

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



**\$673,212,698**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-046**

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

**See "Risk Factors" beginning on page S-9 which highlights some of these risks.**

**The 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 June 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 June 23, 2004.**

## Ginnie Mae REMIC Trust 2004-046

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>						
F .....	\$70,000,000	(5)	TAC/AD	FLT	June 2034	38374G5X6
PO .....	17,500,000	0.00%	TAC/AD	PO	June 2034	38374G5Y4
S .....	70,000,000	(5)	NTL(TAC/AD)	INV/IO	June 2034	38374G6F4
Z(1) .....	5,166,666	6.00	SUP	FIX/Z	June 2034	38374G6S6
<b>Security Group 2</b>						
AO .....	12,500,000	0.00	TAC/AD	PO	June 2034	38374G5Z1
FA .....	50,000,000	(5)	TAC/AD	FLT	June 2034	38374G6G2
SA .....	50,000,000	(5)	NTL(TAC/AD)	INV/IO	June 2034	38374G6H0
ZA(1) .....	3,690,476	6.00	SUP	FIX/Z	June 2034	38374G6T4
<b>Security Group 3</b>						
HO .....	4,098,570	0.00	SUP	PO	June 2034	38374G6B3
IH .....	11,682,545	5.50	NTL(PAC)	FIX/IO	April 2025	38374G6U1
NI(1) .....	31,564,500	5.50	NTL(PAC)	FIX/IO	June 2034	38374G6V9
NO(1) .....	31,564,500	0.00	PAC	PO	June 2034	38374G6A5
PW(1) .....	32,814,000	5.50	PAC	FIX	March 2027	38374G6W7
QC .....	53,679,000	5.50	PAC	FIX	December 2029	38374G6X5
QD .....	23,613,000	5.50	PAC	FIX	December 2030	38374G6Y3
QH .....	64,254,000	4.50	PAC	FIX	April 2025	38374G6Z0
QI(1) .....	61,617,000	5.50	NTL(PAC)	FIX/IO	May 2033	38374G7A4
QO(1) .....	61,617,000	0.00	PAC	PO	May 2033	38374G6C1
W .....	61,707,000	5.50	SCH	FIX	June 2034	38374G7B2
WA .....	16,011,000	6.00	SUP	FIX	July 2033	38374G7C0
WB .....	4,482,000	6.00	SUP	FIX	September 2033	38374G7D8
WC .....	14,297,250	6.00	SUP	FIX	June 2034	38374G7E6
WD .....	6,862,680	6.25	SUP	FIX	June 2034	38374G7F3
<b>Security Group 4</b>						
DO(1) .....	3,076,928	0.00	PT	PO	June 2034	38374G6D9
FD .....	20,000,000	(5)	PT	FLT	June 2034	38374G6J6
SD(1) .....	20,000,000	(5)	NTL(PT)	INV/IO	June 2034	38374G6K3
<b>Security Group 5</b>						
FG(1) .....	5,846,646	(5)	SC/PT	FLT	January 2033	38374G6L1
SG(1) .....	5,846,646	(5)	NTL(SC/PT)	INV/IO	January 2033	38374G6M9
<b>Security Group 6</b>						
BT(1) .....	42,070,000	4.50	SEQ/AD	FIX	May 2025	38374G7G1
BZ .....	15,860,000	6.00	SEQ	FIX/Z	June 2034	38374G7H9
FH(1) .....	42,070,000	(5)	SEQ/AD	FLT	May 2025	38374G6N7
SH(1) .....	42,070,000	(5)	NTL(SEQ/AD)	INV/IO	May 2025	38374G6P2
<b>Security Group 7</b>						
FM(1) .....	10,431,982	(5)	SC/PT	FLT	March 2033	38374G6Q0
SM(1) .....	10,431,982	(5)	NTL(SC/PT)	INV/IO	March 2033	38374G6R8
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	June 2034	38374G6E7

(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 5 and 7 securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

If you do not have access to the internet, call JPMorgan Chase Bank, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting JPMorgan Chase Bank at the telephone number listed above.

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

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## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet .....	S-4	Plan of Distribution .....	S-37
Risk Factors .....	S-9	Increase in Size .....	S-37
The Trust Assets .....	S-11	Legal Matters .....	S-37
Ginnie Mae Guaranty .....	S-13	Schedule I: Available Combinations	S-I-1
Description of the Securities .....	S-13	Schedule II: Scheduled Principal	
Yield, Maturity and Prepayment		Balances .....	S-II-1
Considerations .....	S-17	Exhibit A: Underlying Certificates..	A-1
Certain Federal Income Tax		Exhibit B: Cover Pages and Terms	
Consequences .....	S-34	Sheets from Underlying	
ERISA Matters .....	S-36	Certificate Disclosure Documents	B-1
Legal Investment Considerations ..	S-36		

## 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:** June 30, 2004

**Distribution Dates:** For the Group 1, 2, 3, 6 and 7 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2004. For the Group 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2004. For the Group 5 Securities, the 17th day of each month or, if the 17th day is not a Business Day, the first Business Day thereafter commencing in July 2004.

### Trust Assets:

<b>Trust Asset Group</b>	<b>Trust Asset Type</b>	<b>Certificate Rate</b>	<b>Original Term To Maturity (in years)</b>
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae II	6.0	30
3	Ginnie Mae II	5.5	30
4	Ginnie Mae I	6.5	30
5	Underlying Certificate	(1)	(1)
6	Ginnie Mae II	6.0	30
7	Underlying Certificate	(1)	(1)

<sup>(1)</sup> 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, 3, 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>			
\$ 9,333,334	349	8	6.433%
<u>83,333,332</u>	350	7	6.394%
<u>\$ 92,666,666</u>			
<b>Group 2 Trust Assets</b>			
\$ 14,561,905	351	6	6.373%
<u>51,628,571</u>	350	7	6.392%
<u>\$ 66,190,476</u>			
<b>Group 3 Trust Assets</b>			
\$375,000,000	355	3	5.900%
<b>Group 4 Trust Assets</b>			
\$ 23,076,928	337	23	7.000%
<b>Group 6 Trust Assets</b>			
\$100,000,000	350	7	6.392%

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

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

<sup>3</sup> The Mortgage Loans underlying the Group 1, 2, 3 and 6 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, 2, 3 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 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>
F .....	LIBOR + 0.40%	1.50%	0.40%	7.50%	0	0.00%
FA .....	LIBOR + 0.40%	1.50%	0.40%	7.50%	0	0.00%
FD .....	LIBOR + 0.40%	1.50%	0.40%	7.50%	0	0.00%
FG .....	LIBOR + 0.85%	1.95%	0.85%	8.50%	0	0.00%
FH .....	LIBOR + 0.30%	1.40%	0.30%	7.50%	0	0.00%
FM .....	LIBOR + 1.60%	2.70%	1.60%	7.50%	0	0.00%
S .....	7.10% - LIBOR	6.00%	0.00%	7.10%	0	7.10%
SA .....	7.10% - LIBOR	6.00%	0.00%	7.10%	0	7.10%
SD .....	7.10% - LIBOR	6.00%	0.00%	7.10%	0	7.10%
SG .....	7.65% - LIBOR	6.55%	0.00%	7.65%	0	7.65%
SH .....	7.20% - LIBOR	6.10%	0.00%	7.20%	0	7.20%
SJ .....	28.40% - (LIBOR × 4.00)	24.00%	0.00%	28.40%	0	7.10%
SK .....	21.30% - (LIBOR × 3.00)	18.00%	0.00%	21.30%	0	7.10%
SL .....	14.20% - (LIBOR × 2.00)	12.00%	0.00%	14.20%	0	7.10%
SM .....	5.90% - LIBOR	4.80%	0.00%	5.90%	0	5.90%

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

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

#### **SECURITY GROUP 1**

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

1. Concurrently, to F and PO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To Z, until retired
3. Concurrently, to F and PO, pro rata, without regard to their Aggregate Scheduled Principal Balances, until retired

#### **SECURITY GROUP 2**

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

1. Concurrently, to AO and FA, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To ZA, until retired

3. Concurrently, to AO and FA, pro rata, without regard to their Aggregate Scheduled Principal Balances, until retired

### **SECURITY GROUP 3**

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) will be allocated in the following order of priority:

1. Sequentially, to QH, PW, QC, QD, QO and NO, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To W, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently, until WA and WB are retired:
  - a. 91.6666666667% sequentially, to WA and WB, in that order, until retired
  - b. 8.3333333333% to HO
4. Concurrently:
  - a. 90.4444444444% concurrently, to WC and WD, pro rata, until retired
  - b. 9.5555555556% to HO, until retired
5. To W, without regard to its Scheduled Principal Balances, until retired
6. Sequentially, to QH, PW, QC, QD, QO and NO, in that order, without regard to their Aggregate Scheduled Principal Balances, until retired

### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, concurrently, to DO and FD, pro rata, until retired

### **SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated to FG, until retired

### **SECURITY GROUP 6**

The Group 6 Principal Distribution Amount and the BZ Accrual Amount will be allocated in the following order of priority:

1. Concurrently, to BT and FH, pro rata, until retired
2. To BZ, until retired

### **SECURITY GROUP 7**

The Group 7 Principal Distribution Amount will be allocated to FM, 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 Rates:

<u>Class</u>	<u>Structuring Ranges or Rates</u>
F and PO (in the aggregate) .....	158% PSA
AO and FA (in the aggregate) .....	158% PSA
NO, PW, QC, QD, QH and QO (in the aggregate) .....	100% PSA through 250% PSA
W .....	187% PSA through 268% 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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IH .....	\$11,682,545	18.18181818% of QH (PAC Class)
IP .....	\$ 5,966,181	18.18181818% of PW (PAC Class)
NI .....	\$31,564,500	100% of NO (PAC Class)
QI .....	\$61,617,000	100% of QO (PAC Class)
S .....	\$70,000,000	100% of F (TAC/AD Class)
SA .....	\$50,000,000	100% of FA (TAC/AD Class)
SD .....	\$20,000,000	100% of FD (PT Class)
SG .....	\$ 5,846,646	100% of FG (SC/PT Class)
SH .....	\$42,070,000	100% of FH (SEQ/AD Class)
SM .....	\$10,431,982	100% of FM (SC/PT Class)

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

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



## RISK FACTORS

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

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

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

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

***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, scheduled and TAC classes, the related support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC, scheduled 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 certificates will directly affect the rate of principal payments on the group 5 and 7 securities.*** The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure document, the underlying certificate in Group 7 consists of a non-sticky jump class whose principal distribution priorities will change temporarily (“jump”) on any Distribution Date if the applicable “trigger” event occurs. See “*Terms Sheet — Allocation of Principal*” in Exhibit B.

A change in principal distribution priority of the underlying certificate could significantly extend or shorten the weighted average life of the underlying certificate. Consequently, an investor in a group 7 class should carefully consider the likelihood and probable frequency of the occurrence of the trigger event in analyzing the anticipated weighted average life of the group 7 securities. The effect that the occurrence of the trigger event will have on each class of group 7 securities will vary depending upon factors such as the payment priority of such class, when the trigger event occurs and if so, whether it continues to occur on subsequent distribution dates. For example, upon the occurrence and continuance of the trigger event shortly following the closing date, the weighted average life of those group 7 securities with a later payment priority may be affected more significantly than the weighted average life of those group 7 securities with an earlier payment priority. The effect that the occurrence of the trigger event will have on a class of group 7 securities may be mitigated if the trigger event is not met on a subsequent distribution date. See “*Group 7 Classes*” in this supplement and Exhibit B.

In addition, the principal entitlement of the underlying certificates on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their 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 certificates have adhered to their principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying

certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure document.

***The securities may not be a suitable investment for you.*** The securities, especially the group 5 and 7 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 sup-

plement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

## THE TRUST ASSETS

### General

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

### The Trust MBS (Groups 1, 2, 3, 4 and 6)

The Group 4 Trust Assets are either:

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

Each Mortgage Loan underlying a Ginnie Mae I MBS Certificate bears interest at a Mortgage Rate 0.50% per annum greater than the related Certificate Rate. The difference between the Mortgage Rate and the Certificate Rate is used to pay the related servicers of the Mortgage Loans a monthly servicing fee and Ginnie Mae a fee for its guaranty of the Ginnie Mae I MBS Certificate of 0.44% per annum and 0.06% per annum, respectively, of the outstanding principal balance of the Mortgage Loan.

The Group 1, Group 2, Group 3 and Group 6 Trust Assets are either:

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

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

Rate and (b) the sum of the Certificate Rate and the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

### **The Underlying Certificates (Groups 5 and 7)**

The Group 5 and Group 7 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each 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 each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

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

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1, 2, 3, 4 and 6 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, 2, 3, 4 and 6 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, the Rural Housing Service or the United States Department of Housing and Urban Development (“HUD”). *See “The Ginnie Mae Certificates — General” in the Base Offering Circular.*

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3 and 6 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3 and 6 Trust Assets, 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 Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See “*Description of the Securities — Distributions*” and “*— Method of Distributions*” in the Base Offering Circular.



## Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days' interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

### *Categories of Classes*

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the inside cover page of this Supplement and on Schedule I to this Supplement. The abbreviations used on the inside cover page and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Accrual Periods*

The Accrual Period for each Class is set forth in the table below:

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 1, 2, 6 and 7 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date
Group 4 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 5 Floating Rate and Inverse Floating Rate Classes	From the 17th day of the month preceding the month of the related Distribution Date through the 16th day of the month of that Distribution Date

### *Fixed Rate Classes*

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the inside cover page of this Supplement 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 Method” in the Base Offering Circular.

*For information regarding the manner in which the Trustee determines LIBOR and calculates the Interest Rates for the Floating Rate and Inverse Floating Rate Classes, see*

*“Description of the Securities — Interest Rate Indices — Determination of LIBOR” in the Base Offering Circular.*

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

#### *Accrual Classes*

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

### **Residual Securities**

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

### **Class Factors**

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places)

that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities (and any addition to the Class Principal Balance of 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 and interest to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

## **Trading**

For the sole purpose of facilitating trading and settlement, the Principal Only Classes will be treated as non-delay classes.

## **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 related Trust REMIC after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.



## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the inside cover page may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combination 2, other related MX Classes. This process may occur repeatedly.

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

In the case of Combination 2, the Class PW Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator Ginnie Mae 2004-046. The Trustee may be contacted by telephone at (212) 615-5262 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 5 and Group 7 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 5 and 7 securities" in this Supplement.

### **Accretion Directed Classes**

Classes AO, BT, F, FA, FH and PO 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, SA and SH are Notional Classes whose Class Notional Balance is determined by reference to the Class Principal Balance of Classes F, FA and FH, 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. Although the Accretion Directed Classes are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

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

As described in this Supplement, each PAC, Scheduled 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, Scheduled 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, Scheduled and TAC Classes are as follows:

<b>PAC Classes</b>	<u><b>Initial Effective Range</b></u>
NO, PW, QC, QD, QH and QO (in the aggregate) .....	100% PSA through 250% PSA

<b>Scheduled Class</b>	<u><b>Initial Effective Range</b></u>
W .....	187% PSA through 268% PSA

<b>TAC Classes</b>	<u><b>Initial Effective Rates</b></u>
F and PO (in the aggregate) .....	158% PSA
AO and FA (in the aggregate) .....	158% PSA

- The principal payment stability of the PAC Classes will be supported by the related Scheduled and Support Classes.
- The principal payment stability of the Scheduled Class will be supported by the related Support Classes.
- The principal payment stability of the TAC Classes will be supported by the related Support Class.

**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 Rates. If the initial Effective Ranges or Rates were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rates 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, Scheduled 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) for that Class. Further, the Effective Range for any PAC or Scheduled 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, Scheduled or TAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC, Scheduled or TAC Class, if any, 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, Scheduled or TAC Class, its supporting Classes may be retired earlier than that PAC, Scheduled or TAC Class, and its Weighted Average Life may be shortened, perhaps significantly.

## **Group 7 Classes**

The Group 7 Classes are backed by an Underlying Certificate that is a Non-Sticky Jump Class, whose principal distribution priority will change temporarily (“jump”) on any Distribution Date that the applicable trigger is met but will revert (not “stick”) on any subsequent Distribution Date that the applicable trigger is not met. See “*Terms Sheet — Allocation of Principal*” in Exhibit B.

The weighted average life of a Non-Sticky Jump Class that jumps ahead in priority of principal distributions may be shortened, perhaps significantly. Conversely, the weighted average life of a Non-Sticky Jump Class that is jumped by another Class, may be extended, perhaps significantly. Consequently, the yield to investors may be less than anticipated for any Group 7 Class purchased at a premium if the weighted average life of the Underlying Certificate is shortened and for any Class purchased at a discount if the weighted average life of the Underlying Certificate is extended.

The trigger event for the Underlying Certificate is determined by reference to schedules of 301% PSA, 375% PSA and 434% PSA Balances, which were calculated as set forth under “*Terms Sheet — Jump Balances*” in Exhibit B.

## **Assumability**

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

## **Final Distribution Date**

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

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

## **Modeling Assumptions**

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

1. The Mortgage Loans underlying the Group 1, 2, 3, 4 and 6 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4 and 6 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, 2, 3, 4 or 6 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months, and each Mortgage Loan underlying a Group 1, 2, 3 or 6 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, 2, 3, 6 or 7 Securities are always received on the 20th day of the month, distributions on the Group 4 Securities are always received on the 16th day of the month and distributions on the Group 5 Securities are always received on the 17th day of the month, in each case, whether or not a Business Day, commencing in July 2004.

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

5. The Closing Date for the Securities is June 30, 2004.

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

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

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th, 17th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

## **Decrement Tables**

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

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

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

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates									
	Classes F, PO and S					Class Z				
	0%	125%	253%	375%	525%	0%	125%	253%	375%	525%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2005	99	95	94	94	90	106	106	60	1	0
June 2006	97	87	84	75	65	113	113	0	0	0
June 2007	96	78	70	57	44	120	120	0	0	0
June 2008	94	70	58	44	29	127	127	0	0	0
June 2009	92	63	49	33	20	135	135	0	0	0
June 2010	90	56	41	25	13	143	143	0	0	0
June 2011	88	49	34	19	9	152	152	0	0	0
June 2012	86	43	28	15	6	161	161	0	0	0
June 2013	84	37	23	11	4	171	171	0	0	0
June 2014	81	32	19	8	3	182	182	0	0	0
June 2015	78	27	16	6	2	193	193	0	0	0
June 2016	76	23	13	5	1	205	205	0	0	0
June 2017	72	18	11	4	1	218	218	0	0	0
June 2018	69	14	9	3	1	231	231	0	0	0
June 2019	65	10	7	2	0	245	245	0	0	0
June 2020	61	6	6	1	0	261	261	0	0	0
June 2021	57	3	5	1	0	277	277	0	0	0
June 2022	53	0	4	1	0	294	281	0	0	0
June 2023	48	0	3	1	0	312	243	0	0	0
June 2024	43	0	2	0	0	331	209	0	0	0
June 2025	37	0	2	0	0	351	177	0	0	0
June 2026	31	0	1	0	0	373	148	0	0	0
June 2027	25	0	1	0	0	396	121	0	0	0
June 2028	18	0	1	0	0	421	97	0	0	0
June 2029	11	0	1	0	0	446	75	0	0	0
June 2030	3	0	0	0	0	474	54	0	0	0
June 2031	0	0	0	0	0	403	35	0	0	0
June 2032	0	0	0	0	0	279	18	0	0	0
June 2033	0	0	0	0	0	145	2	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.1	7.6	6.3	4.6	3.4	28.3	22.6	1.1	0.6	0.4

Distribution Date	Security Groups 1 and 2 PSA Prepayment Assumption Rates					
	Class ZC					
	0%	125%	250%	253%	375%	525%
Initial Percent	100	100	100	100	100	100
June 2005	106	106	62	61	2	0
June 2006	113	113	0	0	0	0
June 2007	120	120	0	0	0	0
June 2008	127	127	0	0	0	0
June 2009	135	135	0	0	0	0
June 2010	143	143	0	0	0	0
June 2011	152	152	0	0	0	0
June 2012	161	161	0	0	0	0
June 2013	171	171	0	0	0	0
June 2014	182	182	0	0	0	0
June 2015	193	193	0	0	0	0
June 2016	205	205	0	0	0	0
June 2017	218	218	0	0	0	0
June 2018	231	231	0	0	0	0
June 2019	245	245	0	0	0	0
June 2020	261	261	0	0	0	0
June 2021	277	277	0	0	0	0
June 2022	294	281	0	0	0	0
June 2023	312	244	0	0	0	0
June 2024	331	209	0	0	0	0
June 2025	351	177	0	0	0	0
June 2026	373	148	0	0	0	0
June 2027	396	122	0	0	0	0
June 2028	421	97	0	0	0	0
June 2029	446	75	0	0	0	0
June 2030	474	54	0	0	0	0
June 2031	403	35	0	0	0	0
June 2032	279	18	0	0	0	0
June 2033	145	3	0	0	0	0
June 2034	0	0	0	0	0	0
Weighted Average Life (years)	28.3	22.6	1.2	1.1	0.6	0.4



**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes AO, FA and SA					Class ZA				
	0%	125%	250%	375%	525%	0%	125%	250%	375%	525%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2005	99	95	94	94	90	106	106	63	4	0
June 2006	97	87	84	75	65	113	113	0	0	0
June 2007	96	78	71	58	44	120	120	0	0	0
June 2008	94	70	59	44	30	127	127	0	0	0
June 2009	92	63	49	33	20	135	135	0	0	0
June 2010	90	56	41	25	13	143	143	0	0	0
June 2011	88	49	34	19	9	152	152	0	0	0
June 2012	86	43	29	15	6	161	161	0	0	0
June 2013	84	38	24	11	4	171	171	0	0	0
June 2014	81	32	20	8	3	182	182	0	0	0
June 2015	78	27	16	6	2	193	193	0	0	0
June 2016	76	23	13	5	1	205	205	0	0	0
June 2017	72	18	11	4	1	218	218	0	0	0
June 2018	69	14	9	3	1	231	231	0	0	0
June 2019	65	10	7	2	0	245	245	0	0	0
June 2020	61	6	6	1	0	261	261	0	0	0
June 2021	57	3	5	1	0	277	277	0	0	0
June 2022	53	0	4	1	0	294	282	0	0	0
June 2023	48	0	3	1	0	312	244	0	0	0
June 2024	43	0	2	0	0	331	210	0	0	0
June 2025	37	0	2	0	0	351	178	0	0	0
June 2026	31	0	1	0	0	373	149	0	0	0
June 2027	25	0	1	0	0	396	122	0	0	0
June 2028	18	0	1	0	0	421	97	0	0	0
June 2029	11	0	1	0	0	446	75	0	0	0
June 2030	3	0	0	0	0	474	54	0	0	0
June 2031	0	0	0	0	0	403	36	0	0	0
June 2032	0	0	0	0	0	279	18	0	0	0
June 2033	0	0	0	0	0	145	3	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.1	7.6	6.4	4.6	3.4	28.3	22.6	1.2	0.6	0.4

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class HO					Classes IH and QH					Classes IP, PW, QB and QM					Classes NI, NO and QG				
	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2005	100	100	100	91	69	94	82	82	82	82	100	100	100	100	100	100	100	100	100	100
June 2006	100	100	100	73	2	88	50	50	50	50	100	100	100	100	100	100	100	100	100	100
June 2007	100	100	100	52	0	81	11	11	11	10	100	100	100	100	100	100	100	100	100	100
June 2008	100	100	100	37	0	74	0	0	0	0	100	48	48	48	0	100	100	100	100	100
June 2009	100	100	100	27	0	66	0	0	0	0	100	0	0	0	0	100	100	100	100	100
June 2010	100	100	99	21	0	57	0	0	0	0	100	0	0	0	0	100	100	100	100	100
June 2011	100	100	90	8	0	48	0	0	0	0	100	0	0	0	0	100	100	100	100	100
June 2012	100	100	84	1	0	39	0	0	0	0	100	0	0	0	0	100	100	100	100	100
June 2013	100	100	80	0	0	28	0	0	0	0	100	0	0	0	0	100	100	100	100	100
June 2014	100	100	77	0	0	17	0	0	0	0	100	0	0	0	0	100	100	100	100	84
June 2015	100	100	73	0	0	5	0	0	0	0	100	0	0	0	0	100	100	100	100	62
June 2016	100	100	68	0	0	0	0	0	0	0	85	0	0	0	0	100	100	100	100	46
June 2017	100	100	63	0	0	0	0	0	0	0	59	0	0	0	0	100	100	100	100	34
June 2018	100	100	58	0	0	0	0	0	0	0	30	0	0	0	0	100	100	100	100	25
June 2019	100	100	53	0	0	0	0	0	0	0	0	0	0	0	0	100	85	85	85	18
June 2020	100	100	47	0	0	0	0	0	0	0	0	0	0	0	0	100	69	69	69	13
June 2021	100	100	41	0	0	0	0	0	0	0	0	0	0	0	0	100	56	56	56	9
June 2022	100	100	36	0	0	0	0	0	0	0	0	0	0	0	0	100	45	45	45	7
June 2023	100	100	31	0	0	0	0	0	0	0	0	0	0	0	0	100	36	36	36	5
June 2024	100	100	27	0	0	0	0	0	0	0	0	0	0	0	0	100	28	28	28	3
June 2025	100	99	23	0	0	0	0	0	0	0	0	0	0	0	0	100	22	22	22	2
June 2026	100	87	19	0	0	0	0	0	0	0	0	0	0	0	0	100	17	17	17	2
June 2027	100	75	15	0	0	0	0	0	0	0	0	0	0	0	0	100	13	13	13	1
June 2028	100	63	12	0	0	0	0	0	0	0	0	0	0	0	0	100	10	10	10	1
June 2029	100	52	9	0	0	0	0	0	0	0	0	0	0	0	0	59	7	7	7	0
June 2030	100	39	7	0	0	0	0	0	0	0	0	0	0	0	0	5	5	5	5	0
June 2031	100	28	5	0	0	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
June 2032	100	17	3	0	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
June 2033	65	6	1	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.2	25.2	15.7	3.6	1.3	6.5	1.9	1.9	1.9	1.9	13.3	4.0	4.0	4.0	3.4	25.2	18.5	18.5	18.5	12.6



