

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



**\$198,376,492**

## **Government National Mortgage Association**

### **GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2005-005**

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

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

#### **The Securities**

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

#### **The Ginnie Mae Guaranty**

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

#### **The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) a 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 January 28, 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 January 21, 2005.**

## Ginnie Mae REMIC Trust 2005-005

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 . . . . .	\$100,000,000	4.75%	PAC/AD	FIX	January 2035	38374K MY 6
C . . . . .	404,000	5.50	SEQ	FIX	January 2035	38374K MZ 3
FD . . . . .	50,000,000	(5)	PAC/AD	FLT	January 2035	38374K NA 7
SD . . . . .	50,000,000	(5)	NTL(PAC/AD)	INV/IO	January 2035	38374K NB 5
ZA (1) ..	1,311,254	5.50	SUP	FIX/Z	May 2031	38374K NC 3
ZB (1) ..	9,744,378	5.50	SUP	FIX/Z	January 2035	38374K ND 1
<b>Security Group 2</b>						
AF (1) ..	29,006,105	(5)	SC/PT	FLT/DLY	July 2034	38374K NE 9
ES (1) ..	7,910,755	(5)	SC/PT	INV/DLY	July 2034	38374K NF 6
SK (1) ..	29,006,105	(5)	NTL (SC/PT)	INV/IO/DLY	July 2034	38374K NG 4
SU (1) ..	29,006,105	(5)	NTL (SC/PT)	INV/IO/DLY	July 2034	38374K NH 2
TS (1) ..	29,006,105	(5)	NTL (SC/PT)	INV/IO/DLY	July 2034	38374K NJ 8
<b>Residual</b>						
RR . . . . .	0	0.00	NPR	NPR	January 2035	38374K NK 5

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

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

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

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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:** January 28, 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 February 2005.

**Trust Assets:**

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

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

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

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

Principal Balance(2)	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate(3)
<b>Group 1 Trust Assets</b> \$161,459,632	356	4	6.0%

(1) As of January 1, 2005.

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

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

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

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes an Interest Only 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
AF	LIBOR +1.00%	3.45000000%	1.00%	7.00000000%	19	0.00%
AS	22.00% - (LIBOR x 3.66666667)	13.01666667%	0.00%	22.00000000%	19	6.00%
BF	LIBOR +1.05%	3.50000000%	1.05%	7.00000000%	19	0.00%
BS	21.81666667% - (LIBOR x 3.66666667)	12.83333333%	0.00%	21.81666667%	19	5.95%
CF	LIBOR + 1.10%	3.55000000%	1.10%	7.00000000%	19	0.00%
CS	21.63333333% - (LIBOR x 3.66666667)	12.65000000%	0.00%	21.63333333%	19	5.90%
EF	LIBOR + 1.15%	3.60000000%	1.15%	7.00000000%	19	0.00%
ES	21.45% - (LIBOR x 3.66666667)	12.46666667%	0.00%	21.45000000%	19	5.85%
FD	LIBOR + 0.25%	2.75000000%	0.25%	7.00000000%	0	0.00%
SD	6.75% - LIBOR	4.25000000%	0.00%	6.75000000%	0	6.75%
SK	6.00% - LIBOR	0.05000000%	0.00%	0.05000000%	19	6.00%
SU	5.95% - LIBOR	0.05000000%	0.00%	0.05000000%	19	5.95%
TS	5.90% - LIBOR	0.05000000%	0.00%	0.05000000%	19	5.90%

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

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

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

### SECURITY GROUP 1

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

- The ZA and ZB Accrual Amounts, while ZA is outstanding, as follows:
  1. Concurrently, to AB and FD, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to ZA and ZB, in that order, until retired
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently, to AB and FD, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to ZA and ZB, in that order, until retired
  3. Concurrently, to AB and FD, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
  4. To C, until retired

## SECURITY GROUP 2

The Group 2 Principal Distribution Amount concurrently, to AF and ES, pro rata, until retired

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

Class	Structuring Range
AB and FD (in the aggregate) . . . . .	300% PSA through 360% PSA

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the inside front cover and Schedule I of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes, other than Class ZB, as interest. No interest will be distributed to Class ZB until the Distribution Date following the Distribution Date on which the Class ZA Principal Balance has been reduced to zero. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." After interest distributions commence on Class ZB, interest distributions will continue until the Class Principal Balance of such class is reduced to zero.

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

Class	Original Class Notional Balance	Represents Approximately
SD . . . . .	\$50,000,000	100% of FD (PAC/AD Class)
EI . . . . .	13,424,312	36.3636363636% of AF and ES (in the aggregate) (SC/PT Classes)
SK . . . . .	29,006,105	100% of AF (SC/PT Class)
SU . . . . .	29,006,105	100% of AF (SC/PT Class)
TS . . . . .	29,006,105	100% of AF (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 (other than from any applicable accrual amounts). 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 certificate will directly affect the rate of principal payments on the group 2 securities.*** The underlying certificate will be sensitive in varying degrees to

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

Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificate has performed as originally anticipated. Additional information as to the underlying certificate may be obtained

by performing an analysis of current principal factors of the underlying certificate in light of applicable information contained in the underlying certificate disclosure document.

***The securities may not be a suitable investment for you.*** The securities, especially the group 2 securities, and, in particular, the support, interest only, inverse floating rate, 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 the Underlying Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

### The Trust MBS (Group 1)

The Group 1 Trust Assets are either:

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

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

### The Underlying Certificate (Group 2)

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

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

### The Mortgage Loans

The Mortgage Loans underlying the Group 1 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificate are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage

Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, 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 principal or notional balance.

