

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



**\$586,420,902**

# **Government National Mortgage Association**

# **GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2004-087**

**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 October 29, 2004.

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

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

**Citigroup**

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

The date of this Offering Circular Supplement is October 22, 2004.

### Ginnie Mae REMIC Trust 2004-087

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
<b>Security Group 1</b>						
EA(1) .....	\$ 15,638,978	0.000%	SC/PT	PO	June 2032	38374JLH7
FA .....	101,653,356	(5)	SC/PT	FLT	June 2032	38374JLJ3
UA(1) .....	101,653,356	(5)	NTL (SC/PT)	INV/IO	June 2032	38374JLK0
<b>Security Group 2</b>						
DB .....	36,447,000	5.000	SCH	FIX	October 2034	38374JLL8
DC(1) .....	8,526,000	5.500	SUP	FIX	November 2033	38374JLM6
DE(1) .....	3,822,000	5.500	SUP	FIX	February 2034	38374JLN4
DG(1) .....	10,002,000	5.500	SUP	FIX	October 2034	38374JLP9
ED(1) .....	2,235,000	0.000	SUP	PO	October 2034	38374JLQ7
EL(1) .....	15,741,000	0.000	PAC	PO	October 2034	38374JLR5
LA .....	50,000,000	3.625	PAC	FIX	December 2028	38374JLS3
LB .....	6,480,000	5.000	PAC	FIX	October 2029	38374JLT1
LD .....	29,897,000	5.000	PAC	FIX	October 2033	38374JLU8
LG .....	50,000,000	5.000	PAC	FIX	September 2031	38374JLV6
LI .....	13,750,000	5.000	NTL (PAC)	FIX/IO	December 2028	38374JLW4
LJ(1) .....	15,741,000	5.000	NTL (PAC)	FIX/IO	October 2034	38374JLX2
<b>Security Group 3</b>						
FB .....	24,977,530	(5)	SC/PT	FLT	March 2033	38374JLY0
SB .....	21,647,192	(5)	SC/PT	INV	March 2033	38374JLZ7
SI .....	249,775	(5)	NTL (SC/PT)	INV/IO	March 2033	38374JMA1
<b>Security Group 4</b>						
BA(1) .....	47,300,000	4.500	TAC/AD	FIX	February 2034	38374JMB9
BC .....	2,700,000	4.500	TAC/AD	FIX	October 2034	38374JMC7
FC .....	150,000,000	(5)	TAC/AD	FLT	October 2034	38374JMD5
SD .....	150,000,000	(5)	NTL (TAC/AD)	INV/IO	October 2034	38374JME3
ZC .....	9,230,769	6.000	SUP	FIX/Z	October 2034	38374JMF0
ZD .....	123,077	6.000	TAC/AD	FIX/Z	October 2034	38374JMG8
<b>Residual</b>						
RR .....	0	0.000	NPR	NPR	October 2034	38374JMH6

- (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 1 and Group 3 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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## 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:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** October 29, 2004

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

### Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Underlying Certificates	(1)	(1)
2	Ginnie Mae II	5.0%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	6.0	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 2 and 4 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 2 Trust Assets</b>			
\$213,150,000	340	15	5.69%
<b>Group 4 Trust Assets</b>			
\$209,353,846	348	9	6.38%

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

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

<sup>3</sup> The Mortgage Loans underlying the Group 2 and 4 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, 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 + 0.20%	2.0400000%	0.2%	7.50000000%	0	0.00%
FB ...	LIBOR + 0.30%	2.1500000%	0.3%	7.00000000%	0	0.00%
FC ...	LIBOR + 0.40%	2.2500000%	0.4%	6.50000000%	0	0.00%
SA ...	47.45% - (LIBOR × 6.50)	35.4900000%	0.0%	47.45000000%	0	7.30%
SB ...	7.67307692% - (LIBOR × 1.15384616)	5.5384615%	0.0%	7.67307692%	0	6.65%
SD ...	6.10% - LIBOR	4.2500000%	0.0%	6.10000000%	0	6.10%
SI ...	670.00% - (LIBOR × 100.00)	5.0000000%	0.0%	5.00000000%	0	6.70%
UA ..	7.30% - LIBOR	5.4600000%	0.0%	7.30000000%	0	7.30%
UB ..	10.95% - (LIBOR × 1.50)	8.1900000%	0.0%	10.95000000%	0	7.30%
UC ..	14.60% - (LIBOR × 2.00)	10.9200000%	0.0%	14.60000000%	0	7.30%
UD ..	21.90% - (LIBOR × 3.00)	16.3800000%	0.0%	21.90000000%	0	7.30%
UE ..	29.20% - (LIBOR × 4.00)	21.8400000%	0.0%	29.20000000%	0	7.30%

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

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

#### **SECURITY GROUP 1**

The Group 1 Principal Distribution Amount will be allocated, concurrently, to EA and FA, pro rata, 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”) will be allocated as follows:

