

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



**\$516,224,809**

**Government National Mortgage Association**  
**GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2005-092**

**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) 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 December 30, 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.

**UBS Investment Bank**

**Blaylock & Company Inc.**

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

## Ginnie Mae REMIC Trust 2005-092

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Security Group 1</b>						
A .....	\$ 6,000,000	6.0%	SUP	FIX	June 2035	38374MUE7
B .....	6,000,000	6.0	SUP	FIX	September 2035	38374MUF4
C .....	5,805,000	6.0	SUP	FIX	December 2035	38374MUG2
FN .....	33,336,923	(5)	PAC II/AD	FLT	December 2035	38374MUH0
FP .....	106,575,333	(5)	PAC I	FLT	February 2035	38374MUJ6
PC .....	38,657,000	5.0	PAC I	FIX	September 2032	38374MUK3
PD .....	14,630,667	5.0	PAC I	FIX	February 2035	38374MUL1
QI(1) ..	17,217,000	6.0	NTL (PAC I)	FIX/IO	December 2035	38374MUM9
QO(1) ..	17,217,000	0.0	PAC I	PO	December 2035	38374MUN7
SN .....	33,336,923	(5)	NTL (PAC II/AD)	INV/IO	December 2035	38374MUP2
SP .....	106,575,333	(5)	NTL (PAC I)	INV/IO	February 2035	38374MUQ0
TN .....	2,778,077	(5)	PAC II/AD	INV	December 2035	38374MUR8
Z .....	19,000,000	6.0	SUP	FIX/Z	February 2035	38374MUS6
<b>Security Group 2</b>						
BA .....	25,000,000	6.0	SUP/AD	FIX	January 2032	38374MUT4
CD(1) ..	24,704,667	5.0	TAC/AD	FIX	January 2032	38374MUU1
F .....	133,333,333	(5)	TAC/AD	FLT	January 2032	38374MUV9
JA(1) ...	41,962,000	5.0	PAC/AD	FIX	January 2032	38374MUW7
S .....	133,333,333	(5)	NTL (TAC/AD)	INV/IO	January 2032	38374MUX5
ZA .....	10,000,000	6.0	SUP/AD	FIX/Z	September 2030	38374MUY3
ZE .....	15,000,000	6.0	SEQ	FIX/Z	December 2035	38374MUZ0
<b>Security Group 3</b>						
EA .....	2,365,849	6.0	SC/SEQ	FIX	March 2034	38374MVA4
EB .....	2,365,848	5.0	SC/SEQ	FIX	March 2034	38374MVB2
EC .....	2,365,849	5.5	SC/SEQ	FIX	March 2034	38374MVC0
ED .....	3,042,421	6.0	SC/SEQ	FIX	March 2034	38374MVD8
EG .....	3,042,421	5.0	SC/SEQ	FIX	March 2034	38374MVE6
EH .....	3,042,421	5.5	SC/SEQ	FIX	March 2034	38374MVF3
<b>Residual</b>						
RR .....	0	0.0	NPR	NPR	December 2035	38374MVG1

(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 3 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, N.A., which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting JPMorgan Chase Bank, N.A., at the telephone number listed above.

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

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**TERMS SHEET**

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

**Sponsor:** UBS Securities LLC

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** December 30, 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 January 2006.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae II	6.0	30
3	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 and 2 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$250,000,000	345	12	6.5%
<b>Group 2 Trust Assets</b>			
\$250,000,000	346	10	6.5%

<sup>1</sup> As of December 1, 2005.

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

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

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
F . . . . .	LIBOR + 0.10%	4.42%	0.10%	6.50%	0	0.00%
FN . . . . .	LIBOR + 0.10%	4.26%	0.10%	6.50%	0	0.00%
FP . . . . .	LIBOR + 0.20%	4.36%	0.20%	6.50%	0	0.00%
S . . . . .	6.40% – LIBOR	2.08%	0.00%	6.40%	0	6.40%
SN . . . . .	5.90% – LIBOR	1.74%	0.00%	5.90%	0	5.90%
SP . . . . .	6.30% – LIBOR	2.14%	0.00%	6.30%	0	6.30%
TN . . . . .	76.80% – (LIBOR × 12.00)	6.00%	0.00%	6.00%	0	6.40%

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

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

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

**SECURITY GROUP 1**

The Group 1 Principal Distribution Amount and the Z Accrual Amount will be allocated as follows:

- The Z Accrual Amount in the following order of priority:
  1. Concurrently, to FN and TN, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To Z, until retired

- The Group 1 Principal Distribution Amount in the following order of priority:
  1. To the PAC I Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, as follows:
      - i. 66.6666664582% to FP, until retired
      - ii. 33.3333335418% sequentially, to PC and PD, in that order, until retired
    - b. To QO, until retired
  2. Concurrently, to FN and TN, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. Sequentially, to Z, A, B and C, in that order, until retired
  4. Concurrently, to FN and TN, pro rata, without regard to their Aggregate Scheduled Principal Balances, until retired
  5. To the PAC I Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balances, until retired

**SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) and the ZA and ZE Accrual Amounts will be allocated as follows:

- The ZA Accrual Amount in the following order of priority:
  1. Concurrently, as follows:
    - a. 66.6666665% to F, until retired
    - b. 33.3333335% in the following order of priority:
      - i. To JA, until reduced to its Scheduled Principal Balance for that Distribution Date
      - ii. To CD, until retired
      - iii. To JA, without regard to its Scheduled Principal Balances, until retired
  2. To ZA, until retired
- The Group 2 Adjusted Principal Distribution Amount and ZE Accrual Amount in the following order of priority:
  1. To CD, F and JA, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
    - a. Concurrently, as follows:
      - i. 66.6666665% to F, until retired
      - ii. 33.3333335% in the following order of priority:
        - (a) To JA, until reduced to its Scheduled Principal Balance for that Distribution Date

- (b) To CD, until retired
- (c) To JA, without regard to its Scheduled Principal Balances, until retired
- 2. Sequentially, to ZA and BA, in that order, until retired
- 3. To CD, F and JA, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balances, until retired
- 4. To ZE, until retired

**SECURITY Group 3**

The Group 3 Principal Distribution Amount will be allocated in the following order of priority:

- 1. Concurrently, to EA, EB and EC, pro rata, until retired
- 2. Concurrently, to ED, EG and EH, pro rata, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
FP, PC, PD and QO (in the aggregate) .....	100% PSA through 250% PSA
FN and TN (in the aggregate) .....	180% PSA through 280% PSA
JA .....	100% PSA through 400% PSA
CD, F and JA (in the aggregate) .....	240% 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 as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
QI .....	\$ 17,217,000	100% of QO (PAC I Class)
S .....	133,333,333	100% of F (TAC/AD Class)
SN .....	33,336,923	100% of FN (PAC II/AD Class)
SP .....	106,575,333	100% of FP (PAC I 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 (principal only securities, for example) and principal payments are slower than you expected.

In addition, if your securities are interest only securities or securities purchased at a significant premium, you could lose money on your investment if prepayments occur at a rapid rate.

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

lying a Ginnie Mae MBS Certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS Certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

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

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



on your security may occur much earlier than the final distribution date.

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

**The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 3 securities.** The underlying certificate will be sensitive to

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

As described in the underlying certificate disclosure document, the underlying certificate is not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificate. Accordingly, the underlying certificate may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlement of the underlying certificate on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying

certificate will adhere to its schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificate has adhered to its principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificate otherwise has performed as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying 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 3 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

***The actual characteristics of the underlying mortgage loans will affect the weighted average lives and yields of your securities.***

The yield and 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 (Groups 1 and 2)**

The Group 1 and 2 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 3)**

The Group 3 Trust Assets consist of an Underlying Certificate that represents beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the Underlying

Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

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

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1 and 2 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 and 2 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 Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

### *Fixed Rate Classes*

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the 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”) e-Access or by calling the Information Agent at (800) 234-GNMA.

### *Accrual Classes*

Each of Class Z, ZA and Class ZE 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 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. 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 Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Classes may be exchanged for proportionate interests in the related Classes of REMIC Securities. This process may occur repeatedly.

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administration Ginnie Mae 2005-081. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.



A fee will be payable to the Trustee in connection with each exchange equal to 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 3 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 3 securities” in this Supplement.

## Accretion Directed Classes

Classes BA, CD, F, FN, JA, TN and ZA are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Classes S and SN are Notional Classes whose Class Notional Balances are determined by reference to the Class Principal Balance of Classes F and FN, respectively.

Each of the Accretion Directed Classes 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. Classes FN and TN will have principal payment stability only through the prepayment rate shown in the table below. Classes BA, CD, F, JA and ZA are not listed in the table below because, although they 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.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. With respect to the Classes listed in the table below, the Weighted Average Life of each such Class cannot exceed its Weighted Average Life as shown in the following table under any constant prepayment scenario, even a scenario where there are no prepayments.

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, the Class Principal Balances of Classes FN and TN would be reduced to zero before their Final Distribution Dates, and the Weighted Average Life of each of these Classes would equal its maximum Weighted Average Life.
- However, the Weighted Average Lives of Classes FN and TN will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rates shown in the table below. See “*Yield, Maturity and Prepayment Considerations — Decrement Tables*” in this Supplement.

### Accretion Directed Classes

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
FN	10.5	December 2035	57% PSA
TN	10.5	December 2035	57% PSA

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for any Accretion Directed Class, the Class Principal Balance of that Class could be reduced to zero before its Final Distribution Date, and its Weighted Average Life could be shortened.