## Distributions

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

## 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 and Delay Classes	The calendar month preceding the related Distribution Date
Group 1 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

### *Fixed Rate Classes*

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

### *Floating Rate and Inverse Floating Rate Classes*

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

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

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

### *Accrual Classes*

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

### **Principal Distributions**

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

### *Categories of Classes*

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the 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 (and any addition to the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

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

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

## **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 Combination 3, 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 Combination 3, the Class EF and Class ES Securities (in the aggregate) 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) 603-6444.

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

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

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

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

### **General**

The prepayment experience of the Mortgage Loans 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 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 securities” in this Supplement.

**Accretion Directed Classes**

Classes AB and FD are Accretion Directed Classes. The ZA and ZB Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Class SD is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class FD.

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

**Securities that Receive Principal on the Basis of Schedules**

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

The PAC Classes exhibit an Effective Range of constant prepayment rates at which such Classes will receive Scheduled Payments. That range may differ from the Structuring Range used to create their aggregate principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Range for the PAC Classes is as follows:

<u>PAC Classes</u>	<u>Initial Effective Range</u>
AB and FD (in the aggregate) . . . . .	300% PSA through 360% 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 Range. If the initial Effective Range was calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Range could differ from that shown in the above table. Therefore, even if the related Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for the PAC Classes in the above table, those Classes 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 the PAC Classes. Further, the Effective Range for the PAC Classes can narrow, shift over time or cease to exist depending on the actual characteristics of the related Mortgage Loans.

If the related Mortgage Loans prepay at rates that are generally below the Effective Range for the PAC Classes, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on the PAC Classes and their Weighted Average Lives 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 those PAC Classes and their Weighted Average Lives 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 Certificate, the priorities of distributions on the Underlying Certificate, 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 1.50% per annum higher than the related Certificate Rate.
2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.
3. Distributions on the Group 1 and Group 2 Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in February 2005.
4. A termination of the Trust or the Underlying Trust does not occur.
5. The Closing Date for the Securities is January 28, 2005.
6. No expenses or fees are paid by the Trust other than the Trustee Fee.



7. Distributions on the Underlying Certificate are made as described in the Underlying Certificate Disclosure Document.
8. Each Class is held from the Closing Date and is not exchanged in whole or in part.

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 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 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

### Security Group 1 PSA Prepayment Assumption Rates

Distribution Date	Classes AB, FD and SD					Class C					Class D				
	0%	300%	330%	360%	650%	0%	300%	330%	360%	650%	0%	300%	330%	360%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	98	92	92	92	91	100	100	100	100	100	106	100	91	82	0
January 2007	97	77	77	77	64	100	100	100	100	100	112	100	74	49	0
January 2008	95	61	61	61	38	100	100	100	100	100	118	100	59	20	0
January 2009	93	48	48	48	23	100	100	100	100	100	125	100	51	5	0
January 2010	91	37	37	37	14	100	100	100	100	100	132	100	48	0	0
January 2011	89	28	28	28	8	100	100	100	100	100	139	98	47	0	0
January 2012	87	22	22	22	5	100	100	100	100	100	147	93	44	0	0
January 2013	85	17	17	17	3	100	100	100	100	100	155	85	40	0	0
January 2014	82	13	13	13	1	100	100	100	100	100	164	76	35	0	0
January 2015	79	10	10	10	1	100	100	100	100	100	173	67	31	0	0
January 2016	76	7	7	7	0	100	100	100	100	100	183	58	26	0	0
January 2017	73	5	5	5	0	100	100	100	100	100	193	50	22	0	0
January 2018	70	4	4	4	0	100	100	100	100	81	204	42	19	0	0
January 2019	66	3	3	3	0	100	100	100	100	47	216	35	15	0	0
January 2020	63	2	2	2	0	100	100	100	100	28	228	29	13	0	0
January 2021	59	2	2	2	0	100	100	100	100	16	241	24	10	0	0
January 2022	54	1	1	1	0	100	100	100	100	9	254	20	8	0	0
January 2023	50	1	1	1	0	100	100	100	100	5	269	16	7	0	0
January 2024	45	0	0	0	0	100	100	100	100	3	284	13	5	0	0
January 2025	39	0	0	0	0	100	100	100	100	2	300	10	4	0	0
January 2026	34	0	0	0	0	100	100	100	100	1	317	8	3	0	0
January 2027	28	0	0	0	0	100	100	100	100	1	334	6	2	0	0
January 2028	21	0	0	0	0	100	100	100	74	0	353	4	1	0	0
January 2029	14	0	0	0	0	100	100	85	51	0	373	2	0	0	0
January 2030	7	0	0	0	0	100	99	58	34	0	394	0	0	0	0
January 2031	0	0	0	0	0	100	66	38	21	0	402	0	0	0	0
January 2032	0	0	0	0	0	100	40	23	13	0	411	0	0	0	0
January 2033	0	0	0	0	0	100	21	12	6	0	213	0	0	0	0
January 2034	0	0	0	0	0	100	7	4	2	0	109	0	0	0	0
January 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	16.5	4.8	4.8	4.8	3.0	30.0	26.8	25.7	24.5	14.5	28.0	12.9	7.1	2.1	0.6

