated to A and B, in that order, until retired

**SECURITY GROUP 2**

Accretion Directed and Accrual { The Accrual Amount will be allocated to VH, VJ and ZH, in that order, until retired

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

- SEQ {
1. Concurrently, to H and HA, pro rata, until retired
  2. Sequentially, to VH, VJ and ZH, in that order, until retired



**SECURITY GROUP 3**

SEQ { A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) will be allocated, sequentially, to GA, GB, GC, GD, GE, GH and GJ, in that order, until retired

**SECURITY GROUP 4**

Pass-Through { The Group 4 Principal Distribution Amount will be allocated concurrently to FD and PO, pro rata, until retired

**SECURITY GROUP 5**

Pass-Through { The Group 5 Principal Distribution Amount will be allocated to FV until retired

**SECURITY GROUP 6**

Pass-Through { The Group 6 Principal Distribution Amount will be allocated to FT until retired

**SECURITY GROUP 7**

Pass-Through { The Group 7 Principal Distribution Amount will be allocated to FK until retired

**SECURITY GROUP 8**

Pass-Through { The Group 8 Principal Distribution Amount will be allocated to FN until retired

**SECURITY GROUP 9**

Pass-Through { The Group 9 Principal Distribution Amount will be allocated to FI until retired

**SECURITY GROUP 10**

Pass-Through { The Group 10 Principal Distribution Amount will be allocated to FJ until retired

**SECURITY GROUP 11**

Pass-Through { The Group 11 Principal Distribution Amount will be allocated to FQ until retired

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

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
SD .....	\$100,000,000	100% of FD (PT Class)
SI .....	\$ 12,763,853	100% of FI (PT Class)
SJ .....	\$ 11,011,037	100% of FJ (PT Class)
SK .....	\$ 13,724,949	100% of FK (PT Class)
SN .....	\$ 16,371,190	100% of FN (PT Class)
SQ .....	\$ 19,456,505	100% of FQ (SC/PT Class)
ST .....	\$ 68,887,259	100% of FT (PT Class)
SV .....	\$ 90,288,476	100% of FV (PT Class)

**Tax Status:** Single REMIC Series consisting of two side-by-side Trust REMICs (each a “Trust REMIC”). Separate REMIC elections will be made as to the Group 1 Trust Assets (the “Group 1 Trust REMIC”) and the Trust Assets other than the Group 1 Trust Assets (the “Group 2-11 Trust REMIC”). See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class RA is a Residual Class and constitutes the Residual Interest of the Group 1 Trust REMIC ; Class R is a Residual Class and constitutes the Residual Interest of the Group 2-11 Trust REMIC; all other Classes of REMIC Securities are Regular Classes.



**\$643,724,153**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2002-07**

---

***OFFERING CIRCULAR SUPPLEMENT***  
**January 24, 2002**

---

**Goldman, Sachs & Co.  
Blaylock & Partners, L.P.**