## Securities that Receive Principal on the Basis of Schedules

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

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

<b>PAC Classes</b>	<u><b>Initial Effective Ranges</b></u>
FP, PC, PD and QO (in the aggregate) .....	100% PSA through 250% PSA
FN and TN (in the aggregate) .....	171% PSA through 280% PSA
JA .....	100% PSA to 400% PSA

<b>TAC Classes</b>	<u><b>Initial Effective Rate</b></u>
CD, F and JA (in the aggregate) .....	240% PSA

- The principal payment stability of the PAC I Classes will be supported by the PAC II Classes and the related Support Classes.
- The principal payment stability of the PAC II Classes will be supported by the related Support Classes.
- The principal payment stability of Class JA will be supported by Class CD.
- The principal payment stability of the TAC Classes will be supported by the related 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 or Rate and will become more sensitive to prepayments on the related Mortgage Loans.**

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges or Rate. If the initial Effective Ranges or Rate were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rate could differ from those shown in the above tables or an initial Effective Rate might not exist. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range or at the initial Effective Rate shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

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

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

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

## **Assumability**

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

## **Final Distribution Date**

The Final Distribution Date for each Class, which is set forth on the 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 and Group 2 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 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 or Group 2 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 Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in January 2006.

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

5. The Closing Date for the Securities is December 30, 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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates														
	Class A					Class B					Class C				
	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2006	100	100	100	100	0	100	100	100	100	27	100	100	100	100	100
December 2007	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0
December 2008	100	100	100	72	0	100	100	100	100	0	100	100	100	100	0
December 2009	100	100	100	5	0	100	100	100	100	0	100	100	100	100	0
December 2010	100	100	100	0	0	100	100	100	47	0	100	100	100	100	0
December 2011	100	100	56	0	0	100	100	100	0	0	100	100	100	65	0
December 2012	100	100	9	0	0	100	100	100	0	0	100	100	100	18	0
December 2013	100	100	0	0	0	100	100	86	0	0	100	100	100	0	0
December 2014	100	100	0	0	0	100	100	77	0	0	100	100	100	0	0
December 2015	100	100	0	0	0	100	100	66	0	0	100	100	100	0	0
December 2016	100	100	0	0	0	100	100	53	0	0	100	100	100	0	0
December 2017	100	100	0	0	0	100	100	40	0	0	100	100	100	0	0
December 2018	100	100	0	0	0	100	100	26	0	0	100	100	100	0	0
December 2019	100	100	0	0	0	100	100	13	0	0	100	100	100	0	0
December 2020	100	100	0	0	0	100	100	1	0	0	100	100	100	0	0
December 2021	100	100	0	0	0	100	100	0	0	0	100	100	88	0	0
December 2022	100	100	0	0	0	100	100	0	0	0	100	100	76	0	0
December 2023	100	100	0	0	0	100	100	0	0	0	100	100	66	0	0
December 2024	100	100	0	0	0	100	100	0	0	0	100	100	56	0	0
December 2025	100	100	0	0	0	100	100	0	0	0	100	100	47	0	0
December 2026	100	100	0	0	0	100	100	0	0	0	100	100	38	0	0
December 2027	100	100	0	0	0	100	100	0	0	0	100	100	31	0	0
December 2028	100	100	0	0	0	100	100	0	0	0	100	100	25	0	0
December 2029	100	79	0	0	0	100	100	0	0	0	100	100	19	0	0
December 2030	100	16	0	0	0	100	100	0	0	0	100	100	14	0	0
December 2031	100	0	0	0	0	100	56	0	0	0	100	100	9	0	0
December 2032	100	0	0	0	0	100	0	0	0	0	100	98	5	0	0
December 2033	100	0	0	0	0	100	0	0	0	0	100	41	2	0	0
December 2034	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.3	24.5	6.2	3.3	0.8	29.6	26.1	11.2	4.9	1.0	29.9	27.9	20.3	6.4	1.1

Distribution Date	PSA Prepayment Assumption Rates														
	Classes FN, SN and TN					Classes FP and SP					Classes PB, QI and QO				
	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2006	97	97	80	80	80	99	92	92	92	92	100	100	100	100	100
December 2007	93	93	52	52	0	97	82	82	82	78	100	100	100	100	100
December 2008	90	90	29	29	0	95	72	72	72	50	100	100	100	100	100
December 2009	86	86	11	11	0	94	62	62	62	31	100	100	100	100	100
December 2010	82	82	0	0	0	92	53	53	53	18	100	100	100	100	100
December 2011	77	77	0	0	0	89	45	45	45	9	100	100	100	100	100
December 2012	73	73	0	0	0	87	37	37	37	3	100	100	100	100	100
December 2013	68	68	0	0	0	85	29	29	29	0	100	100	100	100	87
December 2014	62	61	0	0	0	82	23	23	23	0	100	100	100	100	59
December 2015	57	52	0	0	0	79	17	17	17	0	100	100	100	100	40
December 2016	51	40	0	0	0	76	12	12	12	0	100	100	100	100	27
December 2017	45	25	0	0	0	73	8	8	8	0	100	100	100	100	19
December 2018	38	9	0	0	0	69	5	5	5	0	100	100	100	100	13
December 2019	31	0	0	0	0	66	2	2	2	0	100	100	100	100	8
December 2020	24	0	0	0	0	62	0	0	0	0	100	95	95	95	6
December 2021	16	0	0	0	0	57	0	0	0	0	100	77	77	77	4
December 2022	7	0	0	0	0	52	0	0	0	0	100	62	62	62	3
December 2023	0	0	0	0	0	47	0	0	0	0	100	50	50	50	2
December 2024	0	0	0	0	0	42	0	0	0	0	100	39	39	39	1
December 2025	0	0	0	0	0	36	0	0	0	0	100	31	31	31	1
December 2026	0	0	0	0	0	29	0	0	0	0	100	24	24	24	0
December 2027	0	0	0	0	0	22	0	0	0	0	100	18	18	18	0
December 2028	0	0	0	0	0	15	0	0	0	0	100	14	14	14	0
December 2029	0	0	0	0	0	7	0	0	0	0	100	10	10	10	0
December 2030	0	0	0	0	0	0	0	0	0	0	83	7	7	7	0
December 2031	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0
December 2032	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
December 2033	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	10.5	9.0	2.2	2.2	1.3	16.0	5.9	5.9	5.9	3.3	25.5	18.9	18.9	18.9	10.2

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class PC					Class PD					Class Z				
	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2006	98	89	89	89	89	100	100	100	100	100	106	106	81	66	0
December 2007	96	75	75	75	69	100	100	100	100	100	113	113	56	23	0
December 2008	94	61	61	61	31	100	100	100	100	100	120	120	37	0	0
December 2009	91	48	48	48	5	100	100	100	100	100	127	127	24	0	0
December 2010	88	36	36	36	0	100	100	100	100	66	135	135	10	0	0
December 2011	86	24	24	24	0	100	100	100	100	33	143	143	0	0	0
December 2012	82	13	13	13	0	100	100	100	100	10	152	152	0	0	0
December 2013	79	3	3	3	0	100	100	100	100	0	161	161	0	0	0
December 2014	75	0	0	0	0	100	82	82	82	0	171	171	0	0	0
December 2015	72	0	0	0	0	100	61	61	61	0	182	182	0	0	0
December 2016	67	0	0	0	0	100	44	44	44	0	193	193	0	0	0
December 2017	63	0	0	0	0	100	29	29	29	0	205	205	0	0	0
December 2018	58	0	0	0	0	100	17	17	17	0	218	218	0	0	0
December 2019	53	0	0	0	0	100	7	7	7	0	231	214	0	0	0
December 2020	47	0	0	0	0	100	0	0	0	0	245	193	0	0	0
December 2021	41	0	0	0	0	100	0	0	0	0	261	171	0	0	0
December 2022	34	0	0	0	0	100	0	0	0	0	277	148	0	0	0
December 2023	27	0	0	0	0	100	0	0	0	0	290	125	0	0	0
December 2024	20	0	0	0	0	100	0	0	0	0	290	102	0	0	0
December 2025	11	0	0	0	0	100	0	0	0	0	290	79	0	0	0
December 2026	3	0	0	0	0	100	0	0	0	0	290	57	0	0	0
December 2027	0	0	0	0	0	81	0	0	0	0	290	35	0	0	0
December 2028	0	0	0	0	0	54	0	0	0	0	290	14	0	0	0
December 2029	0	0	0	0	0	25	0	0	0	0	290	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0	290	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0	283	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	200	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	110	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	12	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	13.4	4.0	4.0	4.0	2.5	23.1	10.9	10.9	10.9	5.6	27.6	18.6	2.6	1.4	0.4

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class BA					Class CD					Classes AB, F and S				
	0%	100%	240%	400%	500%	0%	100%	240%	400%	500%	0%	100%	240%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2006	100	100	100	90	57	100	100	85	85	85	98	94	88	88	88
December 2007	100	100	100	25	0	100	100	62	62	47	96	85	71	71	65
December 2008	100	100	100	0	0	100	100	43	38	8	94	76	55	53	42
December 2009	100	100	100	0	0	100	100	29	18	0	91	67	41	37	25
December 2010	100	100	100	0	0	100	100	19	7	0	89	59	29	24	14
December 2011	100	100	100	0	0	100	100	12	3	0	86	51	19	15	6
December 2012	100	100	100	0	0	100	99	7	3	0	83	44	10	8	0
December 2013	100	100	100	0	0	100	95	1	3	0	80	36	2	2	0
December 2014	100	100	100	0	0	100	79	0	0	0	77	29	0	0	0
December 2015	100	100	83	0	0	100	61	0	0	0	73	23	0	0	0
December 2016	100	100	44	0	0	100	44	0	0	0	69	16	0	0	0
December 2017	100	100	9	0	0	100	27	0	0	0	65	10	0	0	0
December 2018	100	100	0	0	0	100	11	0	0	0	61	4	0	0	0
December 2019	100	100	0	0	0	100	0	0	0	0	56	0	0	0	0
December 2020	100	100	0	0	0	100	0	0	0	0	51	0	0	0	0
December 2021	100	100	0	0	0	100	0	0	0	0	46	0	0	0	0
December 2022	100	63	0	0	0	100	0	0	0	0	40	0	0	0	0
December 2023	100	26	0	0	0	91	0	0	0	0	34	0	0	0	0
December 2024	100	0	0	0	0	73	0	0	0	0	27	0	0	0	0
December 2025	100	0	0	0	0	53	0	0	0	0	20	0	0	0	0
December 2026	100	0	0	0	0	33	0	0	0	0	12	0	0	0	0
December 2027	100	0	0	0	0	10	0	0	0	0	4	0	0	0	0
December 2028	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2029	100	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030	81	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031	5	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	25.4	17.4	10.9	1.6	1.1	20.1	10.7	3.1	2.7	1.9	14.0	6.4	3.6	3.5	2.9