### PSA Prepayment Assumption Rates

Distribution Date	Class ZA					Class ZB				
	0%	300%	330%	360%	650%	0%	300%	330%	360%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2006	106	58	0	0	0	106	106	103	93	0
January 2007	112	14	0	0	0	112	112	84	55	0
January 2008	118	0	0	0	0	118	113	67	22	0
January 2009	125	0	0	0	0	125	113	58	6	0
January 2010	132	0	0	0	0	132	113	55	0	0
January 2011	139	0	0	0	0	139	112	53	0	0
January 2012	147	0	0	0	0	147	105	50	0	0
January 2013	155	0	0	0	0	155	96	45	0	0
January 2014	164	0	0	0	0	164	86	40	0	0
January 2015	173	0	0	0	0	173	76	35	0	0
January 2016	183	0	0	0	0	183	66	30	0	0
January 2017	193	0	0	0	0	193	57	25	0	0
January 2018	204	0	0	0	0	204	48	21	0	0
January 2019	216	0	0	0	0	216	40	17	0	0
January 2020	228	0	0	0	0	228	33	14	0	0
January 2021	241	0	0	0	0	241	28	12	0	0
January 2022	254	0	0	0	0	254	22	9	0	0
January 2023	269	0	0	0	0	269	18	7	0	0
January 2024	284	0	0	0	0	284	14	6	0	0
January 2025	300	0	0	0	0	300	11	5	0	0
January 2026	317	0	0	0	0	317	9	4	0	0
January 2027	334	0	0	0	0	334	7	3	0	0
January 2028	353	0	0	0	0	353	4	1	0	0
January 2029	373	0	0	0	0	373	2	0	0	0
January 2030	394	0	0	0	0	394	0	0	0	0
January 2031	295	0	0	0	0	417	0	0	0	0
January 2032	0	0	0	0	0	353	0	0	0	0
January 2033	0	0	0	0	0	242	0	0	0	0
January 2034	0	0	0	0	0	123	0	0	0	0
January 2035	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	26.1	1.2	0.5	0.4	0.1	28.2	12.9	7.6	2.2	0.6

**Security Group 2  
PSA Prepayment Assumption Rates**

**Classes AF, AS, BF, BS, CF, CS,  
EA, EB, EC, ED, EF, EG, EH, EI,  
EJ, EK, EL, ES, SK, SU and TS**

<b>Distribution Date</b>	<b>0%</b>	<b>100%</b>	<b>250%</b>	<b>375%</b>	<b>500%</b>
Initial Percent .....	100	100	100	100	100
January 2006 .....	100	100	100	94	72
January 2007 .....	100	100	100	91	39
January 2008 .....	100	100	100	89	19
January 2009 .....	100	100	100	89	16
January 2010 .....	100	100	100	87	16
January 2011 .....	100	100	100	81	16
January 2012 .....	100	100	100	73	16
January 2013 .....	100	100	100	65	16
January 2014 .....	100	100	100	53	16
January 2015 .....	100	100	100	37	6
January 2016 .....	100	100	84	24	0
January 2017 .....	100	100	67	15	0
January 2018 .....	100	100	52	8	0
January 2019 .....	100	100	40	2	0
January 2020 .....	100	100	30	0	0
January 2021 .....	100	100	22	0	0
January 2022 .....	100	100	15	0	0
January 2023 .....	100	100	10	0	0
January 2024 .....	100	100	5	0	0
January 2025 .....	100	86	1	0	0
January 2026 .....	100	72	0	0	0
January 2027 .....	100	59	0	0	0
January 2028 .....	100	47	0	0	0
January 2029 .....	100	35	0	0	0
January 2030 .....	100	25	0	0	0
January 2031 .....	100	14	0	0	0
January 2032 .....	79	5	0	0	0
January 2033 .....	37	0	0	0	0
January 2034 .....	0	0	0	0	0
January 2035 .....	0	0	0	0	0
Weighted Average					
Life (years) .....	27.7	22.9	13.8	8.6	2.8

## 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 Securities, the investor's own projection of principal payment rates on the Underlying Certificate under a variety of scenarios and in the case of a Floating Rate or 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 certain Inverse Floating Rate Classes may not benefit from particularly low levels of LIBOR because the rate on such Classes is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

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

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

**Yield Tables**

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

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest, 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 SD to Prepayments**  
**Assumed Price 9.53125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>330%</u>	<u>360%</u>	<u>650%</u>
1.50% .....	42.6%	42.6%	42.6%	29.3%
2.50% .....	29.6%	29.6%	29.6%	15.2%
4.50% .....	4.0%	4.0%	4.0%	(13.4)%
6.75% and above .....	**	**	**	**

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

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

**SECURITY GROUP 2**  
**Sensitivity of Class AS to Prepayments**  
**Assumed Price 94.609375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
1.45% .....	18.1%	18.2%	18.4%	20.1%
2.45% .....	14.1%	14.2%	14.4%	16.1%
4.45% .....	6.2%	6.3%	6.6%	8.1%
6.00% and above .....	0.2%	0.4%	0.7%	2.1%

**Sensitivity of Class BS to Prepayments**  
**Assumed Price 94.125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
1.45% .....	18.0%	18.1%	18.4%	20.2%
2.45% .....	14.0%	14.1%	14.4%	16.2%
4.45% .....	6.0%	6.2%	6.5%	8.2%
5.95% and above .....	0.3%	0.4%	0.7%	2.3%

**Sensitivity of Class CS to Prepayments**  
**Assumed Price 93.65625%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
1.45% .....	17.9%	18.0%	18.3%	20.3%
2.45% .....	13.8%	14.0%	14.3%	16.2%
4.45% .....	5.9%	6.1%	6.4%	8.2%
5.90% and above .....	0.3%	0.5%	0.8%	2.5%

**Sensitivity of Class EI to Prepayments**  
**Assumed Price 19.140625%\***

<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>482%</u>	<u>500%</u>
30.0%	29.1%	23.4%	0.2%	(6.5)%

**Sensitivity of Class ES to Prepayments**  
**Assumed Price 93.1875%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
1.45% .....	17.8%	17.9%	18.2%	20.4%
2.45% .....	13.7%	13.8%	14.2%	16.3%
4.45% .....	5.7%	5.9%	6.2%	8.3%
5.85% and above .....	0.3%	0.5%	0.8%	2.7%