**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class QC					Class QD					Classes QE, QI and QO					Class W					
	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	90	90	90	
June 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	69	69	69	
June 2007	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	45	45	0	
June 2008	100	100	100	100	74	100	100	100	100	100	100	100	100	100	100	100	100	25	25	0	
June 2009	100	88	88	88	0	100	100	100	100	100	100	100	100	100	100	100	100	10	10	0	
June 2010	100	48	48	48	0	100	100	100	100	0	100	100	100	100	90	100	100	0	0	0	
June 2011	100	12	12	12	0	100	100	100	100	0	100	100	100	100	54	100	100	0	0	0	
June 2012	100	0	0	0	0	100	48	48	48	0	100	100	100	100	27	100	100	0	0	0	
June 2013	100	0	0	0	0	100	0	0	0	0	100	90	90	90	7	100	100	0	0	0	
June 2014	100	0	0	0	0	100	0	0	0	0	100	66	66	66	0	100	98	0	0	0	
June 2015	100	0	0	0	0	100	0	0	0	0	100	46	46	46	0	100	93	0	0	0	
June 2016	100	0	0	0	0	100	0	0	0	0	100	28	28	28	0	100	87	0	0	0	
June 2017	100	0	0	0	0	100	0	0	0	0	100	14	14	14	0	100	79	0	0	0	
June 2018	100	0	0	0	0	100	0	0	0	0	100	2	2	2	0	100	70	0	0	0	
June 2019	99	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	61	0	0	0	
June 2020	79	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	51	0	0	0	
June 2021	57	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	40	0	0	0	
June 2022	34	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	30	0	0	0	
June 2023	9	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	20	0	0	0	
June 2024	0	0	0	0	0	60	0	0	0	0	100	0	0	0	0	100	9	0	0	0	
June 2025	0	0	0	0	0	0	0	0	0	0	98	0	0	0	0	100	0	0	0	0	
June 2026	0	0	0	0	0	0	0	0	0	0	71	0	0	0	0	100	0	0	0	0	
June 2027	0	0	0	0	0	0	0	0	0	0	43	0	0	0	0	100	0	0	0	0	
June 2028	0	0	0	0	0	0	0	0	0	0	12	0	0	0	0	100	0	0	0	0	
June 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	
June 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	92	0	0	0	0	
June 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	55	0	0	0	0	
June 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	15	0	0	0	0	
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average																					
Life (years)	17.3	6.0	6.0	6.0	4.3	20.2	8.0	8.0	8.0	5.4	22.7	11.0	11.0	11.0	7.3	27.1	15.9	2.9	2.9	2.1	

**PSA Prepayment Assumption Rates**

Distribution Date	Class WA					Class WB					Classes WC and WD										
	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%	0%	100%	187%	250%	400%						
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100						
June 2005	100	100	100	100	74	14	100	100	100	100	100	100	100	100	100						
June 2006	100	100	100	23	0	100	100	100	100	0	100	100	100	100	5						
June 2007	100	100	100	0	0	100	100	100	0	0	100	100	100	96	0						
June 2008	100	100	100	0	0	100	100	100	0	0	100	100	100	67	0						
June 2009	100	100	100	0	0	100	100	100	0	0	100	100	100	49	0						
June 2010	100	100	98	0	0	100	100	100	0	0	100	100	100	38	0						
June 2011	100	100	71	0	0	100	100	100	0	0	100	100	100	14	0						
June 2012	100	100	54	0	0	100	100	100	0	0	100	100	100	2	0						
June 2013	100	100	45	0	0	100	100	100	0	0	100	100	100	0	0						
June 2014	100	100	35	0	0	100	100	100	0	0	100	100	100	0	0						
June 2015	100	100	23	0	0	100	100	100	0	0	100	100	100	0	0						
June 2016	100	100	10	0	0	100	100	100	0	0	100	100	100	0	0						
June 2017	100	100	0	0	0	100	100	86	0	0	100	100	100	0	0						
June 2018	100	100	0	0	0	100	100	34	0	0	100	100	100	0	0						
June 2019	100	100	0	0	0	100	100	0	0	0	100	100	96	0	0						
June 2020	100	100	0	0	0	100	100	0	0	0	100	100	86	0	0						
June 2021	100	100	0	0	0	100	100	0	0	0	100	100	76	0	0						
June 2022	100	100	0	0	0	100	100	0	0	0	100	100	66	0	0						
June 2023	100	100	0	0	0	100	100	0	0	0	100	100	57	0	0						
June 2024	100	100	0	0	0	100	100	0	0	0	100	100	49	0	0						
June 2025	100	97	0	0	0	100	100	0	0	0	100	100	41	0	0						
June 2026	100	63	0	0	0	100	100	0	0	0	100	100	34	0	0						
June 2027	100	29	0	0	0	100	100	0	0	0	100	100	28	0	0						
June 2028	100	0	0	0	0	100	87	0	0	0	100	100	22	0	0						
June 2029	100	0	0	0	0	100	0	0	0	0	100	95	17	0	0						
June 2030	100	0	0	0	0	100	0	0	0	0	100	72	12	0	0						
June 2031	100	0	0	0	0	100	0	0	0	0	100	51	8	0	0						
June 2032	100	0	0	0	0	100	0	0	0	0	100	30	5	0	0						
June 2033	2	0	0	0	0	100	0	0	0	0	100	11	2	0	0						
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0						
Weighted Average																					
Life (years)	28.7	22.4	8.9	1.5	0.7	29.1	24.3	13.7	2.6	1.2	29.6	27.1	20.5	5.2	1.7						

**Security Group 4  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Classes DO, FD, SD, SJ, SK and SL</u>				
	<u>0%</u>	<u>150%</u>	<u>347%</u>	<u>450%</u>	<u>600%</u>
Initial Percent .....	100	100	100	100	100
June 2005 .....	99	90	79	74	65
June 2006 .....	98	81	62	53	41
June 2007 .....	97	73	48	38	26
June 2008 .....	95	65	38	27	16
June 2009 .....	94	58	29	20	10
June 2010 .....	93	52	23	14	6
June 2011 .....	91	47	18	10	4
June 2012 .....	89	41	14	7	3
June 2013 .....	88	37	11	5	2
June 2014 .....	86	33	8	4	1
June 2015 .....	84	29	6	3	1
June 2016 .....	82	25	5	2	0
June 2017 .....	79	22	4	1	0
June 2018 .....	77	20	3	1	0
June 2019 .....	74	17	2	1	0
June 2020 .....	71	15	2	0	0
June 2021 .....	68	13	1	0	0
June 2022 .....	65	11	1	0	0
June 2023 .....	61	9	1	0	0
June 2024 .....	57	8	0	0	0
June 2025 .....	53	6	0	0	0
June 2026 .....	49	5	0	0	0
June 2027 .....	44	4	0	0	0
June 2028 .....	39	3	0	0	0
June 2029 .....	34	2	0	0	0
June 2030 .....	28	1	0	0	0
June 2031 .....	22	1	0	0	0
June 2032 .....	15	0	0	0	0
June 2033 .....	8	0	0	0	0
June 2034 .....	0	0	0	0	0
Weighted Average Life (years) .....	19.9	8.2	4.0	3.1	2.2

**Security Group 5  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Classes AH, FG and SG</u>				
	<u>0%</u>	<u>125%</u>	<u>253%</u>	<u>375%</u>	<u>525%</u>
Initial Percent .....	100	100	100	100	100
June 2005 .....	100	100	28	0	0
June 2006 .....	100	100	0	0	0
June 2007 .....	100	100	0	0	0
June 2008 .....	100	100	0	0	0
June 2009 .....	100	100	0	0	0
June 2010 .....	100	100	0	0	0
June 2011 .....	100	100	0	0	0
June 2012 .....	100	100	0	0	0
June 2013 .....	100	100	0	0	0
June 2014 .....	100	100	0	0	0
June 2015 .....	100	100	0	0	0
June 2016 .....	100	100	0	0	0
June 2017 .....	100	100	0	0	0
June 2018 .....	100	100	0	0	0
June 2019 .....	100	100	0	0	0
June 2020 .....	100	100	0	0	0
June 2021 .....	100	100	0	0	0
June 2022 .....	100	100	0	0	0
June 2023 .....	100	100	0	0	0
June 2024 .....	100	100	0	0	0
June 2025 .....	100	89	0	0	0
June 2026 .....	100	75	0	0	0
June 2027 .....	100	61	0	0	0
June 2028 .....	100	47	0	0	0
June 2029 .....	100	34	0	0	0
June 2030 .....	100	22	0	0	0
June 2031 .....	100	11	0	0	0
June 2032 .....	14	1	0	0	0
June 2033 .....	0	0	0	0	0
June 2034 .....	0	0	0	0	0
Weighted Average Life (years) .....	27.6	23.9	0.7	0.4	0.2

**Security Group 6  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BG, BN, BT, FH and SH					Class BZ				
	0%	125%	257%	375%	525%	0%	125%	257%	375%	525%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2005	98	93	89	85	81	106	106	106	106	106
June 2006	95	84	72	63	52	113	113	113	113	113
June 2007	93	73	56	42	27	120	120	120	120	120
June 2008	90	63	41	25	9	127	127	127	127	127
June 2009	87	54	29	12	0	135	135	135	135	118
June 2010	84	45	18	1	0	143	143	143	143	80
June 2011	80	37	9	0	0	152	152	152	115	54
June 2012	77	29	0	0	0	161	161	161	87	36
June 2013	73	21	0	0	0	171	171	135	66	24
June 2014	69	14	0	0	0	182	182	112	50	16
June 2015	64	7	0	0	0	193	193	92	38	11
June 2016	60	0	0	0	0	205	205	75	28	7
June 2017	55	0	0	0	0	218	184	62	21	5
June 2018	49	0	0	0	0	231	164	50	16	3
June 2019	43	0	0	0	0	245	146	41	12	2
June 2020	37	0	0	0	0	261	129	33	9	1
June 2021	31	0	0	0	0	277	113	26	6	1
June 2022	23	0	0	0	0	294	99	21	5	1
June 2023	16	0	0	0	0	312	86	17	3	0
June 2024	8	0	0	0	0	331	74	13	2	0
June 2025	0	0	0	0	0	345	62	10	2	0
June 2026	0	0	0	0	0	318	52	8	1	0
June 2027	0	0	0	0	0	287	43	6	1	0
June 2028	0	0	0	0	0	255	34	4	1	0
June 2029	0	0	0	0	0	220	26	3	0	0
June 2030	0	0	0	0	0	182	19	2	0	0
June 2031	0	0	0	0	0	142	12	1	0	0
June 2032	0	0	0	0	0	98	6	1	0	0
June 2033	0	0	0	0	0	51	1	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	12.8	5.7	3.7	2.8	2.2	26.0	18.6	12.9	9.7	7.2

**Security Group 7  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FM, KM and SM				
	0%	100%	185%	300%	400%
Initial Percent	100	100	100	100	100
June 2005	100	100	98	24	0
June 2006	100	100	93	0	0
June 2007	99	99	92	0	0
June 2008	98	98	91	0	0
June 2009	97	97	90	0	0
June 2010	96	96	89	0	0
June 2011	95	95	87	0	0
June 2012	94	94	86	0	0
June 2013	92	92	85	0	0
June 2014	91	91	84	0	0
June 2015	89	89	82	0	0
June 2016	88	88	81	0	0
June 2017	86	86	79	0	0
June 2018	85	85	77	0	0
June 2019	83	83	75	0	0
June 2020	81	81	64	0	0
June 2021	79	79	50	0	0
June 2022	77	77	36	0	0
June 2023	74	74	23	0	0
June 2024	72	72	10	0	0
June 2025	69	69	0	0	0
June 2026	67	67	0	0	0
June 2027	64	64	0	0	0
June 2028	61	41	0	0	0
June 2029	58	14	0	0	0
June 2030	54	0	0	0	0
June 2031	51	0	0	0	0
June 2032	0	0	0	0	0
June 2033	0	0	0	0	0
June 2034	0	0	0	0	0
Weighted Average Life (years)	22.5	20.8	15.2	0.7	0.4

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 5 and Group 7 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially Principal Only Classes), 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 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 47 or 50 days earlier, as applicable.

