

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



\$300,000,000

Government National Mortgage Association

GINNIE MAE[®]

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2005-054**

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-6 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 July 29, 2005.

You should read the Base Offering Circular as well as this Supplement.

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

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

The date of this Offering Circular Supplement is July 22, 2005.

Ginnie Mae REMIC Trust 2005-054

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
AW	\$ 1,000,000	5.0%	PAC	FIX	July 2035	38374L VV 0
BM(1)	9,658,000	5.0	PAC	FIX	July 2035	38374L VW 8
BU(1)	43,562,000	5.0	PAC	FIX	July 2035	38374L VX 6
CA(1)	140,255,000	5.0	PAC	FIX	July 2035	38374L VY 4
CB(1)	7,953,000	5.0	PAC	FIX	July 2035	38374L VZ 1
IA	27,272,727	5.5	NTL (PT)(5)	FIX/IO	July 2035	38374L WA 5
JA	30,100,000	5.0	SUP	FIX	June 2032	38374L WB 3
JB	19,616,000	5.0	SUP	FIX	June 2033	38374L WC 1
JC	16,944,000	5.0	SUP	FIX	March 2034	38374L WD 9
JD	8,948,000	5.0	SUP	FIX	August 2034	38374L WE 7
JE	21,964,000	5.0	SUP	FIX	July 2035	38374L WF 4
Residual						
RR	0	0	NPR	NPR	July 2035	38374L WG 2

(1) These Securities may be exchanged for MX Securities described in Schedule I.

(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.

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

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

(5) Class IA will reduce with the Trust Assets.

AVAILABLE INFORMATION

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

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

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

If you do not have access to the internet, call JPMorgan Chase Bank, N.A. 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, N.A. at the telephone number listed above.

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

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TERMS SHEET

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

Sponsor: Bear, Stearns & Co. Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: July 29, 2005

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2005.

Trust Assets:

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

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

Principal Balance(2)	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate(3)
\$300,000,000	355	4	5.95%

(1) As of July 1, 2005.

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

(3) The Mortgage Loans underlying the Trust Assets may bear interest at rates ranging from 0.25% 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.

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

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

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

Interest Rates: The Interest Rates for each class is shown on the inside cover page of this Supplement or on Schedule I to this Supplement.

Allocation of Principal: On each Distribution Date, a percentage of the Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the “Adjusted Principal Distribution Amount”) will be allocated as follows:

1. To BM, BU, CA and CB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To CA and CB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. To CA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To CB, until retired
 - iii. To CA, without regard to its Scheduled Principal Balance, until retired
 - b. To BM, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To BU, until retired
 - d. To CA and CB, in the same manner and order of priority described in Step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. To BM, without regard to its Scheduled Principal Balance, until retired
2. To AW, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Sequentially, to JA, JB, JC, JD and JE, until retired
4. To BM, BU, CA and CB, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired
5. To AW, without regard to its Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
BM, BU, CA and CB (in the aggregate)	200% PSA through 300% PSA
CA and CB (in the aggregate)	125% PSA through 300% PSA
CA	115% PSA through 300% PSA
BM	125% PSA through 300% PSA
AW	200% PSA through 300% 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 or Trust Assets indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI	\$12,750,454	9.0909090909% of Class CA (PAC Class)
EI	13,473,454	9.0909090909% of Class CA and CB (PAC Classes)
IA	27,272,727	9.0909090909% of the Trust Assets (net of Trustee Fee)
IC	878,000	9.0909090909% of Class BM (PAC Class)
ID	3,960,181	9.0909090909% of Class BU (PAC Class)
IE	18,311,635	9.0909090909% of Class BM, BU, CA and CB (PAC Classes)
IK	723,000	9.0909090909% of Class CB (PAC 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.

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at

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

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

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 securities may not be a suitable investment for you. The securities, in particular, the support, interest only and residual classes, are not suitable investments for all investors.

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

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of

ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain Federal Income Tax Consequences*” in this supplement and in the base offering circular.

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS

The Trust MBS are either:

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

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

The Mortgage Loans

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

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

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

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

Distributions

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

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days' interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed 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 Period

The Accrual Period for each Class is the calendar month preceding the related Distribution Date.