**Sensitivity of Class SK to Prepayments**  
**Assumed Price 0.09375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
5.950% and below .....	57.8%	57.7%	52.2%	14.3%
5.975% .....	27.7%	26.7%	20.9%	(8.3)%
6.000% and above .....	**	**	**	**

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

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

**Sensitivity of Class SU to Prepayments**  
**Assumed Price 0.09375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
5.900% and below .....	57.8%	57.7%	52.2%	14.3%
5.925% .....	27.7%	26.7%	20.9%	(8.3)%
5.950% and above .....	**	**	**	**

**Sensitivity of Class TS to Prepayments**  
**Assumed Price 0.09375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>250%</u>	<u>375%</u>	<u>500%</u>
5.850% and below .....	57.8%	57.7%	52.2%	14.3%
5.875% .....	27.7%	26.7%	20.9%	(8.3)%
5.900% 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 Stroock & Stroock & 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 SD, SK, SU and TS Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences—Tax Treatment of Regular Securities—Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or de minimis market discount) under the original issue discount (“OID”) rules based on the expected payments on these securities at the prepayment assumption described below.



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

In addition to the Regular Securities described in the preceding three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, in the case of the Floating Rate and Inverse Floating Rate Classes, the constant LIBOR values described below, Classes AF and ES are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 330% PSA in the case of the Group 1 Securities and 250% of PSA in the case of the Group 2 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 2.50% in the case of the Group 1 Securities and 2.45% in the case of the Group 2 Securities. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. *See “Certain Federal Income Tax Consequences” in the Base Offering Circular.*

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

### **Residual Securities**

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the 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 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.

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

## **MX Securities**

For a discussion of certain federal income tax consequences applicable to the MX Classes, see “Certain Federal Income Tax Consequences — Tax Treatment of MX Securities”, “— Exchanges of MX Classes and Regular Classes” and “— Taxation of Foreign Holders of REMIC Securities and MX Securities” in the Base Offering Circular.

## **ERISA MATTERS**

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

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

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

*See “ERISA Considerations” in the Base Offering Circular.*

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

## **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

## **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) January 1, 2005 on the Fixed Rate and Delay Classes, and (2) January 20, 2005 on the Group 1 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 Group 1 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 Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the Group 1 Trust Assets 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, Richmond, Virginia, 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 Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Notional Balance							
<b>Security Group 1</b>								
Combination 1								
ZA	\$1,311,254	D	\$11,055,632	SUP	5.50%	FIX/Z	38374K NL 3	January 2035
ZB	9,744,378							
<b>Security Group 2</b>								
Combination 2								
AF	29,006,105	EF	29,006,105	SC/PT	(5)	FLT/DLY	38374K NZ 2	July 2034
SK	29,006,105							
SU	29,006,105							
TS	29,006,105							
<b>Combination 3(6)</b>								
EF(7)	29,006,105	EA	36,916,860	SC/PT	5.50	FIX	38374K NM 1	July 2034
ES	7,910,755	EB	36,916,860	SC/PT	5.25	FIX	38374K NN 9	July 2034
		EC	36,916,860	SC/PT	5.00	FIX	38374K NP 4	July 2034
		ED	36,916,860	SC/PT	4.75	FIX	38374K NQ 2	July 2034
		EG	36,916,860	SC/PT	4.50	FIX	38374K NR 0	July 2034
		EH	36,916,860	SC/PT	4.25	FIX	38374K NS 8	July 2034
		EI	13,424,312	NTL(SC/PT)	5.50	FIX/IO	38374K NT 6	July 2034
		EJ	36,916,860	SC/PT	4.00	FIX	38374K NU 3	July 2034
		EK	36,916,860	SC/PT	3.75	FIX	38374K NV 1	July 2034
		EL	36,916,860	SC/PT	3.50	FIX	38374K NW 9	July 2034
<b>Combination 4</b>		BF	29,006,105	SC/PT	(5)	FLT/DLY	38374K NX 7	July 2034
AF	29,006,105							
SK	29,006,105							
<b>Combination 5</b>		CF	29,006,105	SC/PT	(5)	FLT/DLY	38374K NY 5	July 2034
AF	29,006,105							
SK	29,006,105							
SU	29,006,105							
<b>Combination 6</b>		CS	7,910,755	SC/PT	(5)	INV/DLY	38374K PA 5	July 2034
ES	7,910,755							
TS	29,006,105							
<b>Combination 7</b>		BS	7,910,755	SC/PT	(5)	INV/DLY	38374K PB 3	July 2034
ES	7,910,755							
SU	29,006,105							
TS	29,006,105							
<b>Combination 8</b>		AS	7,910,755	SC/PT	(5)	INV/DLY	38374K PC 1	July 2034
TS	29,006,105							
SU	29,006,105							
SK	29,006,105							
ES	7,910,755							

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

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

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

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

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

(6) Various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) MX Class.

## SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes AB and FD (in the aggregate)</u>
Initial Balance .....	\$150,000,000.00
February 2005 .....	149,426,476.05
March 2005 .....	148,771,132.21
April 2005 .....	148,034,464.12
May 2005 .....	147,217,093.73
June 2005 .....	146,319,769.00
July 2005 .....	145,343,363.28
August 2005 .....	144,288,874.40
September 2005 .....	143,157,423.40
October 2005 .....	141,950,252.96
November 2005 .....	140,668,725.47
December 2005 .....	139,314,320.85
January 2006 .....	137,888,633.97
February 2006 .....	136,393,371.78
March 2006 .....	134,830,350.20
April 2006 .....	133,201,490.59
May 2006 .....	131,508,816.02
June 2006 .....	129,754,447.25
July 2006 .....	127,940,598.33
August 2006 .....	126,069,572.13
September 2006 .....	124,143,755.39
October 2006 .....	122,165,613.76
November 2006 .....	120,137,686.41
December 2006 .....	118,062,580.62
January 2007 .....	115,942,966.02
February 2007 .....	113,781,568.77
March 2007 .....	111,581,165.55
April 2007 .....	109,418,531.88
May 2007 .....	107,293,029.01
June 2007 .....	105,204,028.87
July 2007 .....	103,150,913.91
August 2007 .....	101,133,076.92
September 2007 .....	99,149,920.88
October 2007 .....	97,200,858.76
November 2007 .....	95,285,313.36
December 2007 .....	93,402,717.19
January 2008 .....	91,552,512.22
February 2008 .....	89,734,149.82
March 2008 .....	87,947,090.52
April 2008 .....	86,190,803.93
May 2008 .....	84,464,768.53
June 2008 .....	82,768,471.57
July 2008 .....	81,101,408.86
August 2008 .....	79,463,084.72
September 2008 .....	77,853,011.74
October 2008 .....	76,270,710.72
November 2008 .....	74,715,710.48
December 2008 .....	73,187,547.77
January 2009 .....	71,685,767.10
February 2009 .....	70,209,920.62
March 2009 .....	68,759,568.02
April 2009 .....	67,334,276.37
May 2009 .....	65,933,620.02

<u>Distribution Date</u>	<u>Classes AB and FD (in the aggregate)</u>
June 2009	\$ 64,557,180.45
July 2009	63,204,546.19
August 2009	61,875,312.68
September 2009	60,569,082.15
October 2009	59,285,463.51
November 2009	58,024,072.26
December 2009	56,784,530.36
January 2010	55,566,466.10
February 2010	54,369,514.05
March 2010	53,193,314.92
April 2010	52,038,587.03
May 2010	50,908,235.39
June 2010	49,801,752.50
July 2010	48,718,641.34
August 2010	47,658,415.15
September 2010	46,620,597.18
October 2010	45,604,720.53
November 2010	44,610,327.93
December 2010	43,636,971.55
January 2011	42,684,212.79
February 2011	41,751,622.11
March 2011	40,838,778.83
April 2011	39,945,270.96
May 2011	39,070,695.02
June 2011	38,214,655.86
July 2011	37,376,766.49
August 2011	36,556,647.90
September 2011	35,753,928.93
October 2011	34,968,246.10
November 2011	34,199,243.41
December 2011	33,446,572.25
January 2012	32,709,891.18
February 2012	31,988,865.87
March 2012	31,283,168.86
April 2012	30,592,479.49
May 2012	29,916,483.72
June 2012	29,254,874.01
July 2012	28,607,349.19
August 2012	27,973,614.32
September 2012	27,353,380.57
October 2012	26,746,365.08
November 2012	26,152,290.86
December 2012	25,570,886.66
January 2013	25,001,886.82
February 2013	24,445,031.22
March 2013	23,900,065.12
April 2013	23,366,739.04
May 2013	22,844,808.70
June 2013	22,334,034.87
July 2013	21,834,183.28
August 2013	21,345,024.53
September 2013	20,866,333.97
October 2013	20,397,891.61
November 2013	19,939,482.04
December 2013	19,490,894.29
January 2014	19,051,921.82
February 2014	18,622,362.33

<u>Distribution Date</u>	<u>Classes AB and FD (in the aggregate)</u>
March 2014	\$ 18,202,017.74
April 2014	17,790,694.09
May 2014	17,388,201.45
June 2014	16,994,353.83
July 2014	16,608,969.11
August 2014	16,231,868.95
September 2014	15,862,878.73
October 2014	15,501,827.45
November 2014	15,148,547.67
December 2014	14,802,875.44
January 2015	14,464,650.21
February 2015	14,133,714.79
March 2015	13,809,915.25
April 2015	13,493,100.85
May 2015	13,183,124.03
June 2015	12,879,840.26
July 2015	12,583,108.05
August 2015	12,292,788.85
September 2015	12,008,747.00
October 2015	11,730,849.67
November 2015	11,458,966.78
December 2015	11,192,971.00
January 2016	10,932,737.62
February 2016	10,678,144.55
March 2016	10,429,072.26
April 2016	10,185,403.69
May 2016	9,947,024.24
June 2016	9,713,821.70
July 2016	9,485,686.21
August 2016	9,262,510.19
September 2016	9,044,188.31
October 2016	8,830,617.47
November 2016	8,621,696.70
December 2016	8,417,327.14
January 2017	8,217,412.01
February 2017	8,021,856.55
March 2017	7,830,567.99
April 2017	7,643,455.48
May 2017	7,460,430.10
June 2017	7,281,404.79
July 2017	7,106,294.28
August 2017	6,935,015.14
September 2017	6,767,485.64
October 2017	6,603,625.78
November 2017	6,443,357.26
December 2017	6,286,603.39
January 2018	6,133,289.11
February 2018	5,983,340.93
March 2018	5,836,686.89
April 2018	5,693,256.56
May 2018	5,552,980.98
June 2018	5,415,792.64
July 2018	5,281,625.45
August 2018	5,150,414.70
September 2018	5,022,097.05
October 2018	4,896,610.50
November 2018	4,773,894.33