**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 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 PO to Prepayments  
Assumed Price 72.25%**

<b>PSA Prepayment Assumption Rates</b>			
<u>125%</u>	<u>253%</u>	<u>375%</u>	<u>525%</u>
4.6%	5.8%	8.0%	10.8%

**Sensitivity of Class S to Prepayments  
Assumed Price 10.25%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<u>125%</u>	<u>253%</u>	<u>375%</u>	<u>525%</u>
0.1% .....	68.4%	64.8%	58.8%	50.4%
1.1% .....	56.2%	52.4%	46.2%	37.6%
4.1% .....	20.9%	16.6%	9.6%	0.3%
7.1% and above .....	**	**	**	**

**SECURITY GROUP 2**

**Sensitivity of Class AO to Prepayments  
Assumed Price 71.5%**

<b>PSA Prepayment Assumption Rates</b>			
<u>125%</u>	<u>250%</u>	<u>375%</u>	<u>525%</u>
4.8%	5.9%	8.3%	11.1%

**Sensitivity of Class SA to Prepayments  
Assumed Price 10.25%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<u>125%</u>	<u>250%</u>	<u>375%</u>	<u>525%</u>
0.1% .....	68.5%	65.1%	59.1%	50.8%
1.1% .....	56.3%	52.7%	46.4%	37.9%
4.1% .....	21.0%	16.9%	9.7%	0.5%
7.1% and above .....	**	**	**	**

**SECURITY GROUP 3**

**Sensitivity of Class HO to Prepayments  
Assumed Price 43.5%**

<b>PSA Prepayment Assumption Rates</b>			
<u>100%</u>	<u>187%</u>	<u>250%</u>	<u>400%</u>
3.4%	5.8%	29.4%	85.0%

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

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

**Sensitivity of Class IH to Prepayments  
Assumed Price 9.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>187%</b>	<b>250%</b>	<b>400%</b>	<b>566%</b>
8.6%	8.6%	8.6%	8.2%	0.1%

**Sensitivity of Class IP to Prepayments  
Assumed Price 16.0%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>187%</b>	<b>250%</b>	<b>400%</b>	<b>486%</b>
15.9%	15.9%	15.9%	8.4%	0.0%

**Sensitivity of Class NI to Prepayments  
Assumed Price 40.25%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>187%</b>	<b>250%</b>	<b>400%</b>	<b>689%</b>
12.2%	12.2%	12.2%	9.3%	0.0%

**Sensitivity of Class NO to Prepayments  
Assumed Price 51.75%**

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>187%</b>	<b>250%</b>	<b>400%</b>	<b>400%</b>
3.6%	3.6%	3.6%	3.6%	5.4%

**Sensitivity of Class QI to Prepayments  
Assumed Price 32.5%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>187%</b>	<b>250%</b>	<b>400%</b>	<b>498%</b>
12.7%	12.7%	12.7%	5.7%	0.1%

**Sensitivity of Class QO to Prepayments  
Assumed Price 64.5%**

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>187%</b>	<b>250%</b>	<b>400%</b>	<b>400%</b>
4.0%	4.0%	4.0%	4.0%	6.1%

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

**SECURITY GROUP 4**

**Sensitivity of Class DO to Prepayments  
Assumed Price 75.0%**

<b>PSA Prepayment Assumption Rates</b>			
<b>150%</b>	<b>347%</b>	<b>450%</b>	<b>600%</b>
3.9%	8.3%	11.0%	15.3%

**Sensitivity of Class SD to Prepayments  
Assumed Price 8.5%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>347%</b>	<b>450%</b>	<b>600%</b>
0.1% .....	82.8%	65.3%	55.6%	40.8%
1.1% .....	68.0%	51.2%	41.9%	27.7%
4.1% .....	26.3%	11.7%	3.6%	(8.8)%
7.1% and above .....	**	**	**	**

**Sensitivity of Class SJ to Prepayments  
Assumed Price 108.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>347%</b>	<b>450%</b>	<b>600%</b>
0.1% .....	26.4%	25.3%	24.6%	23.6%
1.1% .....	22.4%	21.3%	20.7%	19.7%
4.1% .....	10.6%	9.7%	9.1%	8.2%
7.1% and above .....	(0.8)%	(1.6)%	(2.1)%	(2.9)%

**Sensitivity of Class SK to Prepayments  
Assumed Price 99.75%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>150%</b>	<b>347%</b>	<b>450%</b>	<b>600%</b>
0.1% .....	22.0%	22.0%	22.0%	22.0%
1.1% .....	18.8%	18.8%	18.8%	18.9%
4.1% .....	9.3%	9.4%	9.4%	9.5%
7.1% and above .....	0.1%	0.3%	0.3%	0.5%

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

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



**Sensitivity of Class SL to Prepayments**  
**Assumed Price 91.5%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>347%</u>	<u>450%</u>	<u>600%</u>
0.1% .....	16.9%	18.2%	18.9%	20.2%
1.1% .....	14.6%	15.9%	16.6%	17.9%
4.1% .....	7.8%	9.1%	9.9%	11.1%
7.1% and above .....	1.2%	2.5%	3.2%	4.5%

**SECURITY GROUP 5**

**Sensitivity of Class SG to Prepayments**  
**Assumed Price 4.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>125%</u>	<u>253%</u>	<u>375%</u>	<u>525%</u>
0.10% .....	275.5%	71.8%	(96.8)%	**
1.10% .....	230.2%	35.6%	**	**
4.10% .....	111.1%	(63.3)%	**	**
7.65% and above .....	**	**	**	**

**SECURITY GROUP 6**

**Sensitivity of Class SH to Prepayments**  
**Assumed Price 8.75%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>125%</u>	<u>257%</u>	<u>375%</u>	<u>525%</u>
0.1% .....	82.7%	72.9%	63.4%	50.7%
1.1% .....	67.9%	57.7%	47.9%	34.8%
4.1% .....	24.7%	12.4%	0.5%	(14.8)%
7.2% and above .....	**	**	**	**

**SECURITY GROUP 7**

**Sensitivity of Class SM to Prepayments**  
**Assumed Price 7.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>185%</u>	<u>300%</u>	<u>400%</u>
0.1% .....	97.4%	94.0%	(83.2)%	**
1.1% .....	78.8%	75.7%	(99.6)%	**
4.1% .....	27.0%	25.1%	**	**
5.9% and above .....	**	**	**	**

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

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

## CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

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

### REMIC Elections

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

### Regular Securities

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

The Class AO, DO, HO, NO, PO and 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 IH, NI, QI, S, SA, SD, SG, SH and SM 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 BZ, Z and ZA 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 and the prepayment assumption described below, Class BT is expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any,

on the Regular Securities is 253% PSA in the case of the Group 1 and the Group 5 Securities, 250% PSA in the case of the Group 2 Securities, 187% PSA in the case of the Group 3 Securities, 347% PSA in the case of the Group 4 Securities, 257% PSA in the case of the Group 6 Securities and 185% PSA in the case of the Group 7 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 1.10%. 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, “permitted assets” for financial asset securitization investment trusts (“FASITs”), and “real estate assets” for real estate investment trusts (“REITs”) as described in “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*. Similarly, interest on the Regular Securities will be considered “interest on obligations secured by mortgages on real property” for REITs.

### **Residual Securities**

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

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

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

Regulations were recently finalized regarding the federal income tax treatment of “inducement fees” received by transferees of noneconomic REMIC residual interests. The final regulations (i) provide tax accounting rules for the treatment of such fees as income over an appropriate period and (ii) clarify that inducement fees will be treated as income from sources

within the United States. The rules set forth in the final regulations will apply to taxable years ending on or after May 11, 2004. Prospective purchasers of the Class RR Securities should consult with their tax advisors regarding the effect of these final regulations.

## **MX Securities**

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

## **ERISA MATTERS**

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular and MX Securities will qualify as “guaranteed governmental mortgage pool certificates” within the meaning of a Department of Labor regulation, the effect of which is to provide that mortgage loans 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) July 1, 2004 on the Fixed Rate Classes, (2) July 16, 2004 on the Group 4 Floating Rate and Inverse Floating Rate Classes, (3) July 17, 2004 on the Group 5 Floating and Inverse Floating Rate Classes and (4) July 20, 2004 on the Group 1, 2, 6 and 7 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

#### **INCREASE IN SIZE**

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Group 1, 2, 3, 4 and 6 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 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 or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1 and 2</b>								
Combination 1								
Z	\$ 5,166,666	ZC	\$ 8,857,142	SUP	6.00%	FIX/Z	38374HED8	June 2034
ZA	3,690,476							
<b>Security Group 3</b>								
Combination 2 (6)								
PW	\$32,814,000	IP	\$ 5,966,181	NTL (PAC)	5.50%	FIX/IO	38374HEE6	March 2027
		QB	32,814,000	PAC	4.50	FIX	38374HEF3	March 2027
		QM	32,814,000	PAC	5.00	FIX	38374HEG1	March 2027
Combination 3								
QI	\$61,617,000	QE	\$61,617,000	PAC	5.50%	FIX	38374HEH9	May 2033
QO	61,617,000							
Combination 4								
NI	\$31,564,500	QG	\$31,564,500	PAC	5.50%	FIX	38374HEJ5	June 2034
NO	31,564,500							
<b>Security Group 4</b>								
Combination 5								
DO	\$ 3,076,928	SJ	\$ 3,076,928	PT	(5)	INV	38374HEK2	June 2034
SD	12,307,712							
Combination 6								
DO	\$ 3,076,928	SK	\$ 3,076,928	PT	(5)	INV	38374HEL0	June 2034
SD	9,230,784							
Combination 7								
DO	\$ 3,076,928	SL	\$ 3,076,928	PT	(5)	INV	38374HEM8	June 2034
SD	6,153,856							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 5</b>								
Combination 8								
FG	\$ 5,846,646	AH	\$ 5,846,646	PT	8.50%	FIX	38374HEN6	January 2033
SG	5,846,646							
<b>Security Group 6</b>								
Combination 9								
BT	\$42,070,000	BG	\$50,484,000	SEQ/AD	5.00%	FIX	38374HEP1	May 2025
FH	8,414,000							
SH	8,414,000							
Combination 10								
BT	\$42,070,000	BN	\$45,894,546	SEQ/AD	4.75%	FIX	38374HEQ9	May 2025
FH	3,824,546							
SH	3,824,546							
<b>Security Group 7</b>								
Combination 11								
FM	\$10,431,982	KM	\$10,431,982	SC/PT	7.50%	FIX	38374HER7	March 2033
SM	10,431,982							

(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) In the case of Combination 2, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.



Schedule II

SCHEDULED PRINCIPAL BALANCES

Distribution Date	Classes AO and FA (in the aggregate)	Classes F and PO (in the aggregate)	Classes NO, PW, QC, QD, QH and QO (in the aggregate)	Class W
Initial Balance . . . . .	\$62,500,000.00	\$87,500,000.00	\$267,541,500.00	\$61,707,000.00
July 2004 . . . . .	62,279,504.45	87,183,295.03	266,899,200.26	61,487,427.43
August 2004 . . . . .	62,041,339.05	86,841,878.97	266,192,495.80	61,213,261.69
September 2004 . . . . .	61,785,622.49	86,475,924.43	265,421,936.91	60,884,769.04
October 2004 . . . . .	61,512,487.74	86,085,624.03	264,587,780.84	60,502,283.66
November 2004 . . . . .	61,222,082.00	85,671,190.28	263,690,317.95	60,066,220.27
December 2004 . . . . .	60,914,566.60	85,232,855.39	262,729,871.55	59,577,073.89
January 2005 . . . . .	60,590,116.79	84,770,871.06	261,706,797.79	59,035,419.40
February 2005 . . . . .	60,248,921.67	84,285,508.28	260,621,485.43	58,441,911.00
March 2005 . . . . .	59,891,183.92	83,777,057.03	259,474,355.64	57,797,281.47
April 2005 . . . . .	59,517,119.67	83,245,826.02	258,265,861.78	57,102,341.28
May 2005 . . . . .	59,126,958.26	82,692,142.38	256,996,489.08	56,357,977.63
June 2005 . . . . .	58,720,941.99	82,116,351.28	255,666,754.39	55,565,153.19
July 2005 . . . . .	58,299,325.91	81,518,815.65	254,277,205.82	54,724,904.82
August 2005 . . . . .	57,862,377.48	80,899,915.70	252,828,422.40	53,838,342.09
September 2005 . . . . .	57,410,376.35	80,260,048.56	251,321,013.69	52,906,645.64
October 2005 . . . . .	56,943,614.02	79,599,627.86	249,755,619.38	51,931,065.43
November 2005 . . . . .	56,462,393.50	78,919,083.21	248,132,908.84	50,912,918.85
December 2005 . . . . .	55,967,029.03	78,218,859.76	246,453,580.66	49,853,588.65
January 2006 . . . . .	55,457,845.66	77,499,417.70	244,718,362.19	48,754,520.76
February 2006 . . . . .	54,935,178.91	76,761,231.71	242,928,008.98	47,617,222.02
March 2006 . . . . .	54,399,374.40	76,004,790.43	241,083,304.27	46,443,257.73
April 2006 . . . . .	53,850,787.41	75,230,595.89	239,185,058.43	45,234,249.10
May 2006 . . . . .	53,289,782.51	74,441,504.68	237,234,108.35	43,991,870.60
June 2006 . . . . .	52,729,644.09	73,658,823.68	235,231,316.86	42,717,847.14
July 2006 . . . . .	52,174,054.42	72,882,497.19	233,177,572.08	41,413,951.25
August 2006 . . . . .	51,622,973.95	72,112,469.97	231,073,786.76	40,082,000.06
September 2006 . . . . .	51,076,363.44	71,348,687.22	228,920,897.61	38,723,852.26
October 2006 . . . . .	50,534,183.99	70,591,094.59	226,779,184.42	37,391,095.24
November 2006 . . . . .	49,996,397.01	69,839,638.15	224,648,589.69	36,083,416.05
December 2006 . . . . .	49,462,964.22	69,094,264.45	222,529,056.21	34,800,505.16
January 2007 . . . . .	48,933,847.65	68,354,920.44	220,420,527.07	33,542,056.40
February 2007 . . . . .	48,409,009.66	67,621,553.51	218,322,945.64	32,307,766.96
March 2007 . . . . .	47,888,412.87	66,894,111.49	216,236,255.59	31,097,337.31
April 2007 . . . . .	47,372,020.26	66,172,542.61	214,160,400.89	29,910,471.19
May 2007 . . . . .	46,859,795.06	65,456,795.55	212,095,325.78	28,746,875.58
June 2007 . . . . .	46,351,700.83	64,746,819.37	210,040,974.79	27,606,260.68
July 2007 . . . . .	45,847,701.41	64,042,563.58	207,997,292.75	26,488,339.83
August 2007 . . . . .	45,347,760.95	63,343,978.08	205,964,224.76	25,392,829.52
September 2007 . . . . .	44,851,843.88	62,651,013.17	203,941,716.20	24,319,449.35
October 2007 . . . . .	44,359,914.91	61,963,619.57	201,929,712.74	23,267,921.98
November 2007 . . . . .	43,871,939.04	61,281,748.39	199,928,160.33	22,237,973.10
December 2007 . . . . .	43,387,881.57	60,605,351.13	197,937,005.19	21,229,331.42
January 2008 . . . . .	42,907,708.06	59,934,379.70	195,956,193.82	20,241,728.63
February 2008 . . . . .	42,431,384.37	59,268,786.39	193,985,673.00	19,274,899.36