Fixed Rate Classes

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

Principal Distributions

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

Categories of Classes

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the 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 Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

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

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

Termination

The Trustee, at its option, may purchase or cause the sale of the Trust Assets and thereby terminate the Trust on any Distribution Date on which the aggregate of the Class Principal Balances of the Securities is less than 1% of the aggregate Original Class Principal Balances of the Securities. The Trustee will terminate the Trust and retire the Securities on any Distribution Date upon the Trustee’s determination that the REMIC status of 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 or Classes shown on Schedule I to this

Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 1, 2, 3, 4, 5, 7, 8, 10, 11 and 12, other related MX Classes. 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.

In the case of Combinations 1, 2, 7 and 8 the Class CB, Class CA, Class BM and Class BU Securities, respectively, may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination 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. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at One Federal Street, 3rd Floor, Boston, Massachusetts, 02110, Attention: Corporate Trust Services. The Trustee may be contacted by telephone at (617) 603–6451 and by fax at (617) 603–6644.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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 Mortgage Loans.

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

<u>PAC Classes</u>	<u>Initial Effective Ranges</u>
BM, BU, CA and CB (in the aggregate)	200% PSA through 300% PSA
CA and CB (in the aggregate)	125% PSA through 300% PSA
CA	115% PSA through 300% PSA
BM	125% PSA through 300% PSA
AW	195% PSA through 300% PSA

- The principal payment stability of the PAC Classes will be supported in part by the related PAC and 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 Mortgage Loans.

There is no assurance that the 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 Mortgage Loans, the initial Effective Ranges could differ from those shown in the above table. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above table, that Class could fail to receive Scheduled Payments.

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

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

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

Assumability

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

Final Distribution Date

The Final Distribution Date for each Class, which is set forth on the 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

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

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.50% per annum higher than the Certificate Rate.
2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.
3. Distributions on Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in August 2005.
4. A termination of the Trust does not occur.
5. The Closing Date for the Securities is July 29, 2005.
6. No expenses or fees are paid by the Trust other than the Trustee Fee.
7. Each Class is held from the Closing Date and is not exchanged in whole or in part.

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

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

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

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

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement (“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 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 Trust Assets and the Modeling Assumptions.

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

Distribution Date	PSA Prepayment Assumption Rates														
	Class AW					Classes BM, CP, CT and IC					Classes BP, BY, CM and EI				
	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2006	100	100	100	100	100	100	100	100	100	100	98	93	92	92	92
July 2007	100	100	100	100	100	100	100	100	100	100	96	80	79	79	79
July 2008	100	100	100	100	100	100	100	100	100	100	93	65	63	63	63
July 2009	100	100	100	100	100	100	100	100	100	100	91	51	48	48	48
July 2010	100	100	100	100	100	100	100	100	100	100	88	38	34	34	34
July 2011	100	100	100	100	100	100	100	100	100	100	85	26	22	22	22
July 2012	100	100	100	100	100	100	100	100	100	100	82	15	10	10	12
July 2013	100	100	100	100	100	100	100	92	92	100	79	4	0	0	5
July 2014	100	100	0	0	100	100	14	0	0	100	75	0	0	0	1
July 2015	100	100	0	0	100	100	0	0	0	65	71	0	0	0	0
July 2016	100	100	0	0	100	100	0	0	0	32	67	0	0	0	0
July 2017	100	100	0	0	100	100	0	0	0	9	63	0	0	0	0
July 2018	100	0	0	0	100	100	0	0	0	0	58	0	0	0	0
July 2019	100	0	0	0	100	100	0	0	0	0	53	0	0	0	0
July 2020	100	0	0	0	100	100	0	0	0	0	47	0	0	0	0
July 2021	100	0	0	0	94	100	0	0	0	0	42	0	0	0	0
July 2022	100	0	0	0	63	100	0	0	0	0	35	0	0	0	0
July 2023	100	0	0	0	42	100	0	0	0	0	29	0	0	0	0
July 2024	100	0	0	0	27	100	0	0	0	0	21	0	0	0	0
July 2025	100	0	0	0	18	100	0	0	0	0	14	0	0	0	0
July 2026	100	0	0	0	11	100	0	0	0	0	5	0	0	0	0
July 2027	100	0	0	0	7	44	0	0	0	0	0	0	0	0	0
July 2028	100	0	0	0	5	0	0	0	0	0	0	0	0	0	0
July 2029	100	0	0	0	3	0	0	0	0	0	0	0	0	0	0
July 2030	100	0	0	0	2	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	1	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.2	12.8	8.7	8.7	18.2	22.0	8.8	8.3	8.3	10.6	13.4	4.2	4.0	4.0	4.1