<u>Distribution Date</u>	<u>Classes AB and FD (in the aggregate)</u>
December 2018	\$ 4,653,889.13
January 2019	4,536,536.71
February 2019	4,421,780.12
March 2019	4,309,563.61
April 2019	4,199,832.60
May 2019	4,092,533.66
June 2019	3,987,614.49
July 2019	3,885,023.89
August 2019	3,784,711.75
September 2019	3,686,628.99
October 2019	3,590,727.59
November 2019	3,496,960.55
December 2019	3,405,281.83
January 2020	3,315,646.40
February 2020	3,228,010.15
March 2020	3,142,329.91
April 2020	3,058,563.45
May 2020	2,976,669.39
June 2020	2,896,607.26
July 2020	2,818,337.43
August 2020	2,741,821.11
September 2020	2,667,020.33
October 2020	2,593,897.93
November 2020	2,522,417.53
December 2020	2,452,543.54
January 2021	2,384,241.09
February 2021	2,317,476.08
March 2021	2,252,215.13
April 2021	2,188,425.55
May 2021	2,126,075.36
June 2021	2,065,133.25
July 2021	2,005,568.58
August 2021	1,947,351.37
September 2021	1,890,452.26
October 2021	1,834,842.53
November 2021	1,780,494.05
December 2021	1,727,379.31
January 2022	1,675,471.38
February 2022	1,624,743.89
March 2022	1,575,171.06
April 2022	1,526,727.62
May 2022	1,479,388.88
June 2022	1,433,130.65
July 2022	1,387,929.26
August 2022	1,343,761.56
September 2022	1,300,604.87
October 2022	1,258,437.01
November 2022	1,217,236.27
December 2022	1,176,981.42
January 2023	1,137,651.65
February 2023	1,099,226.62
March 2023	1,061,686.42
April 2023	1,025,011.56
May 2023	989,182.99
June 2023	954,182.03
July 2023	919,990.44
August 2023	886,590.34



<u>Distribution Date</u>	<u>Classes AB and FD (in the aggregate)</u>
September 2023 .....	\$ 853,964.25
October 2023 .....	822,095.07
November 2023 .....	790,966.04
December 2023 .....	760,560.79
January 2024 .....	730,863.29
February 2024 .....	701,857.85
March 2024 .....	673,529.12
April 2024 .....	645,862.09
May 2024 .....	618,842.07
June 2024 .....	592,454.66
July 2024 .....	566,685.81
August 2024 .....	541,521.75
September 2024 .....	516,949.01
October 2024 .....	492,954.42
November 2024 .....	469,525.07
December 2024 .....	446,648.36
January 2025 .....	424,311.94
February 2025 .....	402,503.73
March 2025 .....	381,211.92
April 2025 .....	360,424.96
May 2025 .....	340,131.52
June 2025 .....	320,320.56
July 2025 .....	300,981.23
August 2025 .....	282,102.96
September 2025 .....	263,675.37
October 2025 .....	245,688.35
November 2025 .....	228,131.96
December 2025 .....	210,996.52
January 2026 .....	194,272.52
February 2026 .....	177,950.69
March 2026 .....	162,021.94
April 2026 .....	146,477.40
May 2026 .....	131,308.36
June 2026 .....	116,506.34
July 2026 .....	102,063.01
August 2026 .....	87,970.23
September 2026 .....	74,220.06
October 2026 .....	60,804.71
November 2026 .....	47,716.56
December 2026 .....	34,948.16
January 2027 .....	22,492.24
February 2027 .....	10,341.67
March 2027 and thereafter .....	0.00







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



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



**\$914,201,070**

## **Government National Mortgage Association**

### **GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-086**

**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 (1) Ginnie Mae Certificates and (2) certain stripped mortgage-backed securities.

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 October 29, 2004.

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 October 25, 2004.**

## Ginnie Mae REMIC Trust 2004-086

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>						
B(1) . . .	\$ 3,012,000	6.0%	SEQ	FIX	October 2034	38374J XH 4
FP(1) ..	200,000,000	(5)	PAC/AD	FLT	September 2034	38374J XJ 0
GA(1) ..	44,444,444	4.5	PAC/AD	FIX	September 2034	38374J XK 7
PO . . . .	5,555,556	0.0	PAC/AD	PO	September 2034	38374J XL 5
SP . . . . .	200,000,000	(5)	NTL (PAC/AD)	INV/IO	September 2034	38374J XM 3
ZD(1) ..	48,188,000	6.0	SUP	FIX/Z	September 2034	38374J XN 1
<b>Security Group 2</b>						
D(1) . . .	3,261,158	6.0	SEQ	FIX	October 2034	38374J XP 6
EA(1) ..	67,666,667	4.5	PAC/AD	FIX	September 2034	38374J XQ 4
FE(1) ..	203,000,000	(5)	PAC/AD	FLT	September 2034	38374J XR 2
JS . . . . .	203,000,000	(5)	NTL (PAC/AD)	INV/IO	September 2034	38374J XS 0
ZB(1) ..	52,188,000	6.0	SUP	FIX/Z	September 2034	38374J XT 8
<b>Security Group 3</b>						
FJ(1) . . .	40,000,000	(5)	SC/PT	FLT	July 2034	38374J XU 5
SG(1) ..	40,000,000	(5)	NTL (SC/PT)	INV/IO	July 2034	38374J XV 3
SK(1) ..	40,000,000	(5)	NTL (SC/PT)	INV/IO	July 2034	38374J XW 1
SU(1) ..	40,000,000	(5)	NTL (SC/PT)	INV/IO	July 2034	38374J XX 9
<b>Security Group 4</b>						
AS(1) ..	100,000,000	(5)	NTL (PAC/AD)	INV/IO	July 2034	38374J XY 7
BS(1) ..	100,000,000	(5)	NTL (PAC/AD)	INV/IO	July 2034	38374J XZ 4
C . . . . .	4,938,000	5.5	SEQ	FIX	October 2034	38374J YA 8
CS(1) ..	100,000,000	(5)	NTL (PAC/AD)	INV/IO	July 2034	38374J YB 6
DS(1) ..	100,000,000	(5)	NTL (PAC/AD)	INV/IO	July 2034	38374J YC 4
FX(1) ..	100,000,000	(5)	PAC/AD	FLT	July 2034	38374J YD 2
SL(1) ..	100,000,000	(5)	NTL (PAC/AD)	INV/IO	July 2034	38374J YE 0
TA(1) ..	100,000,000	4.0	PAC/AD	FIX	July 2034	38374J YF 7
ZX(1) ..	3,278,684	5.5	SUP	FIX/Z	January 2026	38374J YG 5
ZY(1) ..	38,668,561	5.5	SUP	FIX/Z	July 2034	38374J YH 3
<b>Residual</b>						
RR . . . .	0	0.0	NPR	NPR	October 2034	38374J YJ 9

- (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:** Bear, Stearns & Co. Inc.