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
  - a. Concurrently, until LB has been retired:
    - i. 68.0272108847%, sequentially, to LA and LB, in that order, until retired
    - ii. 31.9727891153% to LG
  - b. Sequentially, to LG, LD and EL, in that order, until retired
2. To DB, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently:
  - a. 9.0909090909% to ED, until retired
  - b. 90.9090909091%, sequentially, to DC, DE and DG, in that order, until retired
4. To DB, without regard to its Scheduled Principal Balances, until retired

5. To the PAC Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balances, until retired

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, to FB and SB, pro rata, until retired

**SECURITY GROUP 4**

A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the “Group 4 Adjusted Principal Distribution Amount”) and the ZC and ZD Accrual Amounts will be allocated as follows:

- The ZD Accrual Amount in the following order of priority:
  1. Concurrently:
    - a. 75% to FC, until retired
    - b. 25%, sequentially, to BA and BC, in that order, until retired
  2. To ZD, until retired
- The Group 4 Adjusted Principal Distribution Amount and the ZC Accrual Amount in the following order of priority:
  1. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
    - a. Concurrently:
      - i. 75% to FC, until retired
      - ii. 25%, sequentially, to BA and BC, in that order, until retired
    - b. To ZD, until retired
  2. To ZC, until retired
  3. To the TAC Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balances, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
EL, LA, LB, LD and LG (in the aggregate) .....	100% PSA through 250% PSA
DB .....	215% PSA through 250% PSA
BA, BC, FC and ZD (in the aggregate) .....	350% PSA

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

Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal”.

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI .....	\$ 11,825,000	25% of BA (TAC/AD Class)
LI .....	\$ 13,750,000	27.5% of LA (PAC Class)
LJ .....	\$ 15,741,000	100% of EL (PAC Class)
SD .....	\$150,000,000	100% of FC (TAC/AD Class)
SI .....	\$ 249,775	1% of FB (SC/PT Class)
UA .....	\$101,653,356	100% of FA (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 1 and 3 securities.*** The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure documents, certain of the underlying certificates included in trust asset

group 1 are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates. Accordingly, such underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

In addition, the principal entitlement of certain of the underlying certificates included in trust asset groups 1 and 3 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 any applicable 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 documents.

***The securities may not be a suitable investment for you.*** The securities, especially the group 1 and group 3 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

ment in any class will enable you to realize a desired yield on that investment.

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

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

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

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

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

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

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

## THE TRUST ASSETS

### General

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

### The Trust MBS (Groups 2 and 4)

The Group 2 and 4 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 1 and 3)

The Group 1 and 3 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a 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 2 and 4 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 2 and 4 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 2 and 4 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 2 and 4 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 and 4 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date
Group 3 Floating Rate and Inverse Floating Rate Classes	From the 17th day of the month preceding the month of the related Distribution Date through the 16th day of the month of that Distribution Date

### *Fixed Rate Classes*

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

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

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

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

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

### *Accrual Classes*

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

### *Categories of Classes*

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

### *Notional Classes*

The Notional Classes will not receive principal distributions. For convenience in describing interest distributions, the Notional Classes will have the original Class Notional Balances shown on the inside cover page of this Supplement and on Schedule I to this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

### **Residual Securities**

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

### **Class Factors**

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the 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 to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.

- Investors may obtain current Class Factors on e-Access.

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

## **Termination**

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

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

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the inside cover page may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combination 8, 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 8, the Class BA 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, New York 10006, Attention: Trust Administrator Ginnie Mae 2004-087. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 509-1042.



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

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

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

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

### **General**

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

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

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

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

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

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

Investors in the Group 1 and 3 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the group 1 and 3 securities” in this Supplement.

**Accretion Directed Classes**

Classes BA, BC, FC and ZD are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Class SD is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class FC.

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

**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 Rate for the PAC, Scheduled and TAC Classes are as follows:

<b>PAC Classes</b>	<u><b>Initial Effective Range</b></u>
EL, LA, LB, LD and LG (in the aggregate) . . . . .	100% PSA through 250% PSA
<b>Scheduled Class</b>	<u><b>Initial Effective Range</b></u>
DB . . . . .	215% PSA through 307% PSA
<b>TAC Classes</b>	<u><b>Initial Effective Rate</b></u>
BA, BC, FC and ZD (in the aggregate) . . . . .	350% 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 Rate. If the initial Effective Ranges or Rate were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges or Rate could differ from those shown in

the above tables or an initial Effective Rate might not exist. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range or at the initial Effective Rate shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC, 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.