Distribution Date	PSA Prepayment Assumption Rates														
	Classes BU, CU, CW and ID					Classes CA, CH, CI and CK					Classes CB, CD, CE and IK				
	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2006	100	100	89	89	89	98	92	92	92	92	100	100	100	92	92
July 2007	100	100	68	68	68	95	79	79	79	79	100	100	77	77	77
July 2008	100	100	45	45	45	93	63	63	63	63	100	100	59	59	59
July 2009	100	100	28	28	28	90	48	48	48	48	100	100	44	44	44
July 2010	100	100	15	15	11	87	34	34	34	34	100	100	32	32	32
July 2011	100	100	6	6	6	84	22	22	22	22	100	100	23	23	24
July 2012	100	100	1	1	6	81	10	10	10	11	100	100	16	16	24
July 2013	100	100	0	0	6	78	0	0	0	4	100	76	0	0	24
July 2014	100	100	0	0	6	74	0	0	0	0	100	0	0	0	15
July 2015	100	73	0	0	6	70	0	0	0	0	100	0	0	0	0
July 2016	100	44	0	0	6	65	0	0	0	0	100	0	0	0	0
July 2017	100	18	0	0	6	61	0	0	0	0	100	0	0	0	0
July 2018	100	0	0	0	5	56	0	0	0	0	100	0	0	0	0
July 2019	100	0	0	0	3	50	0	0	0	0	100	0	0	0	0
July 2020	100	0	0	0	1	44	0	0	0	0	100	0	0	0	0
July 2021	100	0	0	0	0	38	0	0	0	0	100	0	0	0	0
July 2022	100	0	0	0	0	32	0	0	0	0	100	0	0	0	0
July 2023	100	0	0	0	0	24	0	0	0	0	100	0	0	0	0
July 2024	100	0	0	0	0	17	0	0	0	0	100	0	0	0	0
July 2025	100	0	0	0	0	9	0	0	0	0	100	0	0	0	0
July 2026	100	0	0	0	0	0	0	0	0	0	98	0	0	0	0
July 2027	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2028	77	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2029	42	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2030	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	23.8	10.8	3.0	3.0	3.5	13.0	4.0	4.0	4.0	4.0	21.3	8.2	4.0	4.0	4.4

PSA Prepayment Assumption Rates

Distribution Date	Class IA					Classes IE, JG, JK and JL					Class JA				
	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2006	99	96	94	92	88	98	95	92	92	92	100	100	94	79	37
July 2007	98	90	83	79	67	97	85	77	77	77	100	100	81	40	0
July 2008	97	83	70	64	47	95	74	61	61	61	100	100	69	2	0
July 2009	95	76	60	51	32	93	64	46	46	46	100	100	60	0	0
July 2010	94	69	51	41	22	91	54	33	33	32	100	100	55	0	0
July 2011	93	63	43	33	15	89	45	22	22	22	100	100	52	0	0
July 2012	91	58	36	27	10	87	37	12	12	15	100	100	50	0	0
July 2013	89	53	30	22	7	84	29	4	4	10	100	100	46	0	0
July 2014	88	48	26	17	5	82	22	0	0	7	100	100	31	0	0
July 2015	86	43	21	14	3	79	16	0	0	4	100	100	0	0	0
July 2016	84	39	18	11	2	76	10	0	0	3	100	100	0	0	0
July 2017	82	35	15	9	2	73	4	0	0	2	100	100	0	0	0
July 2018	79	32	13	7	1	69	0	0	0	1	100	94	0	0	0
July 2019	77	29	10	5	1	65	0	0	0	1	100	61	0	0	0
July 2020	74	26	9	4	0	61	0	0	0	0	100	31	0	0	0
July 2021	71	23	7	3	0	57	0	0	0	0	100	3	0	0	0
July 2022	68	20	6	3	0	52	0	0	0	0	100	0	0	0	0
July 2023	65	18	5	2	0	47	0	0	0	0	100	0	0	0	0
July 2024	61	15	4	2	0	42	0	0	0	0	100	0	0	0	0
July 2025	57	13	3	1	0	36	0	0	0	0	100	0	0	0	0
July 2026	53	11	2	1	0	30	0	0	0	0	100	0	0	0	0
July 2027	49	10	2	1	0	24	0	0	0	0	100	0	0	0	0
July 2028	44	8	1	0	0	17	0	0	0	0	100	0	0	0	0
July 2029	39	7	1	0	0	9	0	0	0	0	100	0	0	0	0
July 2030	34	5	1	0	0	1	0	0	0	0	100	0	0	0	0
July 2031	28	4	1	0	0	0	0	0	0	0	53	0	0	0	0
July 2032	22	3	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2033	15	2	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2034	8	1	0	0	0	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	19.9	10.3	6.6	5.4	3.6	16.1	5.9	4.0	4.0	4.2	26.1	14.4	5.9	1.7	0.8