**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class JA					Class ZA					Class ZE				
	0%	100%	240%	400%	500%	0%	100%	240%	400%	500%	0%	100%	240%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2006	97	90	90	90	90	106	106	106	0	0	106	106	106	106	106
December 2007	94	76	76	76	76	113	113	113	0	0	113	113	113	113	113
December 2008	90	61	61	61	61	120	120	120	0	0	120	120	120	120	120
December 2009	86	48	48	48	40	127	127	127	0	0	127	127	127	127	127
December 2010	82	35	35	35	22	135	135	135	0	0	135	135	135	135	135
December 2011	78	22	22	22	9	143	143	143	0	0	143	143	143	143	143
December 2012	73	11	11	11	0	152	152	152	0	0	152	152	152	152	151
December 2013	68	2	2	2	0	161	161	161	0	0	161	161	161	161	104
December 2014	63	0	0	0	0	171	171	68	0	0	171	171	171	141	71
December 2015	58	0	0	0	0	182	182	0	0	0	182	182	182	104	48
December 2016	51	0	0	0	0	193	193	0	0	0	193	193	193	77	33
December 2017	45	0	0	0	0	205	205	0	0	0	205	205	205	57	22
December 2018	38	0	0	0	0	218	218	0	0	0	218	218	183	42	15
December 2019	30	0	0	0	0	231	197	0	0	0	231	231	150	31	10
December 2020	22	0	0	0	0	245	97	0	0	0	245	245	123	22	7
December 2021	14	0	0	0	0	261	0	0	0	0	261	261	101	16	5
December 2022	4	0	0	0	0	277	0	0	0	0	277	277	82	12	3
December 2023	0	0	0	0	0	294	0	0	0	0	294	294	66	8	2
December 2024	0	0	0	0	0	312	0	0	0	0	312	296	53	6	1
December 2025	0	0	0	0	0	331	0	0	0	0	331	258	42	4	1
December 2026	0	0	0	0	0	351	0	0	0	0	351	221	33	3	1
December 2027	0	0	0	0	0	373	0	0	0	0	373	187	25	2	0
December 2028	0	0	0	0	0	295	0	0	0	0	396	155	19	1	0
December 2029	0	0	0	0	0	130	0	0	0	0	421	124	14	1	0
December 2030	0	0	0	0	0	0	0	0	0	0	446	95	10	1	0
December 2031	0	0	0	0	0	0	0	0	0	0	474	68	6	0	0
December 2032	0	0	0	0	0	0	0	0	0	0	375	43	4	0	0
December 2033	0	0	0	0	0	0	0	0	0	0	259	19	1	0	0
December 2034	0	0	0	0	0	0	0	0	0	0	134	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	10.5	3.9	3.9	3.9	3.5	23.6	14.9	8.9	0.5	0.3	28.1	23.3	16.9	11.7	9.6

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes EA, EB and EC					Classes ED, EG and EH				
	0%	100%	190%	300%	400%	0%	100%	190%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
December 2006	100	100	100	100	100	100	100	100	100	100
December 2007	100	100	100	100	100	100	100	100	100	100
December 2008	100	100	100	100	100	100	100	100	100	100
December 2009	100	100	100	100	100	100	100	100	100	100
December 2010	100	100	100	100	100	100	100	100	100	100
December 2011	100	100	100	100	100	100	100	100	100	100
December 2012	100	100	100	100	63	100	100	100	100	100
December 2013	100	100	47	31	5	100	100	100	100	100
December 2014	100	100	0	0	0	100	100	85	85	70
December 2015	100	100	0	0	0	100	100	56	56	45
December 2016	100	100	0	0	0	100	100	35	35	27
December 2017	100	86	0	0	0	100	100	19	19	13
December 2018	100	25	0	0	0	100	100	7	7	3
December 2019	100	0	0	0	0	100	75	0	0	0
December 2020	100	0	0	0	0	100	33	0	0	0
December 2021	100	0	0	0	0	100	0	0	0	0
December 2022	100	0	0	0	0	100	0	0	0	0
December 2023	100	0	0	0	0	100	0	0	0	0
December 2024	100	0	0	0	0	100	0	0	0	0
December 2025	100	0	0	0	0	100	0	0	0	0
December 2026	100	0	0	0	0	100	0	0	0	0
December 2027	40	0	0	0	0	100	0	0	0	0
December 2028	0	0	0	0	0	54	0	0	0	0
December 2029	0	0	0	0	0	0	0	0	0	0
December 2030	0	0	0	0	0	0	0	0	0	0
December 2031	0	0	0	0	0	0	0	0	0	0
December 2032	0	0	0	0	0	0	0	0	0	0
December 2033	0	0	0	0	0	0	0	0	0	0
December 2034	0	0	0	0	0	0	0	0	0	0
December 2035	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	21.9	12.6	8.0	7.8	7.2	23.1	14.6	10.6	10.6	10.1

## Yield Considerations

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

### *Prepayments: Effect on Yields*

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR and Class TN 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*

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

**Yield Tables**

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

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

The yields were calculated by

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

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

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

**SECURITY GROUP 1**

**Sensitivity of Class QI to Prepayments  
Assumed Price 43.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>220%</b>	<b>250%</b>	<b>500%</b>	<b>685%</b>
12.7%	12.7%	12.7%	7.0%	0.0%

**Sensitivity of Class QO to Prepayments  
Assumed Price 58.0%**

<b>PSA Prepayment Assumption Rates</b>			
<b>100%</b>	<b>220%</b>	<b>250%</b>	<b>500%</b>
2.9%	2.9%	2.9%	5.5%

**Sensitivity of Class SN to Prepayments  
Assumed Price 2.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>220%</b>	<b>250%</b>	<b>500%</b>
3.16% .....	170.7%	131.9%	131.9%	99.1%
4.16% .....	99.2%	60.2%	60.2%	17.3%
5.16% .....	35.8%	(10.5)%	(10.5)%	(67.6)%
5.90% and above .....	**	**	**	**

**Sensitivity of Class SP to Prepayments  
Assumed Price 5.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>220%</b>	<b>250%</b>	<b>500%</b>
3.16% .....	57.1%	57.1%	57.1%	46.7%
4.16% .....	32.7%	32.7%	32.7%	18.9%
5.16% .....	8.2%	8.2%	8.2%	(11.3)%
6.30% and above .....	**	**	**	**

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

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>220%</b>	<b>250%</b>	<b>500%</b>
5.90% and below .....	6.2%	6.6%	6.6%	6.9%
6.15% .....	3.2%	3.6%	3.6%	4.0%
6.40% and above .....	0.1%	0.6%	0.6%	1.0%

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

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

**SECURITY GROUP 2**  
**Sensitivity of Class S to Prepayments**  
**Assumed Price 4.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>240%</u>	<u>400%</u>	<u>500%</u>
3.32% .....	77.5%	65.1%	64.2%	59.1%
4.32% .....	46.3%	33.0%	31.7%	25.2%
5.32% .....	15.8%	(0.2)%	(2.0)%	(10.4)%
6.40% and above .....	**	**	**	**

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

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

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

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

**U.S. Treasury Circular 230 Notice**

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

**REMIC Elections**

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

**Regular Securities**

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

The Class QO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class QI, S, SN and SP Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax

treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on these securities at the prepayment assumption described below.

The Class Z, ZA and ZE 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 assumption described below and, in the case of the Floating Rate Classes, the constant LIBOR value described below, Classes PD and TN 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 (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1 .....	220%
2 .....	240%
3 .....	190%

In the case of the Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 4.16% in the case of the Group 1 Securities and 4.32% 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. Even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

### **MX Securities**

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

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

### **ERISA MATTERS**

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

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

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



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

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

### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) December 1, 2005 on the Fixed Rate Classes and (2) December 20, 2005 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

### **INCREASE IN SIZE**

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

### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Sidley Austin Brown & Wood LLP, New York, New York and the Law Offices of Joseph C. Reid, P.A., New York, New York, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Seward & Kissel 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(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
QI	\$17,217,000	PB	\$17,217,000	PAC I	6.0%	FIX	38374MVH9	December 2035
QO	17,217,000							
<b>Security Group 2</b>								
Combination 2								
CD	\$24,704,667	AB	\$66,666,667	TAC/AD	5.0%	FIX	38374MVJ5	January 2032
JA	41,962,000							