### **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 2 and Group 4 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 2 and 4 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 2 and 4 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

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

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

5. The Closing Date for the Securities is October 29, 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 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**

Security Group 1 PSA Prepayment Assumption Rates					
Classes EA, FA, SA, UA, UB, UC, UD and UE					
Distribution Date	0%	200%	426%	650%	900%
Initial Percent	100	100	100	100	100
October 2005	99	94	87	81	69
October 2006	98	88	76	55	31
October 2007	97	83	60	33	14
October 2008	96	77	44	20	6
October 2009	95	71	32	12	3
October 2010	94	64	23	7	1
October 2011	93	55	17	4	1
October 2012	91	47	12	2	0
October 2013	90	40	9	1	0
October 2014	88	34	6	1	0
October 2015	87	29	5	1	0
October 2016	85	24	3	0	0
October 2017	83	20	2	0	0
October 2018	81	17	2	0	0
October 2019	79	14	1	0	0
October 2020	76	12	1	0	0
October 2021	73	9	1	0	0
October 2022	69	8	0	0	0
October 2023	64	6	0	0	0
October 2024	60	5	0	0	0
October 2025	50	3	0	0	0
October 2026	41	2	0	0	0
October 2027	30	2	0	0	0
October 2028	23	1	0	0	0
October 2029	16	1	0	0	0
October 2030	8	0	0	0	0
October 2031	1	0	0	0	0
October 2032	0	0	0	0	0
October 2033	0	0	0	0	0
October 2034	0	0	0	0	0
Weighted Average Life (years)	19.2	8.6	4.3	2.7	1.7

Security Group 2 PSA Prepayment Assumption Rates																					
Distribution Date	Class DB					Class DC					Class DE					Class DG					
	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
October 2005	100	100	81	71	71	100	100	100	100	66	0	100	100	100	100	0	100	100	100	100	71
October 2006	100	100	59	38	15	100	100	100	30	0	100	100	100	100	0	100	100	100	100	0	
October 2007	100	100	42	13	0	100	100	100	6	0	100	100	100	100	0	100	100	100	100	0	
October 2008	100	100	28	0	0	100	100	100	0	0	100	100	100	20	0	100	100	100	100	0	
October 2009	100	100	18	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	55	0	
October 2010	100	100	10	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	22	0	
October 2011	100	100	5	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	5	0	
October 2012	100	100	2	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	
October 2013	100	98	0	0	0	100	100	98	0	0	100	100	100	0	0	100	100	100	0	0	
October 2014	100	94	0	0	0	100	100	84	0	0	100	100	100	0	0	100	100	100	0	0	
October 2015	100	88	0	0	0	100	100	68	0	0	100	100	100	0	0	100	100	100	0	0	
October 2016	100	81	0	0	0	100	100	50	0	0	100	100	100	0	0	100	100	100	0	0	
October 2017	100	72	0	0	0	100	100	32	0	0	100	100	100	0	0	100	100	100	0	0	
October 2018	100	63	0	0	0	100	100	13	0	0	100	100	100	0	0	100	100	100	0	0	
October 2019	100	53	0	0	0	100	100	0	0	0	100	100	88	0	0	100	100	100	0	0	
October 2020	100	43	0	0	0	100	100	0	0	0	100	100	49	0	0	100	100	100	0	0	
October 2021	100	33	0	0	0	100	100	0	0	0	100	100	11	0	0	100	100	100	0	0	
October 2022	100	23	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	90	0	0	
October 2023	100	13	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	77	0	0	
October 2024	100	3	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	65	0	0	
October 2025	100	0	0	0	0	100	73	0	0	0	100	100	0	0	0	100	100	54	0	0	
October 2026	100	0	0	0	0	100	37	0	0	0	100	100	0	0	0	100	100	44	0	0	
October 2027	100	0	0	0	0	100	1	0	0	0	100	100	0	0	0	100	100	35	0	0	
October 2028	100	0	0	0	0	100	0	0	0	0	100	28	0	0	0	100	100	27	0	0	
October 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	83	19	0	0	
October 2030	87	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	57	13	0	0	
October 2031	52	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	32	7	0	0	
October 2032	15	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	8	2	0	0	
October 2033	0	0	0	0	0	4	0	0	0	0	100	0	0	0	0	100	0	0	0	0	
October 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)	27.1	15.2	3.0	1.7	1.4	28.7	21.7	12.0	1.5	0.3	29.2	23.7	16.0	3.8	0.7	29.7	26.3	21.9	5.3	1.1	