PSA Prepayment Assumption Rates

Distribution Date	Class JB					Classes JC				
	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2006	100	100	100	100	100	100	100	100	100	100
July 2007	100	100	100	100	0	100	100	100	100	85
July 2008	100	100	100	100	0	100	100	100	100	0
July 2009	100	100	100	65	0	100	100	100	100	0
July 2010	100	100	100	44	0	100	100	100	100	0
July 2011	100	100	100	36	0	100	100	100	100	0
July 2012	100	100	100	35	0	100	100	100	100	0
July 2013	100	100	100	35	0	100	100	100	100	0
July 2014	100	100	100	19	0	100	100	100	100	0
July 2015	100	100	84	0	0	100	100	100	61	0
July 2016	100	100	31	0	0	100	100	100	12	0
July 2017	100	100	0	0	0	100	100	84	0	0
July 2018	100	100	0	0	0	100	100	39	0	0
July 2019	100	100	0	0	0	100	100	1	0	0
July 2020	100	100	0	0	0	100	100	0	0	0
July 2021	100	100	0	0	0	100	100	0	0	0
July 2022	100	64	0	0	0	100	100	0	0	0
July 2023	100	27	0	0	0	100	100	0	0	0
July 2024	100	0	0	0	0	100	92	0	0	0
July 2025	100	0	0	0	0	100	55	0	0	0
July 2026	100	0	0	0	0	100	21	0	0	0
July 2027	100	0	0	0	0	100	0	0	0	0
July 2028	100	0	0	0	0	100	0	0	0	0
July 2029	100	0	0	0	0	100	0	0	0	0
July 2030	100	0	0	0	0	100	0	0	0	0
July 2031	100	0	0	0	0	100	0	0	0	0
July 2032	86	0	0	0	0	100	0	0	0	0
July 2033	0	0	0	0	0	81	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0
July 2035	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	27.4	17.4	10.7	5.8	1.7	28.3	20.2	12.8	10.3	2.2

PSA Prepayment Assumption Rates

Distribution Date	Class JD					Class JE				
	0%	115%	231%	300%	500%	0%	115%	231%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
July 2006	100	100	100	100	100	100	100	100	100	100
July 2007	100	100	100	100	100	100	100	100	100	100
July 2008	100	100	100	100	0	100	100	100	100	75
July 2009	100	100	100	100	0	100	100	100	100	12
July 2010	100	100	100	100	0	100	100	100	100	0
July 2011	100	100	100	100	0	100	100	100	100	0
July 2012	100	100	100	100	0	100	100	100	100	0
July 2013	100	100	100	100	0	100	100	100	100	0
July 2014	100	100	100	100	0	100	100	100	100	0
July 2015	100	100	100	100	0	100	100	100	100	0
July 2016	100	100	100	100	0	100	100	100	100	0
July 2017	100	100	100	47	0	100	100	100	100	0
July 2018	100	100	100	0	0	100	100	100	94	0
July 2019	100	100	100	0	0	100	100	100	75	0
July 2020	100	100	42	0	0	100	100	100	59	0
July 2021	100	100	0	0	0	100	100	96	46	0
July 2022	100	100	0	0	0	100	100	79	36	0
July 2023	100	100	0	0	0	100	100	64	28	0
July 2024	100	100	0	0	0	100	100	52	21	0
July 2025	100	100	0	0	0	100	100	42	16	0
July 2026	100	100	0	0	0	100	100	33	12	0
July 2027	100	80	0	0	0	100	100	26	9	0
July 2028	100	25	0	0	0	100	100	20	7	0
July 2029	100	0	0	0	0	100	89	15	5	0
July 2030	100	0	0	0	0	100	70	11	3	0
July 2031	100	0	0	0	0	100	53	8	2	0
July 2032	100	0	0	0	0	100	36	5	1	0
July 2033	100	0	0	0	0	100	21	3	1	0
July 2034	12	0	0	0	0	100	8	1	0	0
July 2035	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	28.9	22.6	14.9	12.0	2.6	29.5	26.3	20.1	16.7	3.4

Yield Considerations

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

The effective yield on any Fixed Rate Class will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days' interest will be payable on 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.