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

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

**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
Initial Balance . . . . .	\$200,000,000.00	\$36,115,000.00	\$77,080,000.00	\$41,962,000.00
January 2006 . . . . .	198,501,562.76	35,666,925.44	176,284,551.71	41,683,968.98
February 2006 . . . . .	196,903,817.99	35,187,212.82	175,446,688.17	41,391,585.73
March 2006 . . . . .	195,208,065.52	34,676,262.12	174,567,565.50	41,085,102.96
April 2006 . . . . .	193,415,727.49	34,134,709.52	173,647,543.10	40,764,624.73
May 2006 . . . . .	191,528,346.41	33,563,236.62	172,687,001.54	40,430,262.27
June 2006 . . . . .	189,547,583.01	32,962,569.45	171,686,342.32	40,082,133.90
July 2006 . . . . .	187,475,213.89	32,333,477.47	170,645,987.58	39,720,364.93
August 2006 . . . . .	185,313,128.79	31,676,772.41	169,566,379.83	39,345,087.62
September 2006 . . . . .	183,063,327.77	30,993,307.05	168,447,981.66	38,956,441.05
October 2006 . . . . .	180,727,917.98	30,283,973.96	167,291,275.38	38,554,571.06
November 2006 . . . . .	178,309,110.36	29,549,704.10	166,096,762.73	38,139,630.13
December 2006 . . . . .	175,809,216.00	28,791,465.38	164,864,964.49	37,711,777.27
January 2007 . . . . .	173,230,642.31	28,010,261.15	163,596,420.12	37,271,177.92
February 2007 . . . . .	170,575,888.99	27,207,128.59	162,291,687.37	36,818,003.83
March 2007 . . . . .	167,847,543.79	26,383,137.05	160,951,341.88	36,352,432.93
April 2007 . . . . .	165,048,278.10	25,539,386.35	159,575,976.75	35,874,649.21
May 2007 . . . . .	162,180,842.26	24,677,004.95	158,166,202.12	35,384,842.56
June 2007 . . . . .	159,248,060.87	23,797,148.17	156,722,644.69	34,883,208.68
July 2007 . . . . .	156,252,827.76	22,932,946.24	155,286,448.80	34,369,948.88
August 2007 . . . . .	153,198,100.93	22,084,214.78	153,857,576.57	33,845,269.97
September 2007 . . . . .	150,181,974.84	21,250,771.35	152,435,990.32	33,322,803.95
October 2007 . . . . .	147,203,927.23	20,432,435.40	151,021,652.56	32,802,537.10
November 2007 . . . . .	144,263,442.64	19,629,028.29	149,614,526.00	32,284,455.78
December 2007 . . . . .	141,360,012.24	18,840,373.24	148,214,573.53	31,768,546.40
January 2008 . . . . .	138,493,133.82	18,066,295.31	146,821,758.25	31,254,795.42
February 2008 . . . . .	135,662,311.63	17,306,621.43	145,436,043.43	30,743,189.36
March 2008 . . . . .	132,867,056.38	16,561,180.32	144,057,392.53	30,233,714.81
April 2008 . . . . .	130,106,885.07	15,829,802.50	142,685,769.22	29,726,358.40
May 2008 . . . . .	127,381,320.96	15,112,320.28	141,321,137.33	29,221,106.83
June 2008 . . . . .	124,689,893.50	14,408,567.72	139,963,460.89	28,717,946.86
July 2008 . . . . .	122,032,138.20	13,718,380.63	138,612,704.12	28,216,865.29
August 2008 . . . . .	119,407,596.59	13,041,596.55	137,268,831.41	27,717,848.98
September 2008 . . . . .	116,815,816.11	12,378,054.74	135,931,807.34	27,220,884.86
October 2008 . . . . .	114,256,350.07	11,727,596.14	134,601,596.67	26,725,959.89
November 2008 . . . . .	111,728,757.56	11,090,063.37	133,278,164.34	26,233,061.11

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
December 2008 . . . . .	\$109,232,603.34	\$10,465,300.70	\$31,961,475.48	\$25,742,175.60
January 2009 . . . . .	106,767,457.84	9,853,154.06	130,651,495.39	25,253,290.49
February 2009 . . . . .	104,332,896.99	9,253,470.99	129,348,189.56	24,766,392.98
March 2009 . . . . .	101,928,502.25	8,666,100.65	128,051,523.64	24,281,470.31
April 2009 . . . . .	99,553,860.45	8,090,893.80	126,761,463.47	23,798,509.78
May 2009 . . . . .	97,208,563.77	7,527,702.77	125,477,975.05	23,317,498.73
June 2009 . . . . .	94,892,209.66	6,976,381.45	124,201,024.58	22,838,424.57
July 2009 . . . . .	92,604,400.77	6,436,785.29	122,930,578.41	22,361,274.76
August 2009 . . . . .	90,344,744.88	5,908,771.25	121,666,603.08	21,886,036.79
September 2009 . . . . .	88,112,854.82	5,392,197.83	120,409,065.29	21,412,698.23
October 2009 . . . . .	85,908,348.45	4,886,925.01	119,157,931.92	20,941,246.68
November 2009 . . . . .	83,730,848.52	4,392,814.27	117,913,170.01	20,471,669.80
December 2009 . . . . .	81,579,982.68	3,909,728.55	116,674,746.78	20,003,955.30
January 2010 . . . . .	79,455,383.38	3,437,532.26	115,442,629.61	19,538,090.93
February 2010 . . . . .	77,356,687.79	2,976,091.24	114,216,786.06	19,074,064.51
March 2010 . . . . .	75,283,537.79	2,525,272.76	112,997,183.85	18,611,863.89
April 2010 . . . . .	73,235,579.86	2,084,945.51	111,783,790.86	18,151,476.98
May 2010 . . . . .	71,212,465.03	1,654,979.57	110,576,575.14	17,692,891.73
June 2010 . . . . .	69,213,848.86	1,235,246.40	109,375,504.91	17,236,096.15
July 2010 . . . . .	67,239,391.31	825,618.85	108,180,548.54	16,781,078.29
August 2010 . . . . .	65,288,756.74	425,971.11	106,991,674.57	16,327,826.25
September 2010 . . . . .	63,361,613.85	36,178.72	105,808,851.71	15,876,328.18
October 2010 . . . . .	61,457,635.59	0.00	104,632,048.82	15,426,572.27
November 2010 . . . . .	59,576,499.11	0.00	103,461,234.93	14,978,546.76
December 2010 . . . . .	57,717,885.73	0.00	102,296,379.22	14,532,239.94
January 2011 . . . . .	55,881,480.89	0.00	101,137,451.02	14,087,640.14
February 2011 . . . . .	54,066,974.04	0.00	99,984,419.84	13,644,735.74
March 2011 . . . . .	52,274,058.65	0.00	98,837,255.34	13,203,515.17
April 2011 . . . . .	50,502,432.13	0.00	97,695,927.32	12,763,966.90
May 2011 . . . . .	48,751,795.78	0.00	96,560,405.76	12,326,079.44
June 2011 . . . . .	47,021,854.74	0.00	95,430,660.77	11,889,841.35
July 2011 . . . . .	45,312,317.93	0.00	94,306,662.63	11,455,241.24
August 2011 . . . . .	43,622,898.03	0.00	93,188,381.77	11,022,267.75
September 2011 . . . . .	41,953,311.39	0.00	92,075,788.77	10,590,909.58
October 2011 . . . . .	40,303,278.02	0.00	90,968,854.36	10,161,155.46
November 2011 . . . . .	38,672,521.52	0.00	89,867,549.43	9,732,994.17
December 2011 . . . . .	37,060,769.02	0.00	88,771,845.00	9,306,414.54
January 2012 . . . . .	35,467,751.18	0.00	87,681,712.26	8,881,405.42
February 2012 . . . . .	33,893,202.10	0.00	86,597,122.53	8,457,955.73
March 2012 . . . . .	32,336,859.28	0.00	85,518,047.29	8,036,054.41

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
April 2012 .....	\$ 30,798,463.61	\$ 0.00	\$84,444,458.17	\$ 7,615,690.45
May 2012 .....	29,277,759.27	0.00	83,376,326.93	7,202,695.36
June 2012 .....	27,774,493.75	0.00	82,313,625.49	6,798,461.73
July 2012 .....	26,288,417.75	0.00	81,256,325.91	6,402,778.93
August 2012 .....	24,819,285.16	0.00	80,204,400.39	6,015,441.20
September 2012 .....	23,366,853.04	0.00	79,157,821.28	5,636,247.55
October 2012 .....	21,930,881.55	0.00	78,116,561.06	5,265,001.63
November 2012 .....	20,511,133.90	0.00	77,080,592.36	4,901,511.61
December 2012 .....	19,107,376.35	0.00	76,049,887.95	4,545,590.11
January 2013 .....	17,719,378.13	0.00	75,024,420.75	4,197,054.08
February 2013 .....	16,346,911.43	0.00	74,004,163.80	3,855,724.68
March 2013 .....	14,989,751.34	0.00	72,989,090.29	3,521,427.23
April 2013 .....	13,647,675.83	0.00	71,979,173.54	3,193,991.06
May 2013 .....	12,320,465.69	0.00	70,974,387.02	2,873,249.46
June 2013 .....	11,007,904.52	0.00	69,974,704.33	2,559,039.56
July 2013 .....	9,709,778.66	0.00	68,980,099.20	2,251,202.27
August 2013 .....	8,425,877.19	0.00	67,990,545.51	1,949,582.15
September 2013 .....	7,155,991.87	0.00	67,006,017.26	1,654,027.38
October 2013 .....	5,899,917.10	0.00	66,026,488.58	1,364,389.62
November 2013 .....	4,657,449.91	0.00	65,051,933.75	1,080,523.97
December 2013 .....	3,428,389.91	0.00	64,082,327.17	802,288.88
January 2014 .....	2,212,539.25	0.00	63,117,643.38	529,546.06
February 2014 .....	1,009,702.59	0.00	62,157,857.04	262,160.43
March 2014 .....	0.00	0.00	61,202,972.59	0.00
April 2014 .....	0.00	0.00	60,261,895.95	0.00
May 2014 .....	0.00	0.00	59,334,433.58	0.00
June 2014 .....	0.00	0.00	58,420,394.60	0.00
July 2014 .....	0.00	0.00	57,519,590.76	0.00
August 2014 .....	0.00	0.00	56,631,836.40	0.00
September 2014 .....	0.00	0.00	55,756,948.43	0.00
October 2014 .....	0.00	0.00	54,894,746.27	0.00
November 2014 .....	0.00	0.00	54,045,051.84	0.00
December 2014 .....	0.00	0.00	53,207,689.51	0.00
January 2015 .....	0.00	0.00	52,382,486.08	0.00
February 2015 .....	0.00	0.00	51,569,270.73	0.00
March 2015 .....	0.00	0.00	50,767,875.00	0.00
April 2015 .....	0.00	0.00	49,978,132.76	0.00
May 2015 .....	0.00	0.00	49,199,880.16	0.00
June 2015 .....	0.00	0.00	48,432,955.63	0.00
July 2015 .....	0.00	0.00	47,677,199.82	0.00