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes DH and ED					Classes EL, LE and LJ					Classes LA and LI				
	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	100	100	100	87	32	100	100	100	100	100	97	83	83	83	83
October 2006	100	100	100	73	0	100	100	100	100	100	93	63	63	63	63
October 2007	100	100	100	64	0	100	100	100	100	100	90	44	44	44	26
October 2008	100	100	100	48	0	100	100	100	100	100	86	26	26	26	0
October 2009	100	100	100	25	0	100	100	100	100	100	81	9	9	9	0
October 2010	100	100	100	10	0	100	100	100	100	100	77	0	0	0	0
October 2011	100	100	100	2	0	100	100	100	100	100	72	0	0	0	0
October 2012	100	100	100	0	0	100	100	100	100	100	67	0	0	0	0
October 2013	100	100	99	0	0	100	100	100	100	100	62	0	0	0	0
October 2014	100	100	94	0	0	100	100	100	100	77	56	0	0	0	0
October 2015	100	100	88	0	0	100	100	100	100	57	50	0	0	0	0
October 2016	100	100	81	0	0	100	100	100	100	41	43	0	0	0	0
October 2017	100	100	74	0	0	100	100	100	100	30	36	0	0	0	0
October 2018	100	100	67	0	0	100	100	100	100	22	28	0	0	0	0
October 2019	100	100	60	0	0	100	83	83	83	16	20	0	0	0	0
October 2020	100	100	53	0	0	100	67	67	67	12	12	0	0	0	0
October 2021	100	100	47	0	0	100	53	53	53	8	3	0	0	0	0
October 2022	100	100	40	0	0	100	42	42	42	6	0	0	0	0	0
October 2023	100	100	35	0	0	100	33	33	33	4	0	0	0	0	0
October 2024	100	100	29	0	0	100	26	26	26	3	0	0	0	0	0
October 2025	100	90	24	0	0	100	20	20	20	2	0	0	0	0	0
October 2026	100	76	20	0	0	100	15	15	15	1	0	0	0	0	0
October 2027	100	62	16	0	0	100	11	11	11	1	0	0	0	0	0
October 2028	100	50	12	0	0	100	8	8	8	1	0	0	0	0	0
October 2029	100	37	9	0	0	50	5	5	5	0	0	0	0	0	0
October 2030	100	25	6	0	0	3	3	3	3	0	0	0	0	0	0
October 2031	100	14	3	0	0	2	2	2	2	0	0	0	0	0	0
October 2032	100	3	1	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	64	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.2	24.1	17.1	3.6	0.8	25.1	18.2	18.2	18.2	12.3	10.2	2.8	2.8	2.8	2.2

**PSA Prepayment Assumption Rates**

Distribution Date	Class LB					Class LD					Class LG				
	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%	0%	100%	175%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	100	100	100	100	100	100	100	100	100	100	98	92	92	92	92
October 2006	100	100	100	100	100	100	100	100	100	100	97	83	83	83	83
October 2007	100	100	100	100	100	100	100	100	100	100	95	74	74	74	65
October 2008	100	100	100	100	38	100	100	100	100	100	93	65	65	65	49
October 2009	100	100	100	100	0	100	100	100	100	100	91	57	57	57	17
October 2010	100	47	47	47	0	100	100	100	100	82	89	50	50	50	0
October 2011	100	0	0	0	0	100	100	100	100	47	87	34	34	34	0
October 2012	100	0	0	0	0	100	100	100	100	22	85	13	13	13	0
October 2013	100	0	0	0	0	100	92	92	92	2	82	0	0	0	0
October 2014	100	0	0	0	0	100	67	67	67	0	79	0	0	0	0
October 2015	100	0	0	0	0	100	46	46	46	0	76	0	0	0	0
October 2016	100	0	0	0	0	100	28	28	28	0	73	0	0	0	0
October 2017	100	0	0	0	0	100	13	13	13	0	70	0	0	0	0
October 2018	100	0	0	0	0	100	1	1	1	0	66	0	0	0	0
October 2019	100	0	0	0	0	100	0	0	0	0	63	0	0	0	0
October 2020	100	0	0	0	0	100	0	0	0	0	59	0	0	0	0
October 2021	100	0	0	0	0	100	0	0	0	0	54	0	0	0	0
October 2022	46	0	0	0	0	100	0	0	0	0	50	0	0	0	0
October 2023	0	0	0	0	0	100	0	0	0	0	40	0	0	0	0
October 2024	0	0	0	0	0	100	0	0	0	0	24	0	0	0	0
October 2025	0	0	0	0	0	100	0	0	0	0	7	0	0	0	0
October 2026	0	0	0	0	0	80	0	0	0	0	0	0	0	0	0
October 2027	0	0	0	0	0	47	0	0	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	11	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.0	6.0	6.0	6.0	4.0	22.9	11.0	11.0	11.0	7.1	15.3	5.2	5.2	5.2	3.6

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FB, SB and SI				
	0%	100%	190%	300%	400%
Initial Percent	100	100	100	100	100
October 2005	98	92	88	88	88
October 2006	96	83	75	75	75
October 2007	94	75	63	63	56
October 2008	91	66	52	52	41
October 2009	89	59	41	41	29
October 2010	86	52	32	32	21
October 2011	84	45	25	25	14
October 2012	81	38	18	19	10
October 2013	78	33	14	14	6
October 2014	74	27	10	10	3
October 2015	71	22	7	7	2
October 2016	67	17	4	4	0
October 2017	64	12	3	3	0
October 2018	60	8	1	1	0
October 2019	55	4	0	0	0
October 2020	51	0	0	0	0
October 2021	46	0	0	0	0
October 2022	41	0	0	0	0
October 2023	36	0	0	0	0
October 2024	30	0	0	0	0
October 2025	24	0	0	0	0
October 2026	18	0	0	0	0
October 2027	12	0	0	0	0
October 2028	5	0	0	0	0
October 2029	0	0	0	0	0
October 2030	0	0	0	0	0
October 2031	0	0	0	0	0
October 2032	0	0	0	0	0
October 2033	0	0	0	0	0
October 2034	0	0	0	0	0
Weighted Average Life (years)	15.0	6.8	4.8	4.8	3.9