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest, 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 assumption that the purchase price of each Class (expressed as a percentage of its original 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.**

Sensitivity of Class CI to Prepayments

Assumed Price 18.089612%*

PSA Prepayment Assumption Rates

<u>115%</u>	<u>231%</u>	<u>300%</u>	<u>500%</u>	<u>702%</u>
7.3%	7.3%	7.3%	7.7%	0.0%

Sensitivity of Class EI to Prepayments

Assumed Price 17.875%*

PSA Prepayment Assumption Rates

<u>115%</u>	<u>231%</u>	<u>300%</u>	<u>500%</u>	<u>699%</u>
9.7%	7.8%	7.8%	8.3%	0.0%

Sensitivity of Class IA to Prepayments

Assumed Price 19.8125%*

PSA Prepayment Assumption Rates

<u>115%</u>	<u>231%</u>	<u>300%</u>	<u>483%</u>	<u>500%</u>
20.9%	14.5%	10.6%	0.0%	(1.0)%

Sensitivity of Class IC to Prepayments

Assumed Price 40.134071%*

PSA Prepayment Assumption Rates

<u>115%</u>	<u>231%</u>	<u>300%</u>	<u>500%</u>	<u>778%</u>
4.2%	3.0%	3.0%	7.4%	0.0%

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

Sensitivity of Class ID to Prepayments
Assumed Price 22.08548%*

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>184%</u>	<u>231%</u>	<u>300%</u>	<u>500%</u>
23.3%	0.5%	(13.1)%	(13.1)%	(4.8)%

Sensitivity of Class IE to Prepayments
Assumed Price 20.296894%*

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>231%</u>	<u>300%</u>	<u>500%</u>	<u>593%</u>
13.3%	2.5%	2.5%	4.3%	0.0%

Sensitivity of Class IK to Prepayments
Assumed Price 20.486934%*

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>231%</u>	<u>300%</u>	<u>500%</u>	<u>521%</u>
23.0%	2.1%	2.1%	5.0%	0.3%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

The Class IA 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.

Other than the Regular Securities described in the preceding paragraph, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics and the prepayment assumption described below, no Class is expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 231% PSA (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the Trust Assets actually will occur. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from July 1, 2005. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts,

concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Stroock & Stroock & Lavan LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Nixon Peabody LLP.

Available Combinations(1)

REMIC Securities			MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	
Combination 1 (6) CB	\$ 7,953,000	CD CE IK	\$ 7,953,000 7,953,000 723,000	PAC PAC NTL (PAC)	4.75% 4.50 5.50	FIX FIX FIX/IO	38374L WH 0 38374L WJ 6 38374L WK 3	July 2035 July 2035 July 2035	
Combination 2 (6) CA	\$140,255,000	CH CI CK	\$140,255,000 12,750,454 140,255,000	PAC NTL (PAC) PAC	4.50% 5.50 4.75	FIX FIX/IO FIX	38374L WL 1 38374L WM 9 38374L WN 7	July 2035 July 2035 July 2035	
Combination 3 CI (5) IK (5)	\$ 12,750,454 723,000	EI	\$ 13,473,454	NTL (PAC)	5.50%	FIX/IO	38374L WP 2	July 2035	
Combination 4 CD (5) CK (5)	\$ 7,953,000 140,255,000	CM	\$148,208,000	PAC	4.75%	FIX	38374L WQ 0	July 2035	
Combination 5 CE (5) CH (5)	\$ 7,953,000 140,255,000	BY	\$148,208,000	PAC	4.50%	FIX	38374L WR 8	July 2035	
Combination 6 CA CB BM	\$140,255,000 7,953,000	BP	\$148,208,000	PAC	5.00%	FIX	38374L WS 6	July 2035	
Combination 7 (6) BU	\$ 9,658,000	CP CT IC	\$ 9,658,000 9,658,000 878,000	PAC PAC NTL (PAC)	4.75% 4.50 5.50	FIX FIX FIX/IO	38374L WT 4 38374L WU 1 38374L WV 9	July 2035 July 2035 July 2035	
Combination 8 (6) BU	\$ 43,562,000	CU CW ID	\$ 43,562,000 43,562,000 3,960,181	PAC PAC NTL (PAC)	4.75% 4.50 5.50	FIX FIX FIX/IO	38374L XA 4 38374L XB 2 38374L XC 0	July 2035 July 2035 July 2035	
Combination 9 BM BU CA CB	\$ 9,658,000 43,562,000 140,255,000 7,953,000	JG	\$201,428,000	PAC	5.00%	FIX	38374L WW 7	July 2035	
Combination 10 CM (5) CP (5) CU (5)	\$148,208,000 9,658,000 43,562,000	JK	\$201,428,000	PAC	4.75%	FIX	38374L WX 5	July 2035	