<b>Distribution Date</b>	<b>Classes AO and FA (in the aggregate)</b>	<b>Classes F and PO (in the aggregate)</b>	<b>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</b>	<b>Class W</b>
March 2008 . . . . .	\$41,958,876.61	\$58,608,523.86	\$192,025,389.78	\$18,328,581.15
April 2008 . . . . .	41,490,151.19	57,953,545.18	190,075,291.48	17,402,514.44
May 2008 . . . . .	41,025,174.77	57,303,803.80	188,135,325.69	16,496,442.50
June 2008 . . . . .	40,563,914.29	56,659,253.51	186,205,440.28	15,610,111.44
July 2008 . . . . .	40,106,336.97	56,019,848.51	184,285,583.37	14,743,270.18
August 2008 . . . . .	39,652,410.27	55,385,543.36	182,375,703.36	13,895,670.38
September 2008 . . . . .	39,202,101.93	54,756,292.97	180,475,748.92	13,067,066.44
October 2008 . . . . .	38,755,379.93	54,132,052.65	178,585,668.97	12,257,215.49
November 2008 . . . . .	38,312,212.55	53,512,778.04	176,705,412.70	11,465,877.33
December 2008 . . . . .	37,872,568.28	52,898,425.14	174,834,929.57	10,692,814.39
January 2009 . . . . .	37,436,415.88	52,288,950.33	172,974,169.28	9,937,791.77
February 2009 . . . . .	37,003,724.39	51,684,310.30	171,123,081.80	9,200,577.13
March 2009 . . . . .	36,574,463.05	51,084,462.13	169,281,617.36	8,480,940.73
April 2009 . . . . .	36,148,601.38	50,489,363.22	167,449,726.44	7,778,655.35
May 2009 . . . . .	35,726,109.14	49,898,971.33	165,627,359.78	7,093,496.30
June 2009 . . . . .	35,306,956.33	49,313,244.55	163,814,468.37	6,425,241.37
July 2009 . . . . .	34,891,113.20	48,732,141.30	162,011,003.46	5,773,670.83
August 2009 . . . . .	34,478,550.22	48,155,620.35	160,216,916.53	5,138,567.39
September 2009 . . . . .	34,069,238.12	47,583,640.79	158,432,159.33	4,519,716.16
October 2009 . . . . .	33,663,147.85	47,016,162.05	156,656,683.85	3,916,904.65
November 2009 . . . . .	33,260,250.60	46,453,143.87	154,890,442.33	3,329,922.73
December 2009 . . . . .	32,860,517.79	45,894,546.33	153,133,387.25	2,758,562.62
January 2010 . . . . .	32,463,921.07	45,340,329.82	151,385,471.34	2,202,618.84
February 2010 . . . . .	32,070,432.31	44,790,455.05	149,646,647.58	1,661,888.19
March 2010 . . . . .	31,680,023.62	44,244,883.05	147,916,869.17	1,136,169.78
April 2010 . . . . .	31,292,667.31	43,703,575.15	146,196,089.57	625,264.92
May 2010 . . . . .	30,908,335.95	43,166,493.00	144,484,262.47	128,977.16
June 2010 . . . . .	30,527,002.29	42,633,598.55	142,781,341.81	0.00
July 2010 . . . . .	30,148,639.33	42,104,854.07	141,087,281.75	0.00
August 2010 . . . . .	29,773,220.25	41,580,222.12	139,402,036.69	0.00
September 2010 . . . . .	29,400,718.49	41,059,665.55	137,725,561.28	0.00
October 2010 . . . . .	29,031,107.66	40,543,147.52	136,057,810.39	0.00
November 2010 . . . . .	28,664,361.60	40,030,631.49	134,398,739.12	0.00
December 2010 . . . . .	28,300,454.36	39,522,081.20	132,748,302.80	0.00
January 2011 . . . . .	27,939,360.21	39,017,460.67	131,106,457.00	0.00
February 2011 . . . . .	27,581,053.58	38,516,734.23	129,473,157.51	0.00
March 2011 . . . . .	27,225,509.16	38,019,866.48	127,848,360.36	0.00
April 2011 . . . . .	26,872,701.80	37,526,822.31	126,232,021.79	0.00
May 2011 . . . . .	26,522,606.57	37,037,566.88	124,624,098.27	0.00
June 2011 . . . . .	26,175,198.73	36,552,065.64	123,024,546.50	0.00
July 2011 . . . . .	25,830,453.75	36,070,284.30	121,433,323.39	0.00
August 2011 . . . . .	25,488,347.28	35,592,188.84	119,850,386.09	0.00
September 2011 . . . . .	25,148,855.17	35,117,745.54	118,275,691.95	0.00
October 2011 . . . . .	24,811,953.46	34,646,920.91	116,709,198.56	0.00
November 2011 . . . . .	24,477,618.38	34,179,681.76	115,150,863.71	0.00
December 2011 . . . . .	24,145,826.35	33,715,995.13	113,600,645.42	0.00
January 2012 . . . . .	23,816,553.98	33,255,828.35	112,058,501.92	0.00
February 2012 . . . . .	23,489,778.06	32,799,148.98	110,524,391.65	0.00
March 2012 . . . . .	23,165,475.56	32,345,924.87	108,998,273.28	0.00
April 2012 . . . . .	22,843,623.64	31,896,124.11	107,480,105.67	0.00

<b>Distribution Date</b>	<b>Classes AO and FA (in the aggregate)</b>	<b>Classes F and PO (in the aggregate)</b>	<b>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</b>	<b>Class W</b>
May 2012 . . . . .	\$22,524,199.64	\$31,449,715.02	\$105,969,847.91	\$ 0.00
June 2012 . . . . .	22,207,181.08	31,006,666.20	104,467,459.29	0.00
July 2012 . . . . .	21,892,545.65	30,566,946.48	102,972,899.32	0.00
August 2012 . . . . .	21,580,271.22	30,130,524.96	101,486,127.71	0.00
September 2012 . . . . .	21,270,335.84	29,697,370.96	100,007,104.37	0.00
October 2012 . . . . .	20,962,717.72	29,267,454.04	98,535,789.43	0.00
November 2012 . . . . .	20,657,395.26	28,840,744.01	97,072,143.23	0.00
December 2012 . . . . .	20,354,347.01	28,417,210.93	95,616,126.29	0.00
January 2013 . . . . .	20,053,551.70	27,996,825.07	94,167,699.35	0.00
February 2013 . . . . .	19,754,988.23	27,579,556.94	92,726,823.35	0.00
March 2013 . . . . .	19,458,635.66	27,165,377.29	91,293,982.18	0.00
April 2013 . . . . .	19,164,473.21	26,754,257.11	89,882,010.95	0.00
May 2013 . . . . .	18,872,480.28	26,346,167.58	88,490,615.19	0.00
June 2013 . . . . .	18,582,636.40	25,941,080.14	87,119,504.52	0.00
July 2013 . . . . .	18,294,921.30	25,538,966.44	85,768,392.57	0.00
August 2013 . . . . .	18,009,314.83	25,139,798.36	84,436,996.95	0.00
September 2013 . . . . .	17,725,797.03	24,743,547.98	83,125,039.18	0.00
October 2013 . . . . .	17,444,348.07	24,350,187.62	81,832,244.65	0.00
November 2013 . . . . .	17,164,948.30	23,959,689.81	80,558,342.53	0.00
December 2013 . . . . .	16,887,578.20	23,572,027.29	79,303,065.78	0.00
January 2014 . . . . .	16,612,218.40	23,187,173.01	78,066,151.03	0.00
February 2014 . . . . .	16,338,849.72	22,805,100.13	76,847,338.59	0.00
March 2014 . . . . .	16,067,453.08	22,425,782.03	75,646,372.36	0.00
April 2014 . . . . .	15,798,009.57	22,049,192.29	74,462,999.79	0.00
May 2014 . . . . .	15,530,500.44	21,675,304.68	73,296,971.84	0.00
June 2014 . . . . .	15,264,907.05	21,304,093.21	72,148,042.93	0.00
July 2014 . . . . .	15,001,210.95	20,935,532.06	71,015,970.88	0.00
August 2014 . . . . .	14,739,393.79	20,569,595.61	69,900,516.88	0.00
September 2014 . . . . .	14,479,437.39	20,206,258.45	68,801,445.44	0.00
October 2014 . . . . .	14,221,323.70	19,845,495.37	67,718,524.32	0.00
November 2014 . . . . .	13,965,034.81	19,487,281.35	66,651,524.53	0.00
December 2014 . . . . .	13,710,552.94	19,131,591.55	65,600,220.25	0.00
January 2015 . . . . .	13,457,860.47	18,778,401.33	64,564,388.80	0.00
February 2015 . . . . .	13,206,939.89	18,427,686.25	63,543,810.59	0.00
March 2015 . . . . .	12,957,773.83	18,079,422.05	62,538,269.09	0.00
April 2015 . . . . .	12,710,345.08	17,733,584.64	61,547,550.77	0.00
May 2015 . . . . .	12,464,636.52	17,390,150.15	60,571,445.08	0.00
June 2015 . . . . .	12,220,631.19	17,049,094.86	59,609,744.40	0.00
July 2015 . . . . .	11,978,312.26	16,710,395.25	58,662,243.99	0.00
August 2015 . . . . .	11,737,663.01	16,374,027.96	57,728,741.96	0.00
September 2015 . . . . .	11,498,666.85	16,039,969.85	56,809,039.22	0.00
October 2015 . . . . .	11,261,307.35	15,708,197.90	55,902,939.47	0.00
November 2015 . . . . .	11,025,568.15	15,378,689.31	55,010,249.13	0.00
December 2015 . . . . .	10,791,433.07	15,051,421.44	54,130,777.32	0.00
January 2016 . . . . .	10,558,886.01	14,726,371.80	53,264,335.82	0.00
February 2016 . . . . .	10,327,911.02	14,403,518.12	52,410,739.03	0.00
March 2016 . . . . .	10,098,492.25	14,082,838.24	51,569,803.92	0.00
April 2016 . . . . .	9,870,613.99	13,764,310.22	50,741,350.04	0.00
May 2016 . . . . .	9,644,260.64	13,447,912.25	49,925,199.43	0.00
June 2016 . . . . .	9,419,416.71	13,133,622.69	49,121,176.61	0.00