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BA, BD, BE, BG, BH, BI, BJ and BK					Class BC					Classes FC and SD					Class ZC					
	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%	0%	200%	350%	500%	700%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	99	92	86	86	80	100	100	100	100	100	99	92	87	87	81	106	106	106	1	0	0
October 2006	97	79	67	61	47	100	100	100	100	100	97	80	68	63	49	113	113	113	0	0	0
October 2007	96	67	49	40	24	100	100	100	100	100	96	68	52	43	28	120	120	120	0	0	0
October 2008	94	56	35	26	11	100	100	100	100	100	94	58	39	30	16	127	127	127	0	0	0
October 2009	92	46	24	16	4	100	100	100	100	100	93	49	28	20	9	135	135	135	0	0	0
October 2010	90	38	16	9	0	100	100	100	100	96	91	41	20	14	5	143	143	143	0	0	0
October 2011	88	30	9	4	0	100	100	100	100	53	89	34	14	10	3	152	152	152	0	0	0
October 2012	86	24	3	1	0	100	100	100	100	30	87	28	9	7	2	161	161	161	0	0	0
October 2013	84	18	0	0	0	100	100	82	82	16	85	23	4	4	1	171	171	171	0	0	0
October 2014	81	13	0	0	0	100	100	19	55	8	82	18	1	3	0	182	182	182	0	0	0
October 2015	79	8	0	0	0	100	100	0	37	3	80	13	0	2	0	193	193	159	0	0	0
October 2016	76	4	0	0	0	100	100	0	24	1	77	10	0	1	0	205	205	122	0	0	0
October 2017	73	1	0	0	0	100	100	0	15	0	74	6	0	1	0	218	218	93	0	0	0
October 2018	69	0	0	0	0	100	55	0	9	0	71	3	0	1	0	231	231	71	0	0	0
October 2019	66	0	0	0	0	100	3	0	5	0	67	0	0	0	0	245	245	54	0	0	0
October 2020	62	0	0	0	0	100	0	0	2	0	64	0	0	0	0	261	212	40	0	0	0
October 2021	58	0	0	0	0	100	0	0	0	0	60	0	0	0	0	277	177	30	0	0	0
October 2022	53	0	0	0	0	100	0	0	0	0	56	0	0	0	0	294	147	23	0	0	0
October 2023	48	0	0	0	0	100	0	0	0	0	51	0	0	0	0	312	121	17	0	0	0
October 2024	43	0	0	0	0	100	0	0	0	0	46	0	0	0	0	331	98	12	0	0	0
October 2025	38	0	0	0	0	100	0	0	0	0	41	0	0	0	0	351	79	9	0	0	0
October 2026	32	0	0	0	0	100	0	0	0	0	35	0	0	0	0	373	63	6	0	0	0
October 2027	25	0	0	0	0	100	0	0	0	0	29	0	0	0	0	396	49	4	0	0	0
October 2028	18	0	0	0	0	100	0	0	0	0	23	0	0	0	0	421	37	3	0	0	0
October 2029	11	0	0	0	0	100	0	0	0	0	16	0	0	0	0	446	27	2	0	0	0
October 2030	3	0	0	0	0	100	0	0	0	0	8	0	0	0	0	474	18	1	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	503	11	1	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	352	5	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	183	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.1	5.3	3.4	2.9	2.2	26.7	14.1	9.5	10.8	7.6	17.6	5.8	3.7	3.4	2.5	28.6	19.7	14.0	0.6	0.3	0.3



**Security Group 4  
PSA Prepayment Assumption Rates**

<u>Distribution Date</u>	<u>Class ZD</u>				
	<u>0%</u>	<u>200%</u>	<u>350%</u>	<u>500%</u>	<u>700%</u>
Initial Percent .....	100	100	100	100	100
October 2005 .....	106	106	106	106	106
October 2006 .....	113	113	113	113	113
October 2007 .....	120	120	120	120	120
October 2008 .....	127	127	127	127	127
October 2009 .....	135	135	135	135	135
October 2010 .....	143	143	143	143	143
October 2011 .....	152	152	152	152	152
October 2012 .....	161	161	161	161	161
October 2013 .....	171	171	171	171	171
October 2014 .....	182	182	182	182	182
October 2015 .....	193	193	0	193	193
October 2016 .....	205	205	0	205	205
October 2017 .....	218	218	0	218	156
October 2018 .....	231	231	0	231	87
October 2019 .....	245	245	0	245	49
October 2020 .....	261	0	0	261	27
October 2021 .....	277	0	0	277	15
October 2022 .....	294	0	0	208	8
October 2023 .....	312	0	0	136	4
October 2024 .....	331	0	0	88	2
October 2025 .....	351	0	0	57	1
October 2026 .....	373	0	0	36	1
October 2027 .....	396	0	0	22	0
October 2028 .....	421	0	0	13	0
October 2029 .....	446	0	0	8	0
October 2030 .....	474	0	0	4	0
October 2031 .....	490	0	0	2	0
October 2032 .....	0	0	0	1	0
October 2033 .....	0	0	0	0	0
October 2034 .....	0	0	0	0	0
Weighted Average					
Life (years) .....	27.1	15.1	10.4	19.6	14.2