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 11								
BY (5)	\$148,208,000	JL	\$201,428,000	PAC	4.50%	FIX	38374L WY 3	July 2035
CT (5)	9,658,000							
CW (5)	43,562,000							
Combination 12								
EI (5)	\$ 13,473,454	IE	\$ 18,311,635	NTL (PAC)	5.50%	FIX/IO	38374L WZ 0	July 2035
IC (5)	878,000							
ID (5)	3,960,181							

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

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

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

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

(5) MX Class.

(6) In the case of Combinations 1, 2, 7 and 8 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

SCHEDULED PRINCIPAL BALANCES

Distribution Date	Class AW	Class BM	Classes BM, BU, CA and CB (in the aggregate)	Class CA	Classes CA and CB (in the aggregate)
Initial Balance	\$1,000,000.00	\$9,658,000.00	\$201,428,000.00	\$140,255,000.00	\$148,208,000.00
August 2005	1,000,000.00	9,658,000.00	200,613,234.33	139,655,627.23	147,583,375.21
September 2005	1,000,000.00	9,658,000.00	199,697,148.74	138,997,595.33	146,895,092.16
October 2005	1,000,000.00	9,658,000.00	198,680,259.14	138,281,148.40	146,143,423.17
November 2005	1,000,000.00	9,658,000.00	197,563,185.58	137,506,565.43	145,328,681.64
December 2005	1,000,000.00	9,658,000.00	196,346,651.97	136,674,160.12	144,451,221.85
January 2006	1,000,000.00	9,658,000.00	195,031,485.53	135,784,280.77	143,511,438.85
February 2006	1,000,000.00	9,658,000.00	193,618,616.08	134,837,310.01	142,509,768.15
March 2006	1,000,000.00	9,658,000.00	192,109,075.20	133,833,664.63	141,446,685.46
April 2006	1,000,000.00	9,658,000.00	190,503,995.19	132,773,795.29	140,322,706.35
May 2006	1,000,000.00	9,658,000.00	188,804,607.77	131,658,186.19	139,138,385.88
June 2006	1,000,000.00	9,658,000.00	187,012,242.77	130,487,354.76	137,894,318.20
July 2006	1,000,000.00	9,658,000.00	185,128,326.48	129,261,851.28	136,591,136.05
August 2006	1,000,000.00	9,658,000.00	183,154,379.92	127,982,258.47	135,229,510.30
September 2006	1,000,000.00	9,658,000.00	181,092,016.94	126,649,191.07	133,810,149.38
October 2006	1,000,000.00	9,658,000.00	178,942,942.10	125,263,295.33	132,333,798.69
November 2006	1,000,000.00	9,658,000.00	176,708,948.46	123,825,248.57	130,801,239.99
December 2006	1,000,000.00	9,658,000.00	174,391,915.13	122,335,758.57	129,213,290.73
January 2007	1,000,000.00	9,658,000.00	171,993,804.70	120,795,563.08	127,570,803.32
February 2007	1,000,000.00	9,658,000.00	169,516,660.58	119,205,429.16	125,874,664.40
March 2007	1,000,000.00	9,658,000.00	166,962,604.09	117,566,152.60	124,125,794.07
April 2007	1,000,000.00	9,658,000.00	164,333,831.45	115,878,557.24	122,325,145.04