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
August 2015 .....	\$ 0.00	\$ 0.00	\$46,932,455.57	\$ 0.00
September 2015 .....	0.00	0.00	46,198,567.91	0.00
October 2015 .....	0.00	0.00	45,475,383.99	0.00
November 2015 .....	0.00	0.00	44,762,753.09	0.00
December 2015 .....	0.00	0.00	44,060,526.57	0.00
January 2016 .....	0.00	0.00	43,368,557.82	0.00
February 2016 .....	0.00	0.00	42,686,702.29	0.00
March 2016 .....	0.00	0.00	42,014,817.40	0.00
April 2016 .....	0.00	0.00	41,352,762.56	0.00
May 2016 .....	0.00	0.00	40,700,399.11	0.00
June 2016 .....	0.00	0.00	40,057,590.32	0.00
July 2016 .....	0.00	0.00	39,424,201.34	0.00
August 2016 .....	0.00	0.00	38,800,099.19	0.00
September 2016 .....	0.00	0.00	38,185,152.73	0.00
October 2016 .....	0.00	0.00	37,579,232.63	0.00
November 2016 .....	0.00	0.00	36,982,211.36	0.00
December 2016 .....	0.00	0.00	36,393,963.14	0.00
January 2017 .....	0.00	0.00	35,814,363.94	0.00
February 2017 .....	0.00	0.00	35,243,291.45	0.00
March 2017 .....	0.00	0.00	34,680,625.05	0.00
April 2017 .....	0.00	0.00	34,126,245.80	0.00
May 2017 .....	0.00	0.00	33,580,036.39	0.00
June 2017 .....	0.00	0.00	33,041,881.14	0.00
July 2017 .....	0.00	0.00	32,511,665.98	0.00
August 2017 .....	0.00	0.00	31,989,278.42	0.00
September 2017 .....	0.00	0.00	31,474,607.53	0.00
October 2017 .....	0.00	0.00	30,967,543.91	0.00
November 2017 .....	0.00	0.00	30,467,979.68	0.00
December 2017 .....	0.00	0.00	29,975,808.46	0.00
January 2018 .....	0.00	0.00	29,490,925.34	0.00
February 2018 .....	0.00	0.00	29,013,226.88	0.00
March 2018 .....	0.00	0.00	28,542,611.05	0.00
April 2018 .....	0.00	0.00	28,078,977.26	0.00
May 2018 .....	0.00	0.00	27,622,226.31	0.00
June 2018 .....	0.00	0.00	27,172,260.37	0.00
July 2018 .....	0.00	0.00	26,728,982.97	0.00
August 2018 .....	0.00	0.00	26,292,298.98	0.00
September 2018 .....	0.00	0.00	25,862,114.60	0.00
October 2018 .....	0.00	0.00	25,438,337.32	0.00
November 2018 .....	0.00	0.00	25,020,875.93	0.00

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
December 2018 .....	\$ 0.00	\$ 0.00	\$24,609,640.48	\$ 0.00
January 2019 .....	0.00	0.00	24,204,542.27	0.00
February 2019 .....	0.00	0.00	23,805,493.83	0.00
March 2019 .....	0.00	0.00	23,412,408.91	0.00
April 2019 .....	0.00	0.00	23,025,202.47	0.00
May 2019 .....	0.00	0.00	22,643,790.64	0.00
June 2019 .....	0.00	0.00	22,268,090.71	0.00
July 2019 .....	0.00	0.00	21,898,021.14	0.00
August 2019 .....	0.00	0.00	21,533,501.52	0.00
September 2019 .....	0.00	0.00	21,174,452.55	0.00
October 2019 .....	0.00	0.00	20,820,796.04	0.00
November 2019 .....	0.00	0.00	20,472,454.89	0.00
December 2019 .....	0.00	0.00	20,129,353.08	0.00
January 2020 .....	0.00	0.00	19,791,415.64	0.00
February 2020 .....	0.00	0.00	19,458,568.65	0.00
March 2020 .....	0.00	0.00	19,130,739.21	0.00
April 2020 .....	0.00	0.00	18,807,855.45	0.00
May 2020 .....	0.00	0.00	18,489,846.50	0.00
June 2020 .....	0.00	0.00	18,176,642.47	0.00
July 2020 .....	0.00	0.00	17,868,174.46	0.00
August 2020 .....	0.00	0.00	17,564,374.51	0.00
September 2020 .....	0.00	0.00	17,265,175.63	0.00
October 2020 .....	0.00	0.00	16,970,511.75	0.00
November 2020 .....	0.00	0.00	16,680,317.73	0.00
December 2020 .....	0.00	0.00	16,394,529.35	0.00
January 2021 .....	0.00	0.00	16,113,083.26	0.00
February 2021 .....	0.00	0.00	15,835,917.02	0.00
March 2021 .....	0.00	0.00	15,562,969.05	0.00
April 2021 .....	0.00	0.00	15,294,178.63	0.00
May 2021 .....	0.00	0.00	15,029,485.90	0.00
June 2021 .....	0.00	0.00	14,768,831.83	0.00
July 2021 .....	0.00	0.00	14,512,158.21	0.00
August 2021 .....	0.00	0.00	14,259,407.66	0.00
September 2021 .....	0.00	0.00	14,010,523.59	0.00
October 2021 .....	0.00	0.00	13,765,450.20	0.00
November 2021 .....	0.00	0.00	13,524,132.49	0.00
December 2021 .....	0.00	0.00	13,286,516.21	0.00
January 2022 .....	0.00	0.00	13,052,547.87	0.00
February 2022 .....	0.00	0.00	12,822,174.75	0.00
March 2022 .....	0.00	0.00	12,595,344.85	0.00



<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
April 2022 .....	\$ 0.00	\$ 0.00	\$12,372,006.90	\$ 0.00
May 2022 .....	0.00	0.00	12,152,110.36	0.00
June 2022 .....	0.00	0.00	11,935,605.39	0.00
July 2022 .....	0.00	0.00	11,722,442.85	0.00
August 2022 .....	0.00	0.00	11,512,574.30	0.00
September 2022 .....	0.00	0.00	11,305,951.96	0.00
October 2022 .....	0.00	0.00	11,102,528.74	0.00
November 2022 .....	0.00	0.00	10,902,258.20	0.00
December 2022 .....	0.00	0.00	10,705,094.55	0.00
January 2023 .....	0.00	0.00	10,510,992.65	0.00
February 2023 .....	0.00	0.00	10,319,908.00	0.00
March 2023 .....	0.00	0.00	10,131,796.72	0.00
April 2023 .....	0.00	0.00	9,946,615.54	0.00
May 2023 .....	0.00	0.00	9,764,321.80	0.00
June 2023 .....	0.00	0.00	9,584,873.45	0.00
July 2023 .....	0.00	0.00	9,408,229.03	0.00
August 2023 .....	0.00	0.00	9,234,347.65	0.00
September 2023 .....	0.00	0.00	9,063,189.01	0.00
October 2023 .....	0.00	0.00	8,894,713.37	0.00
November 2023 .....	0.00	0.00	8,728,881.56	0.00
December 2023 .....	0.00	0.00	8,565,654.95	0.00
January 2024 .....	0.00	0.00	8,404,995.46	0.00
February 2024 .....	0.00	0.00	8,246,865.54	0.00
March 2024 .....	0.00	0.00	8,091,228.18	0.00
April 2024 .....	0.00	0.00	7,938,046.89	0.00
May 2024 .....	0.00	0.00	7,787,285.69	0.00
June 2024 .....	0.00	0.00	7,638,909.11	0.00
July 2024 .....	0.00	0.00	7,492,882.18	0.00
August 2024 .....	0.00	0.00	7,349,170.42	0.00
September 2024 .....	0.00	0.00	7,207,739.85	0.00
October 2024 .....	0.00	0.00	7,068,556.96	0.00
November 2024 .....	0.00	0.00	6,931,588.72	0.00
December 2024 .....	0.00	0.00	6,796,802.55	0.00
January 2025 .....	0.00	0.00	6,664,166.36	0.00
February 2025 .....	0.00	0.00	6,533,648.49	0.00
March 2025 .....	0.00	0.00	6,405,217.73	0.00
April 2025 .....	0.00	0.00	6,278,843.32	0.00
May 2025 .....	0.00	0.00	6,154,494.94	0.00
June 2025 .....	0.00	0.00	6,032,142.68	0.00
July 2025 .....	0.00	0.00	5,911,757.08	0.00