## 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 1 and 3 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios, and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (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 and Class SI may not benefit from particularly low levels of LIBOR because the rate on such Classes is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

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

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

**Yield Tables**

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

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest (in the case of 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 EA to Prepayments  
Assumed Price 81.0%**

<b>PSA Prepayment Assumption Rates</b>			
<u>200%</u>	<u>426%</u>	<u>650%</u>	<u>900%</u>
2.6%	5.2%	8.6%	13.4%

**Sensitivity of Class SA to Prepayments  
Assumed Price 160.39932%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>200%</u>	<u>426%</u>	<u>650%</u>	<u>900%</u>
0.84% .....	24.2%	19.3%	13.2%	4.6%
1.84% .....	19.7%	14.8%	8.8%	0.4%
4.84% .....	6.3%	1.6%	(4.1)%	(12.0)%
7.30% and above .....	(4.8)%	(9.1)%	(14.5)%	(21.9)%

**Sensitivity of Class UA to Prepayments  
Assumed Price 11.65625%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>200%</u>	<u>426%</u>	<u>650%</u>	<u>900%</u>
0.84% .....	53.3%	40.2%	22.2%	(3.1)%
1.84% .....	43.1%	29.6%	11.7%	(13.0)%
4.84% .....	12.5%	(2.1)%	(19.6)%	(42.3)%
7.30% and above .....	**	**	**	**

**Sensitivity of Class UB to Prepayments  
Assumed Price 100.1794%\***

<u>LIBOR</u>	<b>PSA Prepayment Assumption Rates</b>			
	<u>200%</u>	<u>426%</u>	<u>650%</u>	<u>900%</u>
0.84% .....	9.8%	9.8%	9.8%	9.7%
1.84% .....	8.3%	8.3%	8.2%	8.2%
4.84% .....	3.7%	3.7%	3.8%	3.8%
7.30% and above .....	0.0%	0.1%	0.1%	0.2%

\* 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 UC to Prepayments**  
**Assumed Price 106.20139%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>426%</b>	<b>650%</b>	<b>900%</b>
0.84% .....	11.9%	11.1%	10.2%	9.0%
1.84% .....	9.9%	9.2%	8.3%	7.1%
4.84% .....	4.1%	3.4%	2.6%	1.5%
7.30% and above .....	(0.6)%	(1.2)%	(2.0)%	(3.1)%

**Sensitivity of Class UD to Prepayments**  
**Assumed Price 118.24538%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>426%</b>	<b>650%</b>	<b>900%</b>
0.84% .....	15.5%	13.5%	11.1%	7.7%
1.84% .....	12.8%	10.8%	8.5%	5.1%
4.84% .....	4.7%	2.9%	0.7%	(2.5)%
7.30% and above .....	(1.8)%	(3.5)%	(5.6)%	(8.6)%

**Sensitivity of Class UE to Prepayments**  
**Assumed Price 130.28936%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>426%</b>	<b>650%</b>	<b>900%</b>
0.84% .....	18.5%	15.5%	11.8%	6.7%
1.84% .....	15.2%	12.2%	8.6%	3.5%
4.84% .....	5.3%	2.4%	(1.0)%	(5.8)%
7.30% and above .....	(2.8)%	(5.4)%	(8.6)%	(13.2)%

**SECURITY GROUP 2**

**Sensitivity of Class ED to Prepayments**  
**Assumed Price 60.71875%**

<b>PSA Prepayment Assumption Rates</b>			
<b>100%</b>	<b>175%</b>	<b>250%</b>	<b>400%</b>
2.1%	3.0%	15.5%	85.3%

**Sensitivity of Class EL to Prepayments**  
**Assumed Price 49.13779%**

<b>PSA Prepayment Assumption Rates</b>			
<b>100%</b>	<b>175%</b>	<b>250%</b>	<b>400%</b>
4.0%	4.0%	4.0%	6.0%

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

**Sensitivity of Class LI to Prepayments  
Assumed Price 11.18%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>175%</b>	<b>250%</b>	<b>384%</b>	<b>400%</b>
10.7%	10.7%	10.7%	0.0%	(2.1)%