May 2007	1,000,000.00	9,658,000.00	161,632,610.68	114,143,494.29	120,473,701.78
June 2007	1,000,000.00	9,658,000.00	158,861,278.30	112,361,841.63	118,572,479.65
July 2007	1,000,000.00	9,658,000.00	156,022,235.96	110,534,503.06	116,622,523.96
August 2007	1,000,000.00	9,658,000.00	153,117,946.94	108,662,407.55	114,624,908.98
September 2007	1,000,000.00	9,658,000.00	150,150,932.50	106,746,508.44	112,580,737.01
October 2007	1,000,000.00	9,658,000.00	147,217,064.67	104,842,315.46	110,550,296.74
November 2007	1,000,000.00	9,658,000.00	144,315,982.49	102,949,758.76	108,533,498.49
December 2007	1,000,000.00	9,658,000.00	141,447,328.91	101,068,768.88	106,530,253.13
January 2008	1,000,000.00	9,658,000.00	138,610,750.69	99,199,276.78	104,540,472.15
February 2008	1,000,000.00	9,658,000.00	135,805,898.40	97,341,213.84	102,564,067.60
March 2008	1,000,000.00	9,658,000.00	133,032,426.38	95,494,511.83	100,600,952.08
April 2008	1,000,000.00	9,658,000.00	130,289,992.67	93,659,102.94	98,651,038.79
May 2008	1,000,000.00	9,658,000.00	127,578,258.99	91,834,919.75	96,714,241.46
June 2008	1,000,000.00	9,658,000.00	124,896,890.70	90,021,895.27	94,790,474.41
July 2008	1,000,000.00	9,658,000.00	122,245,556.75	88,219,962.88	92,879,652.50
August 2008	1,000,000.00	9,658,000.00	119,623,929.67	86,429,056.35	90,981,691.15
September 2008	1,000,000.00	9,658,000.00	117,031,685.50	84,649,109.87	89,096,506.31
October 2008	1,000,000.00	9,658,000.00	114,468,503.77	82,880,058.01	87,224,014.51
November 2008	1,000,000.00	9,658,000.00	111,934,067.45	81,121,835.72	85,364,132.79
December 2008	1,000,000.00	9,658,000.00	109,428,062.93	79,374,378.36	83,516,778.73
January 2009	1,000,000.00	9,658,000.00	106,950,179.96	77,637,621.64	81,681,870.48
February 2009	1,000,000.00	9,658,000.00	104,500,111.64	75,911,501.68	79,859,326.67
March 2009	1,000,000.00	9,658,000.00	102,077,554.39	74,195,954.97	78,049,066.50
April 2009	1,000,000.00	9,658,000.00	99,682,207.85	72,490,918.39	76,251,009.68
May 2009	1,000,000.00	9,658,000.00	97,313,774.95	70,796,329.16	74,465,076.43
June 2009	1,000,000.00	9,658,000.00	94,971,961.76	69,112,124.92	72,691,187.50
July 2009	1,000,000.00	9,658,000.00	92,656,477.57	67,438,243.64	70,929,264.16
August 2009	1,000,000.00	9,658,000.00	90,367,034.76	65,774,623.69	69,179,228.17
September 2009	1,000,000.00	9,658,000.00	88,103,348.82	64,121,203.79	67,441,001.82
October 2009	1,000,000.00	9,658,000.00	85,865,138.30	62,477,923.02	65,714,507.90
November 2009	1,000,000.00	9,658,000.00	83,652,124.79	60,844,720.84	63,999,669.68
December 2009	1,000,000.00	9,658,000.00	81,464,032.87	59,221,537.05	62,296,410.95