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
August 2025 .....	\$ 0.00	\$ 0.00	\$ 5,793,309.07	\$ 0.00
September 2025 .....	0.00	0.00	5,676,770.02	0.00
October 2025 .....	0.00	0.00	5,562,111.68	0.00
November 2025 .....	0.00	0.00	5,449,306.22	0.00
December 2025 .....	0.00	0.00	5,338,326.19	0.00
January 2026 .....	0.00	0.00	5,229,144.54	0.00
February 2026 .....	0.00	0.00	5,121,734.61	0.00
March 2026 .....	0.00	0.00	5,016,070.10	0.00
April 2026 .....	0.00	0.00	4,912,125.10	0.00
May 2026 .....	0.00	0.00	4,809,874.06	0.00
June 2026 .....	0.00	0.00	4,709,291.79	0.00
July 2026 .....	0.00	0.00	4,610,353.47	0.00
August 2026 .....	0.00	0.00	4,513,034.63	0.00
September 2026 .....	0.00	0.00	4,417,311.14	0.00
October 2026 .....	0.00	0.00	4,323,159.22	0.00
November 2026 .....	0.00	0.00	4,230,555.42	0.00
December 2026 .....	0.00	0.00	4,139,476.64	0.00
January 2027 .....	0.00	0.00	4,049,900.10	0.00
February 2027 .....	0.00	0.00	3,961,803.34	0.00
March 2027 .....	0.00	0.00	3,875,164.23	0.00
April 2027 .....	0.00	0.00	3,789,960.96	0.00
May 2027 .....	0.00	0.00	3,706,172.01	0.00
June 2027 .....	0.00	0.00	3,623,776.19	0.00
July 2027 .....	0.00	0.00	3,542,752.59	0.00
August 2027 .....	0.00	0.00	3,463,080.62	0.00
September 2027 .....	0.00	0.00	3,384,739.98	0.00
October 2027 .....	0.00	0.00	3,307,710.65	0.00
November 2027 .....	0.00	0.00	3,231,972.91	0.00
December 2027 .....	0.00	0.00	3,157,507.31	0.00
January 2028 .....	0.00	0.00	3,084,294.68	0.00
February 2028 .....	0.00	0.00	3,012,316.13	0.00
March 2028 .....	0.00	0.00	2,941,553.04	0.00
April 2028 .....	0.00	0.00	2,871,987.05	0.00
May 2028 .....	0.00	0.00	2,803,600.08	0.00
June 2028 .....	0.00	0.00	2,736,374.29	0.00
July 2028 .....	0.00	0.00	2,670,292.10	0.00
August 2028 .....	0.00	0.00	2,605,336.19	0.00
September 2028 .....	0.00	0.00	2,541,489.49	0.00
October 2028 .....	0.00	0.00	2,478,735.16	0.00
November 2028 .....	0.00	0.00	2,417,056.62	0.00

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
December 2028 .....	\$ 0.00	\$ 0.00	\$ 2,356,437.52	\$ 0.00
January 2029 .....	0.00	0.00	2,296,861.74	0.00
February 2029 .....	0.00	0.00	2,238,313.41	0.00
March 2029 .....	0.00	0.00	2,180,776.86	0.00
April 2029 .....	0.00	0.00	2,124,236.67	0.00
May 2029 .....	0.00	0.00	2,068,677.64	0.00
June 2029 .....	0.00	0.00	2,014,084.77	0.00
July 2029 .....	0.00	0.00	1,960,443.30	0.00
August 2029 .....	0.00	0.00	1,907,738.67	0.00
September 2029 .....	0.00	0.00	1,855,956.53	0.00
October 2029 .....	0.00	0.00	1,805,082.74	0.00
November 2029 .....	0.00	0.00	1,755,103.36	0.00
December 2029 .....	0.00	0.00	1,706,004.66	0.00
January 2030 .....	0.00	0.00	1,657,773.10	0.00
February 2030 .....	0.00	0.00	1,610,395.35	0.00
March 2030 .....	0.00	0.00	1,563,858.25	0.00
April 2030 .....	0.00	0.00	1,518,148.85	0.00
May 2030 .....	0.00	0.00	1,473,254.38	0.00
June 2030 .....	0.00	0.00	1,429,162.25	0.00
July 2030 .....	0.00	0.00	1,385,860.06	0.00
August 2030 .....	0.00	0.00	1,343,335.59	0.00
September 2030 .....	0.00	0.00	1,301,576.80	0.00
October 2030 .....	0.00	0.00	1,260,571.81	0.00
November 2030 .....	0.00	0.00	1,220,308.93	0.00
December 2030 .....	0.00	0.00	1,180,776.63	0.00
January 2031 .....	0.00	0.00	1,141,963.55	0.00
February 2031 .....	0.00	0.00	1,103,858.50	0.00
March 2031 .....	0.00	0.00	1,066,450.44	0.00
April 2031 .....	0.00	0.00	1,029,728.51	0.00
May 2031 .....	0.00	0.00	993,681.99	0.00
June 2031 .....	0.00	0.00	958,300.32	0.00
July 2031 .....	0.00	0.00	923,573.10	0.00
August 2031 .....	0.00	0.00	889,490.08	0.00
September 2031 .....	0.00	0.00	856,041.16	0.00
October 2031 .....	0.00	0.00	823,216.38	0.00
November 2031 .....	0.00	0.00	791,005.94	0.00
December 2031 .....	0.00	0.00	759,400.17	0.00
January 2032 .....	0.00	0.00	728,389.55	0.00
February 2032 .....	0.00	0.00	697,964.69	0.00
March 2032 .....	0.00	0.00	668,116.35	0.00

<u>Distribution Date</u>	<u>Classes CD, F and JA (in the aggregate)</u>	<u>Classes FN and TN (in the aggregate)</u>	<u>Classes FP, PC, PD and QO (in the aggregate)</u>	<u>Class JA</u>
April 2032 .....	\$ 0.00	\$ 0.00	\$ 638,835.42	\$ 0.00
May 2032 .....	0.00	0.00	610,112.91	0.00
June 2032 .....	0.00	0.00	581,939.99	0.00
July 2032 .....	0.00	0.00	554,307.93	0.00
August 2032 .....	0.00	0.00	527,208.15	0.00
September 2032 .....	0.00	0.00	500,632.18	0.00
October 2032 .....	0.00	0.00	474,571.69	0.00
November 2032 .....	0.00	0.00	449,018.46	0.00
December 2032 .....	0.00	0.00	423,964.40	0.00
January 2033 .....	0.00	0.00	399,401.54	0.00
February 2033 .....	0.00	0.00	375,322.01	0.00
March 2033 .....	0.00	0.00	351,718.07	0.00
April 2033 .....	0.00	0.00	328,582.10	0.00
May 2033 .....	0.00	0.00	305,906.58	0.00
June 2033 .....	0.00	0.00	283,684.11	0.00
July 2033 .....	0.00	0.00	261,907.39	0.00
August 2033 .....	0.00	0.00	240,569.24	0.00
September 2033 .....	0.00	0.00	219,662.58	0.00
October 2033 .....	0.00	0.00	199,180.43	0.00
November 2033 .....	0.00	0.00	179,115.92	0.00
December 2033 .....	0.00	0.00	159,462.27	0.00
January 2034 .....	0.00	0.00	140,212.82	0.00
February 2034 .....	0.00	0.00	121,361.00	0.00
March 2034 .....	0.00	0.00	102,900.33	0.00
April 2034 .....	0.00	0.00	84,824.44	0.00
May 2034 .....	0.00	0.00	67,127.04	0.00
June 2034 .....	0.00	0.00	49,801.95	0.00
July 2034 .....	0.00	0.00	32,843.07	0.00
August 2034 .....	0.00	0.00	16,244.39	0.00
September 2034 and thereafter .....	0.00	0.00	0.00	0.00

**Exhibit A**

**Underlying Certificate**

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae	2004-027	PC	4/30/2004	38374GHW5	5.5%	FIX	March 2034	PAC	\$33,224,809	1.00000000	\$16,224,809	48.8334154156%	5.9533%	325	30	II

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

(2) Underlying Certificate Factor is as of December 2005.