<b>Distribution Date</b>	<b>Classes AO and FA (in the aggregate)</b>	<b>Classes F and PO (in the aggregate)</b>	<b>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</b>	<b>Class W</b>
July 2016 . . . . .	\$ 9,196,066.84	\$12,821,420.09	\$ 48,329,108.57	\$ 0.00
August 2016 . . . . .	8,974,195.77	12,511,283.14	47,548,824.69	0.00
September 2016 . . . . .	8,753,788.38	12,203,190.68	46,780,156.73	0.00
October 2016 . . . . .	8,534,829.64	11,897,121.72	46,022,938.81	0.00
November 2016 . . . . .	8,317,304.64	11,593,055.45	45,277,007.36	0.00
December 2016 . . . . .	8,101,198.58	11,290,971.17	44,542,201.09	0.00
January 2017 . . . . .	7,886,496.78	10,990,848.38	43,818,360.95	0.00
February 2017 . . . . .	7,673,184.67	10,692,666.71	43,105,330.13	0.00
March 2017 . . . . .	7,461,247.77	10,396,405.94	42,402,954.00	0.00
April 2017 . . . . .	7,250,671.72	10,102,046.00	41,711,080.09	0.00
May 2017 . . . . .	7,041,442.27	9,809,566.98	41,029,558.06	0.00
June 2017 . . . . .	6,833,545.28	9,518,949.12	40,358,239.67	0.00
July 2017 . . . . .	6,626,966.69	9,230,172.80	39,696,978.75	0.00
August 2017 . . . . .	6,421,692.59	8,943,218.53	39,045,631.18	0.00
September 2017 . . . . .	6,217,709.12	8,658,067.00	38,404,054.84	0.00
October 2017 . . . . .	6,015,002.55	8,374,699.00	37,772,109.61	0.00
November 2017 . . . . .	5,813,559.26	8,093,095.50	37,149,657.33	0.00
December 2017 . . . . .	5,613,365.71	7,813,237.59	36,536,561.76	0.00
January 2018 . . . . .	5,414,408.48	7,535,106.49	35,932,688.58	0.00
February 2018 . . . . .	5,216,674.22	7,258,683.59	35,337,905.35	0.00
March 2018 . . . . .	5,020,149.70	6,983,950.38	34,752,081.47	0.00
April 2018 . . . . .	4,824,821.79	6,710,888.51	34,175,088.17	0.00
May 2018 . . . . .	4,630,677.44	6,439,479.76	33,606,798.50	0.00
June 2018 . . . . .	4,437,703.70	6,169,706.02	33,047,087.27	0.00
July 2018 . . . . .	4,245,887.72	5,901,549.35	32,495,831.06	0.00
August 2018 . . . . .	4,055,216.75	5,634,991.92	31,952,908.16	0.00
September 2018 . . . . .	3,865,678.10	5,370,016.01	31,418,198.58	0.00
October 2018 . . . . .	3,677,259.22	5,106,604.07	30,891,584.01	0.00
November 2018 . . . . .	3,489,947.60	4,844,738.65	30,372,947.79	0.00
December 2018 . . . . .	3,303,730.86	4,584,402.42	29,862,174.91	0.00
January 2019 . . . . .	3,118,596.69	4,325,578.19	29,359,151.97	0.00
February 2019 . . . . .	2,934,532.88	4,068,248.89	28,863,767.15	0.00
March 2019 . . . . .	2,751,527.29	3,812,397.57	28,375,910.20	0.00
April 2019 . . . . .	2,569,567.88	3,558,007.40	27,895,472.44	0.00
May 2019 . . . . .	2,388,642.69	3,305,061.68	27,422,346.69	0.00
June 2019 . . . . .	2,208,739.86	3,053,543.81	26,956,427.28	0.00
July 2019 . . . . .	2,029,847.58	2,803,437.33	26,497,610.04	0.00
August 2019 . . . . .	1,851,954.17	2,554,725.88	26,045,792.25	0.00
September 2019 . . . . .	1,675,048.00	2,307,393.22	25,600,872.63	0.00
October 2019 . . . . .	1,499,117.53	2,061,423.22	25,162,751.34	0.00
November 2019 . . . . .	1,324,151.31	1,816,799.89	24,731,329.93	0.00
December 2019 . . . . .	1,150,137.95	1,573,507.32	24,306,511.33	0.00
January 2020 . . . . .	977,066.16	1,331,529.73	23,888,199.86	0.00
February 2020 . . . . .	804,924.72	1,090,851.43	23,476,301.16	0.00
March 2020 . . . . .	633,702.49	851,456.87	23,070,722.21	0.00
April 2020 . . . . .	463,388.42	613,330.58	22,671,371.29	0.00
May 2020 . . . . .	293,971.51	376,457.22	22,278,157.99	0.00
June 2020 . . . . .	125,440.86	140,821.55	21,890,993.15	0.00
July 2020 . . . . .	0.00	0.00	21,509,788.89	0.00
August 2020 . . . . .	0.00	0.00	21,134,458.55	0.00

<b>Distribution Date</b>	<b>Classes AO and FA (in the aggregate)</b>	<b>Classes F and PO (in the aggregate)</b>	<b>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</b>	<b>Class W</b>
September 2020 . . . . .	\$ 0.00	\$ 0.00	\$ 20,764,916.70	\$ 0.00
October 2020 . . . . .	0.00	0.00	20,401,079.11	0.00
November 2020 . . . . .	0.00	0.00	20,042,862.74	0.00
December 2020 . . . . .	0.00	0.00	19,690,185.73	0.00
January 2021 . . . . .	0.00	0.00	19,342,967.35	0.00
February 2021 . . . . .	0.00	0.00	19,001,128.04	0.00
March 2021 . . . . .	0.00	0.00	18,664,589.34	0.00
April 2021 . . . . .	0.00	0.00	18,333,273.91	0.00
May 2021 . . . . .	0.00	0.00	18,007,105.50	0.00
June 2021 . . . . .	0.00	0.00	17,686,008.94	0.00
July 2021 . . . . .	0.00	0.00	17,369,910.11	0.00
August 2021 . . . . .	0.00	0.00	17,058,735.95	0.00
September 2021 . . . . .	0.00	0.00	16,752,414.43	0.00
October 2021 . . . . .	0.00	0.00	16,450,874.53	0.00
November 2021 . . . . .	0.00	0.00	16,154,046.25	0.00
December 2021 . . . . .	0.00	0.00	15,861,860.57	0.00
January 2022 . . . . .	0.00	0.00	15,574,249.45	0.00
February 2022 . . . . .	0.00	0.00	15,291,145.81	0.00
March 2022 . . . . .	0.00	0.00	15,012,483.53	0.00
April 2022 . . . . .	0.00	0.00	14,738,197.42	0.00
May 2022 . . . . .	0.00	0.00	14,468,223.21	0.00
June 2022 . . . . .	0.00	0.00	14,202,497.54	0.00
July 2022 . . . . .	0.00	0.00	13,940,957.96	0.00
August 2022 . . . . .	0.00	0.00	13,683,542.90	0.00
September 2022 . . . . .	0.00	0.00	13,430,191.65	0.00
October 2022 . . . . .	0.00	0.00	13,180,844.39	0.00
November 2022 . . . . .	0.00	0.00	12,935,442.12	0.00
December 2022 . . . . .	0.00	0.00	12,693,926.70	0.00
January 2023 . . . . .	0.00	0.00	12,456,240.80	0.00
February 2023 . . . . .	0.00	0.00	12,222,327.91	0.00
March 2023 . . . . .	0.00	0.00	11,992,132.33	0.00
April 2023 . . . . .	0.00	0.00	11,765,599.14	0.00
May 2023 . . . . .	0.00	0.00	11,542,674.21	0.00
June 2023 . . . . .	0.00	0.00	11,323,304.18	0.00
July 2023 . . . . .	0.00	0.00	11,107,436.44	0.00
August 2023 . . . . .	0.00	0.00	10,895,019.14	0.00
September 2023 . . . . .	0.00	0.00	10,686,001.16	0.00
October 2023 . . . . .	0.00	0.00	10,480,332.11	0.00
November 2023 . . . . .	0.00	0.00	10,277,962.32	0.00
December 2023 . . . . .	0.00	0.00	10,078,842.83	0.00
January 2024 . . . . .	0.00	0.00	9,882,925.38	0.00
February 2024 . . . . .	0.00	0.00	9,690,162.39	0.00
March 2024 . . . . .	0.00	0.00	9,500,506.96	0.00
April 2024 . . . . .	0.00	0.00	9,313,912.86	0.00
May 2024 . . . . .	0.00	0.00	9,130,334.52	0.00
June 2024 . . . . .	0.00	0.00	8,949,727.03	0.00
July 2024 . . . . .	0.00	0.00	8,772,046.11	0.00
August 2024 . . . . .	0.00	0.00	8,597,248.12	0.00
September 2024 . . . . .	0.00	0.00	8,425,290.03	0.00
October 2024 . . . . .	0.00	0.00	8,256,129.45	0.00

<b>Distribution Date</b>	<b>Classes AO and FA (in the aggregate)</b>	<b>Classes F and PO (in the aggregate)</b>	<b>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</b>	<b>Class W</b>
November 2024	\$ 0.00	\$ 0.00	\$ 8,089,724.57	\$ 0.00
December 2024	0.00	0.00	7,926,034.20	0.00
January 2025	0.00	0.00	7,765,017.72	0.00
February 2025	0.00	0.00	7,606,635.11	0.00
March 2025	0.00	0.00	7,450,846.91	0.00
April 2025	0.00	0.00	7,297,614.23	0.00
May 2025	0.00	0.00	7,146,898.74	0.00
June 2025	0.00	0.00	6,998,662.66	0.00
July 2025	0.00	0.00	6,852,868.75	0.00
August 2025	0.00	0.00	6,709,480.30	0.00
September 2025	0.00	0.00	6,568,461.13	0.00
October 2025	0.00	0.00	6,429,775.58	0.00
November 2025	0.00	0.00	6,293,388.51	0.00
December 2025	0.00	0.00	6,159,265.27	0.00
January 2026	0.00	0.00	6,027,371.71	0.00
February 2026	0.00	0.00	5,897,674.19	0.00
March 2026	0.00	0.00	5,770,139.53	0.00
April 2026	0.00	0.00	5,644,735.05	0.00
May 2026	0.00	0.00	5,521,428.52	0.00
June 2026	0.00	0.00	5,400,188.18	0.00
July 2026	0.00	0.00	5,280,982.74	0.00
August 2026	0.00	0.00	5,163,781.35	0.00
September 2026	0.00	0.00	5,048,553.60	0.00
October 2026	0.00	0.00	4,935,269.53	0.00
November 2026	0.00	0.00	4,823,899.61	0.00
December 2026	0.00	0.00	4,714,414.73	0.00
January 2027	0.00	0.00	4,606,786.21	0.00
February 2027	0.00	0.00	4,500,985.78	0.00
March 2027	0.00	0.00	4,396,985.57	0.00
April 2027	0.00	0.00	4,294,758.12	0.00
May 2027	0.00	0.00	4,194,276.38	0.00
June 2027	0.00	0.00	4,095,513.67	0.00
July 2027	0.00	0.00	3,998,443.71	0.00
August 2027	0.00	0.00	3,903,040.59	0.00
September 2027	0.00	0.00	3,809,278.79	0.00
October 2027	0.00	0.00	3,717,133.15	0.00
November 2027	0.00	0.00	3,626,578.87	0.00
December 2027	0.00	0.00	3,537,591.53	0.00
January 2028	0.00	0.00	3,450,147.04	0.00
February 2028	0.00	0.00	3,364,221.68	0.00
March 2028	0.00	0.00	3,279,792.06	0.00
April 2028	0.00	0.00	3,196,835.13	0.00
May 2028	0.00	0.00	3,115,328.19	0.00
June 2028	0.00	0.00	3,035,248.86	0.00
July 2028	0.00	0.00	2,956,575.09	0.00
August 2028	0.00	0.00	2,879,285.14	0.00
September 2028	0.00	0.00	2,803,357.61	0.00
October 2028	0.00	0.00	2,728,771.38	0.00
November 2028	0.00	0.00	2,655,505.67	0.00
December 2028	0.00	0.00	2,583,539.98	0.00



<b>Distribution Date</b>	<b>Classes AO and FA (in the aggregate)</b>	<b>Classes F and PO (in the aggregate)</b>	<b>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</b>	<b>Class W</b>
January 2029 .....	\$ 0.00	\$ 0.00	\$ 2,512,854.12	\$ 0.00
February 2029.....	0.00	0.00	2,443,428.19	0.00
March 2029 .....	0.00	0.00	2,375,242.58	0.00
April 2029 .....	0.00	0.00	2,308,277.97	0.00
May 2029 .....	0.00	0.00	2,242,515.33	0.00
June 2029 .....	0.00	0.00	2,177,935.90	0.00
July 2029 .....	0.00	0.00	2,114,521.19	0.00
August 2029 .....	0.00	0.00	2,052,252.99	0.00
September 2029 .....	0.00	0.00	1,991,113.35	0.00
October 2029 .....	0.00	0.00	1,931,084.58	0.00
November 2029 .....	0.00	0.00	1,872,149.27	0.00
December 2029 .....	0.00	0.00	1,814,290.24	0.00
January 2030 .....	0.00	0.00	1,757,490.58	0.00
February 2030.....	0.00	0.00	1,701,733.62	0.00
March 2030 .....	0.00	0.00	1,647,002.94	0.00
April 2030 .....	0.00	0.00	1,593,282.35	0.00
May 2030 .....	0.00	0.00	1,540,555.91	0.00
June 2030 .....	0.00	0.00	1,488,807.92	0.00
July 2030 .....	0.00	0.00	1,438,022.89	0.00
August 2030 .....	0.00	0.00	1,388,185.58	0.00
September 2030 .....	0.00	0.00	1,339,280.96	0.00
October 2030 .....	0.00	0.00	1,291,294.23	0.00
November 2030 .....	0.00	0.00	1,244,210.81	0.00
December 2030 .....	0.00	0.00	1,198,016.33	0.00
January 2031 .....	0.00	0.00	1,152,696.63	0.00
February 2031.....	0.00	0.00	1,108,237.76	0.00
March 2031 .....	0.00	0.00	1,064,625.99	0.00
April 2031 .....	0.00	0.00	1,021,847.77	0.00
May 2031 .....	0.00	0.00	979,889.77	0.00
June 2031 .....	0.00	0.00	938,738.86	0.00
July 2031 .....	0.00	0.00	898,382.08	0.00
August 2031 .....	0.00	0.00	858,806.69	0.00
September 2031 .....	0.00	0.00	820,000.12	0.00
October 2031 .....	0.00	0.00	781,950.00	0.00
November 2031 .....	0.00	0.00	744,644.13	0.00
December 2031 .....	0.00	0.00	708,070.51	0.00
January 2032 .....	0.00	0.00	672,217.30	0.00
February 2032.....	0.00	0.00	637,072.84	0.00
March 2032 .....	0.00	0.00	602,625.66	0.00
April 2032 .....	0.00	0.00	568,864.44	0.00
May 2032 .....	0.00	0.00	535,778.04	0.00
June 2032 .....	0.00	0.00	503,355.49	0.00
July 2032 .....	0.00	0.00	471,585.97	0.00
August 2032 .....	0.00	0.00	440,458.84	0.00
September 2032 .....	0.00	0.00	409,963.60	0.00
October 2032 .....	0.00	0.00	380,089.92	0.00
November 2032 .....	0.00	0.00	350,827.62	0.00
December 2032 .....	0.00	0.00	322,166.67	0.00
January 2033 .....	0.00	0.00	294,097.20	0.00
February 2033.....	0.00	0.00	266,609.48	0.00