Distribution Date	Classes BM, BU, CA and CB				
	Class AW	Class BM	(in the aggregate)	Class CA	Classes CA and CB (in the aggregate)
January 2010	\$1,000,000.00	\$9,658,000.00	\$79,300,590.09	\$ 57,608,311.83	\$ 60,604,656.00
February 2010	1,000,000.00	9,658,000.00	77,161,526.93	56,004,985.69	58,924,329.58
March 2010	1,000,000.00	9,658,000.00	75,046,576.78	54,411,499.52	57,255,356.97
April 2010	1,000,000.00	9,658,000.00	72,955,475.90	52,827,794.53	55,597,663.90
May 2010	1,000,000.00	9,658,000.00	70,887,963.39	51,253,812.32	53,951,176.60
June 2010	1,000,000.00	9,658,000.00	68,843,781.16	49,689,494.80	52,315,821.77
July 2010	1,000,000.00	9,658,000.00	66,822,673.89	48,134,784.25	50,691,526.60
August 2010	1,000,000.00	9,658,000.00	64,824,389.05	46,589,623.27	49,078,218.73
September 2010	1,000,000.00	9,658,000.00	62,848,676.78	45,053,954.83	47,475,826.29
October 2010	1,000,000.00	9,658,000.00	60,895,289.96	43,527,722.21	45,884,277.88
November 2010	1,000,000.00	9,658,000.00	58,963,984.10	42,010,869.06	44,303,502.53
December 2010	1,000,000.00	9,658,000.00	57,054,517.36	40,503,339.33	42,733,429.78
January 2011	1,000,000.00	9,658,000.00	55,166,650.51	39,005,077.33	41,173,989.57
February 2011	1,000,000.00	9,658,000.00	53,300,146.89	37,516,027.68	39,625,112.36
March 2011	1,000,000.00	9,658,000.00	51,454,772.40	36,036,135.35	38,086,729.00
April 2011	1,000,000.00	9,658,000.00	49,630,295.46	34,565,345.63	36,558,770.82
May 2011	1,000,000.00	9,658,000.00	47,826,487.00	33,103,604.12	35,041,169.60
June 2011	1,000,000.00	9,658,000.00	46,043,120.39	31,650,856.77	33,533,857.56
July 2011	1,000,000.00	9,658,000.00	44,279,971.47	30,207,049.82	32,036,767.34
August 2011	1,000,000.00	9,658,000.00	42,536,818.51	28,772,129.87	30,549,832.04
September 2011	1,000,000.00	9,658,000.00	40,813,442.14	27,346,043.79	29,072,985.18
October 2011	1,000,000.00	9,658,000.00	39,109,625.37	25,928,738.81	27,606,160.73
November 2011	1,000,000.00	9,658,000.00	37,425,153.57	24,520,162.45	26,149,293.06
December 2011	1,000,000.00	9,658,000.00	35,759,814.39	23,120,262.54	24,702,317.00
January 2012	1,000,000.00	9,658,000.00	34,113,397.81	21,728,987.24	23,265,167.78
February 2012	1,000,000.00	9,658,000.00	32,491,908.20	20,346,284.99	21,837,781.05
March 2012	1,000,000.00	9,658,000.00	30,898,732.32	18,972,104.56	20,420,092.90
April 2012	1,000,000.00	9,658,000.00	29,333,385.97	17,606,395.01	19,012,039.80
May 2012	1,000,000.00	9,658,000.00	27,795,393.12	16,249,105.71	17,613,558.66
June 2012	1,000,000.00	9,658,000.00	26,284,285.77	14,900,186.34	16,224,586.79
July 2012	1,000,000.00	9,658,000.00	24,799,603.84	13,559,586.86	14,845,061.91
August 2012	1,000,000.00	9,658,000.00	23,340,894.98	12,227,257.55	13,474,922.15
September 2012	1,000,000.00	9,658,000.00	21,907,714.51	10,903,148.95	12,114,106.02
October 2012	1,000,000.00	9,658,000.00	20,499,625.25	9,587,211.94	10,762,552.45
November 2012	1,000,000.00	9,658,000.00	19,116,197.40	8,279,397.65	9,420,200.77
December 2012	1,000,000.00	9,658,000.00	17,757,008.42	6,979,657.53	8,086,990.68
January 2013	1,000,000.00	9,658,000.00	16,421,642.90	5,687,943.31	6,762,862.29
February 2013	1,000,000.00	9,658,000.00	15,109,692.46	4,404,207.00	5,450,911.85
March 2013	1,000,000.00	9,658,000.00	13,820,755.63	3,128,400.90	4,161,975.02
April 2013	1,000,000.00	9,658,000.00	12,554,437.71	1,862,082.98	2,895,657.10
May 2013	1,000,000.00	9,658,000.00	11,310,350.67	617,995.94	1,651,570.06
June 2013	1,000,000.00	9,658,000.00	10,088,113.05	0.00	429,332.45
July 2013	1,000,000.00	8,886,569.24	8,887,349.85	0.00	0.00
August 2013	1,000,000.00	7,706,911.79	7,707,692.39	0.00	0.00
September 2013	1,000,000.00	6,547,997.64	6,548,778.24	0.00	0.00
October 2013	1,000,000.00	5,409,470.50	5,410,251.10	0.00	0.00
November 2013	1,000,000.00	4,290,980.10	4,291,760.70	0.00	0.00
December 2013	1,000,000.00	3,192,182.09	3,192,962.70	0.00	0.00
January 2014	1,000,000.00	2,112,737.96	2,113,518.57	0.00	0.00
February 2014	1,000,000.00	1,052,314.94	1,053,095.54	0.00	0.00
March 2014	1,000,000.00	10,585.86	11,366.46	0.00	0.00
April 2014					
and thereafter	0.00	0.00	0.00	0.00	0.00

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\$300,000,000

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July 22, 2005

Bear, Stearns & Co. Inc.

Utendahl Capital Partners, L.P.