**Sensitivity of Class LJ to Prepayments  
Assumed Price 48.02517%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>175%</b>	<b>250%</b>	<b>400%</b>	<b>509%</b>
7.8%	7.8%	7.8%	4.0%	0.0%

**SECURITY GROUP 3**

**Sensitivity of Class SB to Prepayments  
Assumed Price 93.5%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>190%</b>	<b>300%</b>	<b>400%</b>
0.85% .....	8.2%	8.6%	8.6%	8.9%
1.85% .....	6.9%	7.4%	7.4%	7.7%
3.85% .....	4.5%	4.9%	4.9%	5.2%
6.65% and above .....	1.0%	1.5%	1.5%	1.8%

**Sensitivity of Class SI to Prepayments  
Assumed Price 18.8979%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>190%</b>	<b>300%</b>	<b>400%</b>
6.650% and below .....	15.1%	7.3%	7.3%	1.5%
6.675% .....	(1.9)%	(10.3)%	(10.3)%	(17.6)%
6.700% and above .....	**	**	**	**

**SECURITY GROUP 4**

**Sensitivity of Class BI to Prepayments  
Assumed Price 21.48456%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>200%</b>	<b>322%</b>	<b>350%</b>	<b>500%</b>	<b>700%</b>
11.2%	0.1%	(2.6)%	(9.1)%	(27.3)%

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

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

**Sensitivity of Class SD to Prepayments**  
**Assumed Price 6.35938%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>350%</b>	<b>500%</b>	<b>700%</b>
0.85% .....	82.0%	71.9%	67.5%	55.0%
1.85% .....	61.8%	51.6%	47.1%	34.3%
4.85% .....	3.7%	(9.1)%	(11.7)%	(26.2)%
6.10% 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 EA, ED and EL 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 LI, LJ, SD, SI and UA 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 ZC and ZD 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.

Other than the Regular Securities described in the preceding three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumption described below and, in the case of the Floating Rate Classes and Class SB, the constant LIBOR value described below, Class SB 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 (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Security Group</u>	<u>PSA</u>
1 .....	426%
2 .....	175%
3 .....	190%
4 .....	350%

In the case of the Floating Rate Classes and Class SB, the constant value of LIBOR to be used for these determinations is 1.84% in the case of the Group 1 Securities and is 1.85% in the case of the Group 3 and 4 Securities. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*.

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

**Residual Securities**

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



substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

### **MX Securities**

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

### **ERISA MATTERS**

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

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

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

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

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

### **LEGAL INVESTMENT CONSIDERATIONS**

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

**purchase by particular investors of any Class under applicable legal investment restrictions.**

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

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

#### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) October 1, 2004 on the Fixed Rate Classes, (2) October 17, 2004 on the Group 3 Classes, and (3) October 20, 2004 on the Group 1 and 4 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 2 and Group 4 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 Hunton & Williams LLP, for the Trust by Cleary, Gottlieb, Steen & Hamilton and Marcell Solomon & Associates, P.C. and for the Trustee by Seward & Kissel LLP.

Schedule I

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</b>								
Combination 1								
EA	\$ 15,638,978	SA	\$ 15,638,978	SC/PT	(5)	INV	38374JMJ2	June 2032
UA	101,653,356							
Combination 2								
EA	\$ 15,638,978	UB	\$ 15,638,978	SC/PT	(5)	INV	38374JMK9	June 2032
UA	23,458,467							
Combination 3								
EA	\$ 15,638,978	UC	\$ 15,638,978	SC/PT	(5)	INV	38374JML7	June 2032
UA	31,277,956							
Combination 4								
EA	\$ 15,638,978	UD	\$ 15,638,978	SC/PT	(5)	INV	38374JMM5	June 2032
UA	46,916,934							
Combination 5								
EA	\$ 15,638,978	UE	\$ 15,638,978	SC/PT	(5)	INV	38374JMN3	June 2032
UA	62,555,912							
<b>Security Group 2</b>								
Combination 6								
DC	\$ 8,526,000	DH	\$ 24,585,000	SUP	5.00%	FIX	38374JMP8	October 2034
DE	3,822,000							
DG	10,002,000							
ED	2,235,000							
Combination 7								
EL	\$ 15,741,000	LE	\$ 15,741,000	PAC	5.00%	FIX	38374JMQ6	October 2034
LJ	15,741,000							

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Notional Balance	Principal Balance		Balance(2)	Principal Balance					
BA	\$ 47,300,000	\$ 47,300,000	BD	\$ 47,300,000	\$ 47,300,000	TAC/AD	4.25%	FIX	38374JMR4	February 2034
			BE	47,300,000	47,300,000	TAC/AD	4.00	FIX	38374JMS2	February 2034
			BG	47,300,000	47,300,000	TAC/AD	3.75	FIX	38374JMT0	February 2034
			BH	47,300,000	47,300,000	TAC/AD	3.50	FIX	38374JMU7	February 2034
			BI	11,825,000	11,825,000	NTL(TAC/AD)	6.00	FIX/IO	38374JMV5	February 2034
			BJ	47,300,000	47,300,000	TAC/AD	3.25	FIX	38374JMW3	February 2034
			BK	47,300,000	47,300,000	TAC/AD	3.00	FIX	38374JMX1	February 2034