<b>Distribution Date</b>	<b><u>Classes AO and FA (in the aggregate)</u></b>	<b><u>Classes F and PO (in the aggregate)</u></b>	<b><u>Classes NO, PW, QC, QD, QH and QO (in the aggregate)</u></b>	<b><u>Class W</u></b>
March 2033 .....	\$ 0.00	\$ 0.00	\$ 239,693.93	\$ 0.00
April 2033 .....	0.00	0.00	213,341.11	0.00
May 2033 .....	0.00	0.00	187,541.72	0.00
June 2033 .....	0.00	0.00	162,286.61	0.00
July 2033 .....	0.00	0.00	137,566.76	0.00
August 2033 .....	0.00	0.00	113,373.29	0.00
September 2033 .....	0.00	0.00	89,697.45	0.00
October 2033 .....	0.00	0.00	66,530.62	0.00
November 2033 .....	0.00	0.00	43,864.32	0.00
December 2033 .....	0.00	0.00	21,690.19	0.00
January 2034 and thereafter .....	0.00	0.00	0.00	0.00

**Exhibit A**

**Underlying Certificates**

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal 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
5	Ginnie Mae 2003-007	AH	1/30/2003	38373YY65	8.5%	FIX	January 2033	SCH/AD	\$14,779,875	0.39558162	\$ 5,846,646	100.0000000000%	6.000%	337	18	I	
7	Ginnie Mae 2003-028	JH	4/30/2003	38373QCV1	7.5%	FIX	March 2033	NSJ/PAC II	\$83,013,333	0.42166454	\$10,431,982	29.8024463131%	6.256%	341	15	II	

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

(2) Underlying Certificate Factors are as of June 2004.

**Cover Pages, Terms Sheets and Schedule I, if applicable,  
from Underlying Certificate Disclosure Documents**

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

**\$1,021,572,189**

**Government National Mortgage Association  
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2003-007**



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

**See “Risk Factors” beginning on page S-9 which highlights some of these risks.**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 30, 2003.

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 Warburg**

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

The date of this Offering Circular Supplement is January 23, 2003.

### Ginnie Mae REMIC Trust 2003-007

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 .....	\$ 88,679,248	5.00%	SCH/AD	FIX	January 2033	38373YY57
AH .....	14,779,875	8.50	SCH/AD	FIX	January 2033	38373YY65
EI(1) .....	137,095,251	5.50	NTL(PAC)	FIX/IO	November 2031	38373YY73
EO(1) .....	137,095,251	0.00	PAC	PO	November 2031	38373YY81
IP .....	31,727,272	5.50	NTL(PAC)	FIX/IO	October 2025	38373YY99
OV(1) .....	172,943,058	5.50	PAC	FIX	January 2028	38373YZ23
PD(1) .....	41,995,328	5.50	PAC	FIX	December 2028	38373YZ31
PF(1) .....	39,940,306	(5)	PAC	FLT	January 2033	38373YZ49
PW .....	98,000,000	3.75	PAC	FIX	October 2025	38373YZ56
PX(1) .....	37,764,443	5.50	PAC	FIX	January 2028	38373YZ64
PY .....	2,000,000	4.00	PAC	FIX	October 2025	38373YZ72
QO(1) .....	25,416,558	0.00	PAC	PO	January 2033	38373YZ80
QS(1) .....	25,416,558	(5)	NTL(PAC)	INV/IO	January 2033	38373YZ98
Z .....	120,000,000	5.50	SUP	FIX/Z	January 2033	38373Y2A1
<b>Security Group 2</b>						
FA(1) .....	33,783,783	(5)	STP	FLT	January 2033	38373Y2B9
FP(1) .....	23,606,362	(5)	PAC	FLT	November 2032	38373Y2C7
JA .....	25,687,839	5.50	TAC/AD	FIX	January 2033	38373Y2D5
SA(1) .....	33,783,783	(5)	NTL(STP)	INV/IO	January 2033	38373Y2E3
SP(1) .....	23,606,362	(5)	NTL(PAC)	INV/IO	November 2032	38373Y2F0
TA .....	59,015,906	4.50	PAC	FIX	November 2032	38373Y2G8
TJ .....	1,825,029	5.50	PAC	FIX	January 2033	38373Y2H6
ZB .....	25,000,000	5.50	SUP	FIX/Z	January 2033	38373Y2J2
<b>Security Group 3</b>						
PZ(1) .....	8,337,376	6.00	SC/SEQ	FIX/Z	August 2032	38373Y2K9
VP(1) .....	7,577,148	6.00	SC/SEQ/AD	FIX	November 2013	38373Y2L7
VT(1) .....	11,466,068	6.00	SC/SEQ/AD	FIX	December 2022	38373Y2M5
<b>Security Group 4</b>						
FB .....	31,194,521	(5)	PT	FLT	January 2033	38373Y2N3
SB .....	31,194,521	(5)	NTL(PT)	INV/IO	January 2033	38373Y2P8
<b>Security Group 5</b>						
FC .....	15,464,090	(5)	PT	FLT	January 2033	38373Y2Q6
SC .....	15,464,090	(5)	NTL(PT)	INV/IO	January 2033	38373Y2R4
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	January 2033	38373Y2S2

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

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

(3) As defined under “Class Types” in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.

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

(5) See “Terms Sheet — Interest Rates” in this Supplement.

## TERMS SHEET

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

**Sponsor:** UBS Warburg LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** January 30, 2003

**Distribution Dates:** For Group 1, Group 2, Group 4 and Group 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in February 2003. For Group 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in February 2003.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae I	5.5%	30
2	Ginnie Mae I	6.0	30
3	Underlying Certificates	(1)	(1)
4	Ginnie Mae I	9.0	30
5	Ginnie Mae I	8.5	30

<sup>(1)</sup> 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 5 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>Mortgage Rate</u>
<b>Group 1 Trust Assets</b> \$778,614,067	358	1	6.0%
<b>Group 2 Trust Assets</b> \$168,918,919	356	3	6.5%
<b>Group 4 Trust Assets</b> \$ 31,194,521	206	142	9.5%
<b>Group 5 Trust Assets</b> \$ 15,464,090	232	113	9.0%

<sup>1</sup> As of January 1, 2003.

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

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

**Issuance of Securities:** The 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>
FA	LIBOR + 0.45%	1.83%	0.45%	8.000000%	0	0.00%
FB	LIBOR + 0.20%	1.58%	0.20%	9.000000%	0	0.00%
FC	LIBOR + 0.25%	1.63%	0.25%	8.500000%	0	0.00%
FP	LIBOR + 0.35%	1.73%	0.35%	8.000000%	0	0.00%
PF	LIBOR + 0.90%	2.28%	0.90%	9.000000%	0	0.00%
PS	12.728572% – (LIBOR × 1.571429)	10.56%	0.00%	12.728572%	0	8.10%
QS	12.728572% – (LIBOR × 1.571429)	10.56%	0.00%	12.728572%	0	8.10%
SA	7.55% – LIBOR	6.17%	0.00%	7.550000%	0	7.55%
SB	8.80% – LIBOR	7.42%	0.00%	8.800000%	0	8.80%
SC	8.25% – LIBOR	6.87%	0.00%	8.250000%	0	8.25%
SP	7.65% – LIBOR	6.27%	0.00%	7.650000%	0	7.65%

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

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

#### SECURITY GROUP 1

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

- The Z Accrual Amount in the following order of priority:
  1. Concurrently, to A and AH, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To Z, until retired
- The Group 1 Adjusted 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. 55.6610501656% to OV, until retired
      - ii. 44.3389498344% in the following order of priority:
        - (a) Concurrently, to PW and PY, pro rata, until retired
        - (b) To PX, until retired
    - b. Sequentially, to PD and EO, in that order, until retired
    - c. Concurrently, to PF and QO, pro rata, until retired

2. Concurrently, to A and AH, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

3. To Z, until retired

4. Concurrently, to A and AH, pro rata, without regard to their Aggregate Scheduled Principal Balances, until retired

5. To the PAC Classes, in the manner and order of priority described in Step 1, 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 ZB Accrual Amount will be allocated as follows:

- The ZB Accrual Amount in the following order of priority:
  1. To JA, until reduced to its Scheduled Principal Balance for that Distribution Date
  2. To ZB, until retired
- The Group 2 Adjusted Principal Distribution Amount will be allocated concurrently as follows:
  1. 19.9999995264% to FA, until retired
  2. 80.0000004736% in the following order of priority:
    - a. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
      - (i) Concurrently, to FP and TA, pro rata, until retired
      - (ii) To TJ, until retired
    - b. To JA, until reduced to its Scheduled Principal Balance for that Distribution Date
    - c. To ZB, until retired
    - d. To JA, without regard to its Scheduled Principal Balances, until retired
    - e. To the PAC Classes, in the manner and order of priority described in Step 2.a., but without regard to their Aggregate Scheduled Principal Balances, until retired

### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount and PZ Accrual Amount will be allocated, sequentially, to VP, VT and PZ, in that order, until retired

### **SECURITY GROUP 4**

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

**SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated to FC, 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 Rates:

<u>Class</u>	<u>Structuring Ranges or Rates</u>
EO, OV, PD, PF, PW, PX, PY and QO (in the aggregate) . . . .	100% PSA through 250% PSA
FP, TA and TJ (in the aggregate) . . . . .	125% PSA through 350% PSA
JA . . . . .	150% PSA
A and AH (in the aggregate) . . . . .	127% 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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
EI . . . . .	\$137,095,251	100% of EO (PAC Class)
IH . . . . .	\$ 12,463,204	9.0909090909% of EO (PAC Class)
IJ . . . . .	\$ 6,866,262	18.1818181818% of PX (PAC Class)
IL . . . . .	\$ 1,911,011	16.6666666667% of VT (SC/SEQ/AD Class)
IM . . . . .	\$ 1,262,858	16.6666666667% of VP (SC/SEQ/AD Class)
IN . . . . .	\$ 62,888,384	36.3636363636% of OV (PAC Class)
IP . . . . .	\$ 31,181,818	31.8181818182% of PW (PAC Class)
	<u>545,454</u>	27.2727272727% of PY (PAC Class)
	<u>\$ 31,727,272</u>	
IT . . . . .	\$ 7,635,514	18.1818181818% of PD (PAC Class)
QS . . . . .	\$ 25,416,558	100% of QO (PAC Class)
SA . . . . .	\$ 33,783,783	100% of FA (STP Class)
SB . . . . .	\$ 31,194,521	100% of FB (PT Class)
SC . . . . .	\$ 15,464,090	100% of FC (PT Class)
SP . . . . .	\$ 23,606,362	100% of FP (PAC Class)

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

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

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



\$1,020,000,000

# Government National Mortgage Association

## GINNIE MAE<sup>®</sup>

Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2003-028

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

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

### The Securities

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

### The Ginnie Mae Guaranty

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

### The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be April 30, 2003.

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.

**Citigroup**

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

The date of this Offering Circular Supplement is April 23, 2003.