**Trustee:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** October 29, 2004

**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 November 2004.

**Trust Assets:**

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae II	6.0	30
3	Underlying SMBS Securities	(1)	(1)
4	Ginnie Mae II	5.5	30

(1) Certain information regarding the Underlying SMBS Securities 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. In the case of Combinations 1, 2, 3, 4 and 5 one or more MX Classes may be created from certain Securities in different Trust Asset Groups, resulting in these Securities receiving payments from more than one Trust Asset Group.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, Group 2 and Group 4 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)
<b>Group 1 Trust Assets</b>			
\$301,200,000	352	8	6.36%
<b>Group 2 Trust Assets</b>			
\$326,115,825	352	8	6.36%
<b>Group 4 Trust Assets</b>			
\$246,885,245	356	4	6.05%

(1) As of October 1, 2004.

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

(3) The Mortgage Loans underlying the Group 1, Group 2 and Group 4 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, Group 2 and Group 4 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement. See

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

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

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

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

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the 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
AS	6.65% - LIBOR	0.0500%	0.00%	0.05%	0	6.65%
BS	6.70% - LIBOR	0.0500%	0.00%	0.05%	0	6.70%
CS	6.75% - LIBOR	0.0500%	0.00%	0.05%	0	6.75%
DS	6.80% - LIBOR	0.0500%	0.00%	0.05%	0	6.80%
FA	LIBOR + 0.40%	2.1375%	0.40%	6.50%	0	0.00%
FE	LIBOR + 0.40%	2.1375%	0.40%	6.50%	0	0.00%
FG	LIBOR + 0.40%	2.2400%	0.40%	7.00%	0	0.00%
FH	LIBOR + 0.35%	2.1900%	0.35%	7.00%	0	0.00%
FJ	LIBOR + 0.30%	2.1400%	0.30%	7.00%	0	0.00%
FL	LIBOR + 0.40%	2.1375%	0.40%	7.00%	0	0.00%
FP	LIBOR + 0.40%	2.1375%	0.40%	6.50%	0	0.00%
FT	LIBOR + 0.35%	2.0875%	0.35%	7.00%	0	0.00%
FV	LIBOR + 0.30%	2.0375%	0.30%	7.00%	0	0.00%
FW	LIBOR + 0.25%	1.9875%	0.25%	7.00%	0	0.00%
FX	LIBOR + 0.20%	1.9375%	0.20%	7.00%	0	0.00%
JS	6.10% - LIBOR	4.3625%	0.00%	6.10%	0	6.10%
SG	6.60% - LIBOR	4.7600%	0.00%	6.60%	0	6.60%
SK	6.70% - LIBOR	0.0500%	0.00%	0.05%	0	6.70%
SL	6.60% - LIBOR	4.8625%	0.00%	6.60%	0	6.60%
SM	6.70% - LIBOR	4.8600%	0.00%	6.70%	0	6.70%
SP	6.10% - LIBOR	4.3625%	0.00%	6.10%	0	6.10%
ST	6.65% - LIBOR	4.9125%	0.00%	6.65%	0	6.65%
SU	6.65% - LIBOR	0.0500%	0.00%	0.05%	0	6.65%
SV	6.70% - LIBOR	4.9625%	0.00%	6.70%	0	6.70%
SW	6.75% - LIBOR	5.0125%	0.00%	6.75%	0	6.75%
SX	6.80% - LIBOR	5.0625%	0.00%	6.80%	0	6.80%
SY	6.65% - LIBOR	4.8100%	0.00%	6.65%	0	6.65%

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

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

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

### **SECURITY GROUP 1**

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

1. Concurrently, to FP, GA and PO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZD, until retired
3. Concurrently, to FP, GA and PO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
4. To B, until retired

### **SECURITY GROUP 2**

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

1. Concurrently, to EA and FE, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZB, until retired
3. Concurrently, to EA and FE, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
4. To D, until retired

### **SECURITY GROUP 3**

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

### **SECURITY GROUP 4**

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

- The ZX and ZY Accrual Amounts, while ZX is outstanding, as follows:
  1. Concurrently, to FX and TA, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to ZX and ZY, in that order, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
  1. Concurrently, to FX and TA, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Sequentially, to ZX and ZY, in that order, until retired
  3. Concurrently, to FX and TA, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
  4. To C, until retired

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

<u>Classes</u>	<u>Structuring Ranges</u>
FP, GA and PO (in the aggregate) . . . . .	350% PSA through 500% PSA
EA and FE (in the aggregate) . . . . .	350% PSA through 500% PSA
FX and TA (in the aggregate) . . . . .	350% PSA through 500% PSA

**Accrual Classes:** Interest will accrue on each 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 Classes, other than Class ZY, as interest. No interest will be distributed to Accrual Class ZY until the Distribution Date following the Distribution Date on which the Class ZX Principal Balance has been reduced to zero. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.” After interest distributions commence on Accrual Class ZY, interest distributions will continue until the Class Principal Balance of such class is reduced to zero.