**Cover Page and Terms Sheet  
from Underlying Certificate Disclosure Document**

**Offering Circular Supplement  
(To Base Offering Circular dated July 1, 2003)**



**\$1,448,466,933**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-027**

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

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

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

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

**UBS Investment Bank**

**Williams Capital Group, L.P.**

**The date of this Offering Circular Supplement is April 23, 2004.**



## Ginnie Mae REMIC Trust 2004-027

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

<b>Class of REMIC Securities</b>	<b>Original Principal Balance(2)</b>	<b>Interest Rate</b>	<b>Principal Type(3)</b>	<b>Interest Type(3)</b>	<b>Final Distribution Date(4)</b>	<b>CUSIP Number</b>
<b>Security Group 1</b>						
F .....	\$150,000,000	(5)	CPT/PAC/SCH/AD	FLT	April 2034	38374GFM9
FE(1) .....	27,416,800	(5)	SUP/AD	FLT	April 2034	38374GFN7
GO(1) .....	18,182,701	0.00%	SCH/AD	PO	April 2034	38374GFP2
GS(1) .....	67,267,842	(5)	NTL(SCH/AD)	INV/IO	April 2034	38374GFQ0
JF(1) .....	11,085,181	(5)	SCH/AD	FLT	April 2034	38374GFR8
JS(1) .....	5,038,718	(5)	SCH/AD	INV	April 2034	38374GFS6
JZ .....	7,500	5.50	SCH	FIX/Z	April 2034	38374GFT4
MA .....	4,250,000	5.50	SUP	FIX	November 2032	38374GFU1
MB .....	3,690,000	5.50	SUP	FIX	March 2033	38374GFV9
MC .....	11,412,637	5.50	SUP	FIX	April 2034	38374GFW7
MT(1) .....	1,958,344	(5)	SUP/AD	FLT/INV	April 2034	38374GFX5
PB .....	8,570,013	5.50	PAC	FIX	February 2033	38374GFY3
PD .....	4,485,195	5.50	PAC	FIX	April 2034	38374GFZ0
PI(1) .....	33,224,809	5.50	NTL(PAC)	FIX/IO	March 2034	38374GGA4
PO(1) .....	33,224,809	0.00	PAC	PO	March 2034	38374GGB2
PV(1) .....	79,828,717	4.00	PAC	FIX	November 2030	38374GGC0
PW(1) .....	30,480,827	4.00	PAC	FIX	October 2032	38374GGD8
S .....	82,732,158	(5)	NTL(PAC)	INV/IO	October 2032	38374GGE6
SB .....	900,000	(5)	SUP/AD	INV	April 2034	38374GGF3
SC .....	177,844	(5)	SUP/AD	INV	April 2034	38374GGG1
SD .....	5,838,787	(5)	SUP/AD	INV	April 2034	38374GGH9
SE .....	2,408,499	(5)	SUP/AD	INV	April 2034	38374GGJ5
SH(1) .....	6,278,332	(5)	SCH/AD	INV	April 2034	38374GGK2
ZA .....	5,000	5.50	SUP	FIX/Z	April 2034	38374GGL0
<b>Security Group 2</b>						
BA .....	125,000,000	4.75	SEQ	FIX	May 2031	38374GGM8
BC .....	475,000,000	5.00	SEQ	FIX	May 2031	38374GGN6
DI(1) .....	46,823,383	5.00	NTL(SEQ/AD)	FIX/IO	July 2023	38374GGP1
DO(1) .....	46,823,383	0.00	SEQ/AD	PO	July 2023	38374GGQ9
FL(1) .....	12,500,000	(5)	SEQ	FLT	May 2031	38374GGR7
SL(1) .....	12,500,000	(5)	NTL(SEQ)	INV/IO	May 2031	38374GGS5
VC .....	38,918,128	5.00	AD/SEQ	FIX	April 2015	38374GGT3
ZD .....	53,363,993	5.00	SEQ	FIX/Z	April 2034	38374GGU0
<b>Security Group 3</b>						
VI(1) .....	7,389,000	6.00	NTL(SC/SEQ/AD)	FIX/IO	April 2019	38374GGV8
VJ(1) .....	12,497,000	6.00	SC/SEQ/AD	FIX	February 2015	38374GGW6
VO(1) .....	7,389,000	0.00	SC/SEQ/AD	PO	April 2019	38374GGX4
ZJ .....	13,758,884	6.00	SC/SEQ	FIX/Z	November 2032	38374GGY2
<b>Security Group 4</b>						
FM .....	38,373,901	(5)	PT	FLT	April 2034	38374GGZ9
SM .....	38,373,901	(5)	NTL(PT)	INV/IO	April 2034	38374GHA3
<b>Security Group 5</b>						
ES(1) .....	9,801,370	(5)	SC/STP	INV	February 2034	38374GHB1
LS(1)(6) .....	5,601,000	(5)	SC/TAC/AD	INV	February 2034	38374GHC9
MS(1) .....	9,884,118	(5)	NTL(SC/TAC/AD)	INV/IO	February 2034	38374GHD7
SZ(1)(6) .....	4,200,370	(5)	SC/SUP	INV/Z	February 2034	38374GHE5
<b>Security Group 6</b>						
XF .....	200,000,000	(5)	PT	FLT	April 2034	38374GHF2
XS .....	200,000,000	(5)	NTL(PT)	INV/IO	April 2034	38374GHG0
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	April 2034	38374GHH8

(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.

(6) For additional discussion regarding the effect of LIBOR on the rate of principal payments on these Securities, see “Risk Factors — The rate of principal payments on certain group 5 classes will be sensitive to LIBOR,” “Yield, Maturity and Prepayment Considerations — Securities that Receive Principal on the Basis of Schedules” and “— Decrement Tables” 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:** UBS Securities LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2004

**Distribution Dates:** For the Group 1, Group 3 and Group 5 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2004. For the Group 2, Group 4 and Group 6 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in May 2004.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.5%	30
2	Ginnie Mae I	5.0%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae I	8.0%	30
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae I	7.0%	30

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4 and 6 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$405,239,904	345	10	5.994%
<b>Group 2 Trust Assets</b>			
\$751,605,504	347	9	5.500%
<b>Group 4 Trust Assets</b>			
\$ 22,260,928	200	150	8.500%
16,112,973	147	205	8.500%
<u>\$ 38,373,901</u>			
<b>Group 6 Trust Assets</b>			
\$200,000,000	326	28	7.500%

<sup>1</sup> As of April 1, 2004.

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 4 and 6 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 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, Interest Only or Inverse Floating Rate Class. See *“Description of the Securities — Form of Securities” in this Supplement*.

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
CS .....	56.0294116% - (LIBOR × 8.8235294)	7.5000000%	0.00%	7.5000000%	0	6.35%
ES .....	63.5294116% - (LIBOR × 8.8235294)	7.5000000%	0.00%	7.5000000%	0	7.20%
F .....	LIBOR + 0.30%	1.4000000%	0.30%	7.5000000%	0	0.00%
FA .....	LIBOR + 1.55%	2.6300000%	1.55%	7.0000000%	0	0.00%
FE .....	LIBOR + 1.45%	2.5300000%	1.45%	7.5000000%	0	0.00%
FL .....	LIBOR + 0.35%	1.4500000%	0.35%	7.5000000%	0	0.00%
FM .....	LIBOR + 0.30%	1.4000000%	0.30%	7.5000000%	0	0.00%
GS .....	6.50% - LIBOR	5.4000000%	0.00%	6.5000000%	0	6.50%
JF .....	LIBOR + 0.55%	1.6300000%	0.55%	8.0000000%	0	0.00%
JS .....	16.39% - (LIBOR × 2.20)	14.0140000%	0.00%	16.3900000%	0	7.45%
KS .....	56.0294116% - (LIBOR × 8.8235294)	7.5000000%	0.00%	7.5000000%	0	6.35%
LS .....	44.8235292% - (LIBOR × 7.0588235)	6.0000000%	0.00%	6.0000000%	0	6.35%
MS .....	6.35% - LIBOR	0.8500000%	0.00%	0.8500000%	0	6.35%
MT .....	*	4.0300000%	0.00%	8.4000000%	0	6.05%
NS .....	52.2941175% - (LIBOR × 8.2352941)	7.0000000%	0.00%	7.0000000%	0	6.35%
S .....	7.20% - LIBOR	6.1000000%	0.00%	7.2000000%	0	7.20%
SB .....	21.9560878% - (LIBOR × 4.3912176)	17.2135728%	0.00%	21.9560878%	0	5.00%
SC .....	121.1111111% - (LIBOR × 22.2222222)	10.0000000%	0.00%	10.0000000%	0	5.45%
SD .....	21.7708333% - (LIBOR × 4.3541667)	17.0683333%	0.00%	21.7708333%	0	5.00%
SE .....	60.5277777% - (LIBOR × 10.5555556)	7.7500000%	3.00%	7.7500000%	0	5.45%
SG .....	24.0470859% - (LIBOR × 3.6995517)	19.9775784%	0.00%	24.0470859%	0	6.50%
SH .....	77.1428571% - (LIBOR × 10.714286)	7.5000000%	0.00%	7.5000000%	0	7.20%
SL .....	7.15% - LIBOR	6.0500000%	0.00%	7.1500000%	0	7.15%
SM .....	7.70% - LIBOR	6.6000000%	0.50%	7.7000000%	0	7.20%
SN .....	20.80% - (LIBOR × 3.20)	17.2800000%	0.00%	20.8000000%	0	6.50%
SU .....	19.80% - (LIBOR × 2.75)	16.7750000%	0.00%	19.8000000%	0	7.20%
SW .....	17.55% - (LIBOR × 2.70)	14.5800000%	0.00%	17.5500000%	0	6.50%
SY .....	31.7647058% - (LIBOR × 4.4117647)	7.5000000%	0.00%	7.5000000%	0	7.20%
SZ .....	56.0294116% - (LIBOR × 8.8235294)	7.5000000%	0.00%	7.5000000%	0	6.35%
TS .....	48.5588234% - (LIBOR × 7.6470588)	6.5000000%	0.00%	6.5000000%	0	6.35%
XF .....	LIBOR + 0.40%	1.5000000%	0.40%	7.0000000%	0	0.00%
XS .....	6.60% - LIBOR	5.5000000%	0.00%	6.6000000%	0	6.60%

\* If LIBOR is less than or equal to 5.45%, then LIBOR + 2.95%. If LIBOR is greater than 5.45%, then 84.7% - (LIBOR × 14)

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

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

#### SECURITY GROUP 1

The Group 1 Principal Distribution Amount and the JZ and ZA Accrual Amounts will be allocated as follows:

- The JZ Accrual Amount in the following order of priority:
  1. Concurrently, to F2, GO, JF, JS and SH, pro rata, until retired
  2. To JZ, until retired
- The ZA Accrual Amount in the following order of priority:

1. Concurrently, to FE, MT, SB, SC, SD and SE, pro rata, until retired
  2. To ZA, until retired
- The Group 1 Principal Distribution Amount in the following order of priority:
    1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - a. Concurrently:
        - i. 42.8571428571% to F1, until retired
        - ii. 57.1428571429%, sequentially, to PV and PW, in that order, until retired
      - b. Sequentially, to PB, PO and PD, in that order, until retired
    2. To the Scheduled Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - a. Concurrently, to F2, GO, JF, JS and SH, pro rata, until retired
      - b. To JZ, until retired
    3. Concurrently:
      - a. 33.3333333333%, sequentially, to MA, MB and MC, in that order, until retired
      - b. 66.6666666667% as follows:
        - i. Concurrently, to FE, MT, SB, SC, SD and SE, pro rata, until retired
        - ii. To ZA, until retired
    4. To the Scheduled Classes, in the same manner and order of priority described in Step 2 above, but without regard to their Aggregate Scheduled Principal Balances, until retired
    5. To the PAC Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balances, until retired

**SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) and the ZD Accrual Amount will be allocated as follows:

- The ZD Accrual Amount, sequentially, to VC, DO and ZD, in that order, until retired
- The Group 2 Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently:
    - a. 77.5510204082% to BC, until retired
    - b. 22.4489795918%, concurrently, to BA and FL, pro rata, until retired
  2. Sequentially, to VC, DO and ZD, in that order, until retired

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and ZJ Accrual Amount will be allocated, sequentially, to VJ, VO and ZJ, in that order, until retired

#### **SECURITY GROUP 4**

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

#### **SECURITY GROUP 5**

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

- The SZ Accrual Amount in the following order of priority:
  1. To LS, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To SZ, until retired
- The Group 5 Principal Distribution Amount, concurrently, as follows:
  1. 50% to ES, until retired
  2. 50% in the following order of priority:
    - a. To LS, until reduced to its Scheduled Principal Balance for that Distribution Date
    - b. To SZ, until retired
    - c. To LS, without regard to its Scheduled Principal Balances, until retired

#### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount will be allocated to XF, until retired

**Scheduled Principal Balances:** The Scheduled Principal Balances or Aggregate Scheduled Principal Balances for the Classes and Components listed below are included in Schedule II to

this Supplement. They were calculated using, among other things, the following Structuring Ranges or Rate:

<u>Class or Component</u>	<u>Structuring Ranges or Rate</u>
F1, PB, PD, PO, PV and PW (in the aggregate) . . . . .	115% PSA through 400% PSA
F2, GO, JF, JS, JZ and SH (in the aggregate) . . . . .	475% PSA through 700% PSA
LS* . . . . .	407% PSA

\* Structured at an assumed LIBOR rate of 1.10%. The initial Effective Range for Class LS is 200% PSA to 257% 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 as interest. Interest so accrued and unpaid on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
DI . . . . .	\$ 46,823,383	100% of DO (SEQ/AD Class)
GS . . . . .	\$ 67,267,842	100% of F2 (SCH/AD Component)
IA . . . . .	\$ 2,082,833	16.6666666667% of VJ (SC/SEQ/AD Class)
IC . . . . .	\$ 20,056,280	18.1818181818% of PV and PW (in the aggregate) (PAC Classes)
ID . . . . .	\$ 14,514,312	18.1818181818% of PV (PAC Class)
MS . . . . .	\$ 9,884,118	176.4705945367% of LS (SC/TAC/AD Class)
PI . . . . .	\$ 33,224,809	100% of PO (PAC Class)
S . . . . .	\$ 82,732,158	100% of F1 (PAC Component)
SL . . . . .	\$ 12,500,000	100% of FL (SEQ Class)
SM . . . . .	\$ 38,373,901	100% of FM (PT Class)
VI . . . . .	\$ 7,389,000	100% of VO (SC/SEQ/AD Class)
XS . . . . .	\$200,000,000	100% of XF (PT Class)



**Component Class:** For purposes of calculating distributions of principal, Class F is comprised of multiple components having the designations and characteristics set forth below. Components are not separately transferable from the related Class of Securities.

<u>Class</u>	<u>Components</u>	<u>Principal Type</u>	<u>Interest Type</u>	<u>Interest Rate</u>	<u>Original Principal Balance</u>
F .....	F1	PAC	FLT	(1)	\$82,732,158
	F2	SCH/AD	FLT	(1)	67,267,842

(1) The Interest Rate for Components F1 and F2 is the Interest Rate for Class F set forth in “*Terms Sheet — Interest Rates*” in this Supplement.

**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 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</b>								
Combination 1								
JF	\$ 11,085,181	JA	\$ 16,123,899	SCH/AD	5.50%	FIX	38374GHJ4	April 2034
JS	5,038,718							
Combination 2								
PV	\$ 79,828,717	PA	\$110,309,544	PAC	4.00%	FIX	38374GHK1	October 2032
PW	30,480,827							
Combination 3 (8)								
PA(6)	\$110,309,544	IC	\$ 20,056,280	NTL (PAC)	5.50%	FIX/IO	38374GHL9	October 2032
		PG	110,309,544	PAC	3.75	FIX	38374GHM7	October 2032
		PH	110,309,544	PAC	3.50	FIX	38374GHN5	October 2032
		PJ	110,309,544	PAC	3.25	FIX	38374GHP0	October 2032
		PK	110,309,544	PAC	3.00	FIX	38374GHQ8	October 2032
Combination 4 (8)								
PV	\$ 79,828,717	ID	\$ 14,514,312	NTL (PAC)	5.50%	FIX/IO	38374GHR6	November 2030
		NA	79,828,717	PAC	3.25	FIX	38374GHS4	November 2030
		NB	79,828,717	PAC	3.00	FIX	38374GHT2	November 2030
		PX	79,828,717	PAC	3.75	FIX	38374GHU9	November 2030
		PY	79,828,717	PAC	3.50	FIX	38374GHV7	November 2030
Combination 5								
PI	\$ 33,224,809	PC	\$ 33,224,809	PAC	5.50%	FIX	38374GHW5	March 2034
PO	33,224,809							
Combination 6								
PI	\$ 31,714,591	PN	\$ 33,224,809	PAC	5.25%	FIX	38374GHX3	March 2034
PO	33,224,809							
Combination 7								
PI	\$ 30,204,372	PT	\$ 33,224,809	PAC	5.00%	FIX	38374GHY1	March 2034
PO	33,224,809							

REMIC Securities

MX Securities

Class	Original Class	Maximum	Interest	Interest	Principal	Interest	CUSIP	Final
	Principal Balance or Class Notional Balance							
	Notional Balance	Original Class Principal Balance or Class Notional Balance(2)	Type(3)	Rate	Type(3)	Rate	Number	Distribution Date(4)
Combination 8								
PI	\$ 28,694,154	\$ 33,224,809	PAC	4.75%	FIX	4.75%	38374GHZ8	March 2034
PO	33,224,809							
Combination 9								
PI	\$ 27,183,935	\$ 33,224,809	PAC	4.50%	FIX	4.50%	38374GJA 1	March 2034
PO	33,224,809							
Combination 10								
GO	\$ 18,182,701	\$ 18,182,701	SCH/AD	(5)	INV	(5)	38374GJB9	April 2034
GS	67,267,842							
Combination 11								
GO	\$ 18,182,701	\$ 18,182,701	SCH/AD	(5)	INV	(5)	38374GJC 7	April 2034
GS	49,093,293							
Combination 12								
GO	\$ 18,182,701	\$ 18,182,701	SCH/AD	(5)	INV	(5)	38374GJD 5	April 2034
GS	58,184,644							
Combination 13								
SG(6)	\$ 18,182,701	\$ 24,461,033	SCH/AD	(5)	INV	(5)	38374GJE 3	April 2034
SH	6,278,332							
Combination 14								
FE	\$ 27,416,800	\$ 29,375,144	SUP/AD	(5)	FLT	(5)	38374GJF 0	April 2034
MT	1,958,344							
<b>Security Group 2</b>								
Combination 15								
FL	\$ 12,500,000	\$ 12,500,000	SEQ	7.50%	FIX	7.50%	38374GJG 8	May 2031
SL	12,500,000							
Combination 16								
DI	\$ 46,823,383	\$ 46,823,383	SEQ/AD	5.00%	FIX	5.00%	38374GJH 6	July 2023
DO	46,823,383							
<b>Security Group 3</b>								
Combination 17								
VI	\$ 7,389,000	\$ 7,389,000	SC/SEQ/AD	6.00%	FIX	6.00%	38374GJJ 2	April 2019
VO	7,389,000							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Notional Balance	Principal Balance		Principal Balance	Notional Balance					
Combination 18(8)										
VJ	\$ 12,497,000		IA	\$ 2,082,833	NTL (SC/SEQ/AD)	6.00%	FIX/IO	38374GJK9	February 2015	
			VL	12,497,000	SC/SEQ/AD	5.75	FIX	38374GJL7	February 2015	
			VM	12,497,000	SC/SEQ/AD	5.50	FIX	38374GJM5	February 2015	
			VN	12,497,000	SC/SEQ/AD	5.25	FIX	38374GJN3	February 2015	
			VP	12,497,000	SC/SEQ/AD	5.00	FIX	38374GJP8	February 2015	
<b>Security Group 5</b>										
Combination 19			KS(7)	\$ 5,601,000	SC/TAC/AD	(5)	INV	38374GJQ6	February 2034	
LS	\$ 5,601,000									
MS	9,884,118									
Combination 20			NS(7)	\$ 5,601,000	SC/TAC/AD	(5)	INV	38374GJR4	February 2034	
LS	\$ 5,601,000									
MS	6,589,412									
Combination 21			TS(7)	\$ 5,601,000	SC/TAC/AD	(5)	INV	38374GJS2	February 2034	
LS	\$ 5,601,000									
MS	3,294,706									
Combination 22			CS	\$ 9,801,370	SC/STP	(5)	INV	38374GJT0	February 2034	
KS(6)	\$ 5,601,000									
SZ	4,200,370									
Combination 23			SY	\$ 19,602,740	SC/PT	(5)	INV	38374GJU7	February 2034	
CS(6)	\$ 9,801,370									
ES	9,801,370									

(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) MX Class.

(7) For additional discussion regarding the effect of LIBOR on the rate of principal payments on these Securities, see "Risk Factors — The rate of principal payments on certain group 5 classes will be sensitive to LIBOR," "Yield, Maturity and Prepayment Considerations — Securities that Receive Principal on the Basis of Schedules" and "— Decrement Tables" in this Supplement.

(8) In the case of Combinations 3, 4 and 18, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.



**\$516,224,809**

**Government National  
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**Guaranteed REMIC  
Pass-Through Securities  
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Ginnie Mae REMIC Trust 2005-092**

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*OFFERING CIRCULAR SUPPLEMENT  
December 22, 2005*

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UBS Investment Bank  
Blaylock & Company, Inc.