### Ginnie Mae REMIC Trust 2003-028

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>Group 1</b>						
EL(1) .....	\$ 21,037,000	0.00%	PAC I	PO	April 2033	38373QAA9
JV(1) .....	113,200,000	5.50	NSJ/PAC II	FIX	March 2033	38373QAB7
LA(1) .....	44,000,000	4.00	PAC I	FIX	January 2022	38373QAC5
LB(1) .....	210,000,000	4.75	PAC I	FIX	July 2030	38373QAD3
LC(1) .....	54,600,000	4.75	PAC I	FIX	February 2032	38373QAE1
LD(1) .....	65,000,000	4.50	PAC I	FIX	February 2023	38373QAF8
LG(1) .....	127,100,000	5.25	PAC I	FIX	March 2031	38373QAG6
LH(1) .....	38,800,000	5.50	PAC I	FIX	April 2032	38373QAH4
LI .....	81,131,818	5.50	NTL (PAC I)	FIX/IO	February 2032	38373QAJ0
LJ(1) .....	21,037,000	5.50	NTL (PAC I)	FIX/IO	April 2033	38373QAK7
LK(1) .....	18,200,000	5.50	PAC I	FIX	October 2032	38373QAL5
LN(1) .....	85,000,000	4.50	PAC I	FIX	December 2026	38373QAM3
LV(1) .....	10,000,000	5.50	AD/PAC I	FIX	November 2012	38373QAN1
LW .....	21,900,000	5.50	PAC I/AD	FIX	June 2024	38373QAP6
LZ .....	14,600,000	5.50	PAC I	FIX/Z	April 2033	38373QAQ4
ZA .....	77,300,000	5.50	NSJ/SUP	FIX/Z	April 2033	38373QAR2
ZB .....	81,168,000	5.50	NSJ/SUP	FIX/Z	April 2033	38373QAS0
ZJ .....	18,095,000	5.50	NSJ/PAC II	FIX/Z	April 2033	38373QAT8
<b>Group 2</b>						
TA .....	4,500,000	5.50	SEQ	FIX	January 2017	38373QAU5
TB .....	4,500,000	5.50	SEQ	FIX	November 2023	38373QAV3
TC .....	4,000,000	5.50	SEQ	FIX	January 2028	38373QAW1
TD .....	2,000,000	5.50	SEQ	FIX	October 2029	38373QAX9
TE .....	2,000,000	5.50	SEQ	FIX	April 2031	38373QAY7
TG .....	1,500,000	5.50	SEQ	FIX	May 2032	38373QAZ4
TH .....	1,500,000	5.50	SEQ	FIX	April 2033	38373QBA8
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	April 2033	38373QBB6

- (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.

**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:** Citigroup Global Markets Inc.

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

**Tax Administrator:** The Trustee

**Closing Date:** April 30, 2003

**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 May 2003.

**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 II	5.5	30

**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 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> \$1,000,000,000	357	2	6.30%
<b>Group 2 Trust Assets</b> \$ 20,000,000	358	1	6.25%

<sup>1</sup> As of April 1, 2003.

<sup>2</sup> Does not include 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 0.5% to 1.5% per annum above the related Certificate Rate.

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

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

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the

related Securities shown on Schedule I to this Supplement. See “*Description of the Securities — Modification and Exchange*” in this Supplement.

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

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

**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 LZ, ZA, ZB and ZJ Accrual Amounts will be allocated as follows:

- The LZ Accrual Amount, sequentially, to LV, LW and LZ, in that order, until retired
- The Group 1 Principal Distribution Amount and, *beginning in step 2.a.*, the ZA Accrual Amount, and, *beginning in step 2.b.*, the ZB Accrual 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, concurrently, as follows:
    - a. 49.9973952357%, sequentially, to LA, LB, LC, LV, LW and LZ, in that order, until retired
    - b. 50.0026047643%, sequentially, to LD, LN, LG, LH, LK and EL, in that order, until retired
  2. Concurrently:
    - a. 50.0063845280% in the following order of priority:
      - i. Up to the ZA Jump Percentage of the sum of the remaining Group 1 Principal Distribution Amount and the ZA Accrual Amount to ZA, until retired
      - ii. To Segment 1, until reduced to its Scheduled Principal Balance for that Distribution Date
      - iii. To ZA, until retired
      - iv. To Segment 1, without regard to its Scheduled Principal Balances, until retired
    - b. 49.9936154720% in the following order of priority:
      - i. Up to the ZB Jump Percentage of the sum of the remaining Group 1 Principal Distribution Amount and the ZB Accrual Amount to ZB, until retired
      - ii. To Segment 2, until reduced to its Scheduled Principal Balance for that Distribution Date
      - iii. To ZB, until retired



- iv. To Segment 2, without regard to its Scheduled Principal Balances, until retired
- 3. To the PAC I Classes, without regard to their Aggregate Scheduled Principal Balances, as follows:
  - a. 49.9973952357%, sequentially, to LA, LB, LC, LW, LV and LZ, in that order, until retired
  - b. 50.0026047643%, sequentially, to LD, LN, LG, LH, LK and EL, in that order, until retired
- On each Distribution Date, payments allocated to Segment 1 and Segment 2 and the ZJ Accrual Amount will be aggregated and distributed as follows:
  - 1. To JV, until reduced to its Scheduled Principal Balance for that Distribution Date
  - 2. To ZJ, until its balance has been reduced to \$8,000,000
  - 3. To JV, without regard to its Scheduled Principal Balance, until retired
  - 4. To ZJ, until retired
- For any Distribution Date, the “**ZA Jump Percentage**” means the percentage (not greater than 99%) derived by dividing (a) the excess, if any, of the 301% PSA Balance over the remaining Principal Balance of the Group 1 Trust Assets, after giving effect to their reduction on that Distribution Date by (b) the excess of the 301% PSA Balance over the 375% PSA Balance
- For any Distribution Date, the “**ZB Jump Percentage**” means the percentage (not greater than 99%) derived by dividing (a) the excess, if any, of the 301% PSA Balance over the remaining Principal Balance of the Group 1 Trust Assets, after giving effect to their reduction on that Distribution Date by (b) the excess of the 301% PSA Balance over the 434% PSA Balance

**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”) will be allocated, sequentially, to TA, TB, TC, TD, TE, TG and TH, in that order, until retired

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

<u>Classes</u>	<u>Structuring Ranges</u>
EL, LA, LB, LC, LD, LG, LH, LK, LN, LV, LW and LZ (in the aggregate) .....	125% PSA through 300% PSA
Segment 1 .....	194% PSA through 300% PSA
Segment 2 .....	190% PSA through 300% PSA
JV* .....	194% PSA through 300% PSA

\* No Effective Range.

**Jump Balances:** The 301% PSA, 375% PSA and 434% PSA Balances (the “Jump Balances”) are included in Schedule III to this Supplement. The Jump Balances were calculated using the

Structuring Rates of 301% PSA, 375% PSA and 434% PSA and the assumed characteristics of the related Trust MBS to be delivered on the Closing Date. The actual characteristics of the related Trust MBS may vary from the characteristics assumed in preparing the Jump Balances included in Schedule III to this Supplement and, if so, the Sponsor may recalculate such balances. The Sponsor will make them available on Ginnie Mae's Multiclass e-Access located on Ginnie Mae's website ("e-Access") shortly after the Closing Date.

**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 Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
IA .....	\$ 8,000,000	18.1818181818% of LA (PAC I Class)
IC .....	\$ 40,909,090	27.2727272727% of LD and LN (PAC I Classes)
ID .....	\$ 17,727,272	27.2727272727% of LD (PAC I Class)
IE .....	\$228,518,181	86.3636363636% of LB and LC (PAC I Classes)
IG .....	\$ 28,886,363	22.7272727273% of LG (PAC I Class)
IH .....	\$ 7,054,545	18.1818181818% of LH (PAC I Class)
IJ .....	\$113,200,000	100% of JV (NSJ/PAC II Class)
IN .....	\$ 23,181,818	27.2727272727% of LN (PAC I Class)
IV .....	\$ 1,818,181	18.1818181818% of LV (AD/PAC I Class)
LI .....	\$ 12,000,000	27.2727272727% of LA (PAC I Class)
	28,636,364	13.6363636364% of LB (PAC I Class)
	7,445,454	13.6363636364% of LC (PAC I Class)
	11,818,182	18.1818181818% of LD (PAC I Class)
	5,777,273	4.5454545455% of LG (PAC I Class)
	15,454,545	18.1818181818% of LN (PAC I Class)
	<u>\$ 81,131,818</u>	
LJ .....	\$ 21,037,000	100% of EL (PAC I Class)

**Segments:** For purposes of calculating distributions of principal, certain Classes will be apportioned as Segments as follows:

<u>Segment</u>	<u>Principal Type</u>	<u>Original Principal Balance</u>	<u>Related Classes</u>
1	NSJ/PAC II	\$67,600,000	JV and ZJ
2	NSJ/PAC II	63,695,000	JV and ZJ

**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)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
EL	\$ 21,037,000	LM	\$ 21,037,000	PAC I	5.50%	FIX	38373QBC4	April 2033
LJ	21,037,000							
Combination 2								
EL	\$ 21,037,000	MK	\$ 39,237,000	PAC I	5.50%	FIX	38373QBD2	April 2033
LJ	21,037,000							
LK	18,200,000							
Combination 3(5)								
LA	\$ 44,000,000	GH	\$ 44,000,000	PAC I	3.00%	FIX	38373QBE0	January 2022
		GJ	44,000,000	PAC I	3.50	FIX	38373QBF7	January 2022
		IA	8,000,000	NTL (PAC I)	5.50	FIX/IO	38373QBG5	January 2022
Combination 4(5)								
LV	\$ 10,000,000	GK	\$ 10,000,000	AD/PAC I	4.50%	FIX	38373QBH3	November 2012
		GL	10,000,000	AD/PAC I	5.00	FIX	38373QBJ9	November 2012
		IV	1,818,181	NTL (AD/PAC I)	5.50	FIX/IO	38373QBK6	November 2012
Combination 5(5)								
LD	\$ 65,000,000	GM	\$ 65,000,000	PAC I	3.00%	FIX	38373QBL4	February 2023
		ID	17,727,272	NTL (PAC I)	5.50	FIX/IO	38373QBM2	February 2023
		LT	65,000,000	PAC I	3.50	FIX	38373QBN0	February 2023
		LU	65,000,000	PAC I	4.00	FIX	38373QBP5	February 2023
Combination 6(5)								
LN	\$ 85,000,000	GW	\$ 85,000,000	PAC I	3.00%	FIX	38373QBQ3	December 2026
		IN	23,181,818	NTL (PAC I)	5.50	FIX/IO	38373QBR1	December 2026
		LX	85,000,000	PAC I	3.50	FIX	38373QBS9	December 2026
		LY	85,000,000	PAC I	4.00	FIX	38373QBT7	December 2026

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Principal Balance	Notional Balance		Principal Balance	Notional Balance					
Combination 7(5)										
LG	\$127,100,000		GA	\$127,100,000		PAC I	5.00%	FIX	38373QBU4	March 2031
			GB	127,100,000		PAC I	4.00	FIX	38373QB2	March 2031
			GC	127,100,000		PAC I	4.50	FIX	38373QB0	March 2031
			IG	28,886,363		NTL (PAC I)	5.50	FIX/IO	38373QB8	March 2031
Combination 8(5)										
LH	\$ 38,800,000		GD	\$ 38,800,000		PAC I	4.50%	FIX	38373QBY6	April 2032
			GE	38,800,000		PAC I	5.00	FIX	38373QB3	April 2032
			IH	7,054,545		NTL (PAC I)	5.50	FIX/IO	38373QA7	April 2032
Combination 9										
LD	\$ 65,000,000		DA	\$150,000,000		PAC I	4.50%	FIX	38373QCB5	December 2026
LN	85,000,000									
Combination 10(5)										
DA(6)	\$150,000,000		DC	\$150,000,000		PAC I	3.00%	FIX	38373QCC3	December 2026
			DE	150,000,000		PAC I	3.50	FIX	38373QCD1	December 2026
			DG	150,000,000		PAC I	4.00	FIX	38373QCE9	December 2026
			IC	40,909,090		NTL (PAC I)	5.50	FIX/IO	38373QCF6	December 2026
Combination 11										
LB	\$210,000,000		LE	\$264,600,000		PAC I	4.75%	FIX	38373QCG4	February 2032
LC	54,600,000									
Combination 12(5)										
LE(6)	\$264,600,000		GN	\$264,600,000		PAC I	4.00%	FIX	38373QCH2	February 2032
			GP	264,600,000		PAC I	0.00	PO	38373QC18	February 2032
			GT	264,600,000		PAC I	4.50	FIX	38373QCK5	February 2032
			GU	251,370,000		PAC I	5.00	FIX	38373QCL3	February 2032
			IE	228,518,181		NTL (PAC I)	5.50	FIX/IO	38373QCM1	February 2032

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 13(5)								
JV	\$113,200,000	IJ	\$113,200,000	NTL (NSJ/PAC II)	5.50%	FIX/IO	38373QCN9	March 2033
		JA	113,200,000	NSJ/PAC II	4.00	FIX	38373QCP4	March 2033
		JB	113,200,000	NSJ/PAC II	4.25	FIX	38373QCQ2	March 2033
		JC	113,200,000	NSJ/PAC II	4.50	FIX	38373QCR0	March 2033
		JD	113,200,000	NSJ/PAC II	4.75	FIX	38373QCS8	March 2033
		JE	113,200,000	NSJ/PAC II	5.00	FIX	38373QCT6	March 2033
		JG	113,200,000	NSJ/PAC II	5.25	FIX	38373QCU3	March 2033
		JH	83,013,333	NSJ/PAC II	7.50	FIX	38373QCV1	March 2033
		JK	77,825,000	NSJ/PAC II	8.00	FIX	38373QCW9	March 2033
		JP	113,200,000	NSJ/PAC II	0.00	PO	38373QCX7	March 2033

(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) In the case of Combinations 3, 4, 5, 6, 7, 8, 10, 12 and 13 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

(6) MX Class.



**\$673,212,698**

**Government National  
Mortgage Association**

**GINNIE MAE®**

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***OFFERING CIRCULAR SUPPLEMENT***  
**June 23, 2004**

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**UBS Investment Bank  
Williams Capital Group, L.P.**