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AS . . . . .	\$ 100,000,000	100% of Class FX (PAC/AD Class)
BS . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
CS . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
DS . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
JS . . . . .	203,000,000	100% of Class FE (PAC/AD Class)
PI . . . . .	37,370,370	33.3333333333% of Class PA (PAC/AD Class)
SG . . . . .	40,000,000	100% of Class FJ (SC/PT Class)
SK . . . . .	40,000,000	100% of Class FJ (SC/PT Class)
SL . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
SM . . . . .	40,000,000	100% of Class FJ (SC/PT Class)
SP . . . . .	200,000,000	100% of Class FP (PAC/AD Class)
ST . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
SU . . . . .	40,000,000	100% of Class FJ (SC/PT Class)
SV . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
SW . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
SX . . . . .	100,000,000	100% of Class FX (PAC/AD Class)
SY . . . . .	40,000,000	100% of Class FJ (SC/PT Class)
TI . . . . .	18,181,818	18.1818181818% of TA (PAC/AD Class)

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

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

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)
<b>Security Group 1 and Security Group 2</b>								
Combination 1								
FP	\$200,000,000	FA	\$403,000,000	PAC/AD	(6)	FLT	38374J YK 6	September 2034
FE	203,000,000							
Combination 2								
ZB	52,188,000	ZA	100,376,000	SUP	6.00%	FIX/Z	38374J YL 4	September 2034
ZD	48,188,000							
Combination 3								
B	3,012,000	G	6,273,158	SEQ	6.00	FIX	38374J YM 2	October 2034
D	3,261,158							
Combination 4								
GA	44,444,444	PA	112,111,111	PAC/AD	4.50	FIX	38374J YN 0	September 2034
EA	67,666,667							
Combination 5(7)								
PA(5)	112,111,111	PI	37,370,370	NTL (PAC/AD)	6.00	FIX/IO	38374J YP 5	September 2034
		PJ	112,111,111	PAC/AD	4.25	FIX	38374J YQ 3	September 2034
		PK	112,111,111	PAC/AD	4.00	FIX	38374J YR 1	September 2034
		PL	112,111,111	PAC/AD	3.75	FIX	38374J YS 9	September 2034
		PM	112,111,111	PAC/AD	3.50	FIX	38374J YT 7	September 2034
		PN	112,111,111	PAC/AD	3.25	FIX	38374J YU 4	September 2034
		PT	112,111,111	PAC/AD	3.00	FIX	38374J YV 2	September 2034
		PU	112,111,111	PAC/AD	2.75	FIX	38374J YW 0	September 2034
		PV	112,111,111	PAC/AD	2.50	FIX	38374J YX 8	September 2034
Combination 6								
FJ	40,000,000	FH	40,000,000	SC/PT	(6)	FLT	38374J YY 6	July 2034
SK	40,000,000							
Combination 7								
SU	40,000,000	FG	40,000,000	SC/PT	(6)	FLT	38374J YZ 3	July 2034
SK	40,000,000							
FJ	40,000,000							
Combination 8								
SU	40,000,000	SY	40,000,000	NTL (SC/PT)	(6)	INV/IO	38374J ZA 7	July 2034
SG	40,000,000							
Combination 9								
SU	40,000,000	SM	40,000,000	NTL (SC/PT)	(6)	INV/IO	38374J ZB 5	July 2034
SK	40,000,000							
SG	40,000,000							
Combination 10(7)								
TA	100,000,000	TB	100,000,000	PAC/AD	3.75	FIX	38374J ZC 3	July 2034
		TC	100,000,000	PAC/AD	3.50	FIX	38374J ZD 1	July 2034
		TD	100,000,000	PAC/AD	3.25	FIX	38374J ZE 9	July 2034
		TE	100,000,000	PAC/AD	3.00	FIX	38374J ZF 6	July 2034
		TI	18,181,818	NTL (PAC/AD)	5.50	FIX/IO	38374J ZG 4	July 2034

**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								
ZX	3,278,684	E	41,947,245	SEQ	5.50	FIX/Z	38374J ZH 2	July 2034
ZY	38,668,561							
Combination 12								
DS	100,000,000	FW	100,000,000	PAC/AD	(6)	FLT	38374J ZJ 8	July 2034
FX	100,000,000							
Combination 13								
CS	100,000,000	FV	100,000,000	PAC/AD	(6)	FLT	38374J ZK 5	July 2034
DS	100,000,000							
FX	100,000,000							
Combination 14								
BS	100,000,000	FT	100,000,000	PAC/AD	(6)	FLT	38374J ZL 3	July 2034
CS	100,000,000							
DS	100,000,000							
FX	100,000,000							
Combination 15								
AS	100,000,000	FL	100,000,000	PAC/AD	(6)	FLT	38374J ZM 1	July 2034
BS	100,000,000							
CS	100,000,000							
DS	100,000,000							
FX	100,000,000							
Combination 16								
AS	100,000,000	ST	100,000,000	NTL (PAC/AD)	(6)	INV/IO	38374J ZN 9	July 2034
SL	100,000,000							
Combination 17								
AS	100,000,000	SV	100,000,000	NTL (PAC/AD)	(6)	INV/IO	38374J ZP 4	July 2034
BS	100,000,000							
SL	100,000,000							
Combination 18								
AS	100,000,000	SW	100,000,000	NTL (PAC/AD)	(6)	INV/IO	38374J ZQ 2	July 2034
BS	100,000,000							
CS	100,000,000							
SL	100,000,000							
Combination 19								
AS	100,000,000	SX	100,000,000	NTL (PAC/AD)	(6)	INV/IO	38374J ZR 0	July 2034
BS	100,000,000							
CS	100,000,000							
DS	100,000,000							
SL	100,000,000							

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

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

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

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

(5) MX Class.

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

(7) In the case of Combination 5 and 10, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.





**\$198,376,492**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2005-005**

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*OFFERING CIRCULAR SUPPLEMENT  
January 21, 2005*

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