**Security Group 4**

Combination 8(6)

(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 8, 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**

<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
Initial Balance .....	\$36,447,000.00	\$152,118,000.00	\$200,123,077.00
November 2004.....	35,762,345.40	151,288,760.38	198,607,092.96
December 2004.....	35,040,643.45	150,424,806.25	196,969,969.04
January 2005 .....	34,282,923.42	149,526,502.39	195,213,654.00
February 2005 .....	33,490,274.57	148,594,231.20	193,340,317.58
March 2005 .....	32,663,844.27	147,628,392.48	191,352,346.73
April 2005 .....	31,804,836.10	146,629,403.12	189,252,341.17
May 2005 .....	30,914,507.72	145,597,696.82	187,043,108.19
June 2005 .....	29,994,168.68	144,533,723.77	184,727,656.93
July 2005 .....	29,045,178.07	143,437,950.35	182,309,191.83
August 2005 .....	28,068,942.07	142,310,858.78	179,791,105.60
September 2005 .....	27,066,911.41	141,152,946.77	177,176,971.45
October 2005.....	26,040,578.73	139,964,727.15	174,470,534.78
November 2005.....	24,991,475.76	138,746,727.52	171,675,704.31
December 2005.....	23,921,170.56	137,499,489.83	168,796,542.57
January 2006 .....	22,831,264.54	136,223,569.98	165,837,256.00
February 2006 .....	21,763,364.24	134,954,320.71	162,802,184.46
March 2006 .....	20,717,165.03	133,691,707.66	159,695,790.32
April 2006 .....	19,692,366.04	132,435,696.66	156,522,647.17
May 2006 .....	18,688,670.15	131,186,253.71	153,287,428.14
June 2006 .....	17,705,783.91	129,943,344.99	149,994,893.80
July 2006 .....	16,743,417.53	128,706,936.84	146,649,879.93
August 2006 .....	15,801,284.82	127,476,995.78	143,371,219.60
September 2006 .....	14,879,103.13	126,253,488.51	140,157,579.81
October 2006.....	13,976,593.33	125,036,381.89	137,007,653.96
November 2006.....	13,093,479.78	123,825,642.95	133,920,161.33
December 2006.....	12,229,490.25	122,621,238.90	130,893,846.61
January 2007 .....	11,384,355.90	121,423,137.12	127,927,479.34
February 2007 .....	10,557,811.26	120,231,305.14	125,019,853.46
March 2007 .....	9,749,594.15	119,045,710.68	122,169,786.81
April 2007 .....	8,959,445.67	117,866,321.61	119,376,120.67
May 2007 .....	8,187,110.15	116,693,105.97	116,637,719.29
June 2007 .....	7,432,335.13	115,526,031.96	113,953,469.45
July 2007 .....	6,694,871.28	114,365,067.95	111,322,279.98
August 2007.....	5,974,472.40	113,210,182.47	108,743,081.36
September 2007 .....	5,270,895.37	112,061,344.21	106,214,825.28
October 2007.....	4,583,900.11	110,918,522.03	103,736,484.22
November 2007.....	3,913,249.55	109,781,684.94	101,307,051.05
December 2007.....	3,258,709.60	108,650,802.11	98,925,538.59
January 2008 .....	2,620,049.10	107,525,842.88	96,590,979.27
February 2008 .....	1,997,039.79	106,406,776.73	94,302,424.71
March 2008 .....	1,389,456.28	105,293,573.31	92,058,945.33
April 2008 .....	797,076.01	104,186,202.42	89,859,630.02
May 2008 .....	219,679.22	103,084,634.02	87,703,585.74
June 2008 .....	0.00	101,988,838.22	85,589,937.16

<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
July 2008	\$ 0.00	\$100,898,785.29	\$ 83,517,826.33
August 2008	0.00	99,814,445.64	81,486,412.34
September 2008	0.00	98,735,789.85	79,494,870.95
October 2008	0.00	97,662,788.64	77,542,394.31
November 2008	0.00	96,595,412.88	75,628,190.58
December 2008	0.00	95,533,633.59	73,751,483.66
January 2009	0.00	94,477,421.95	71,911,512.84
February 2009	0.00	93,426,749.27	70,107,532.55
March 2009	0.00	92,381,587.03	68,338,811.98
April 2009	0.00	91,341,906.83	66,604,634.87
May 2009	0.00	90,307,680.44	64,904,299.17
June 2009	0.00	89,278,879.76	63,237,116.78
July 2009	0.00	88,255,476.85	61,602,413.26
August 2009	0.00	87,237,443.90	59,999,527.57
September 2009	0.00	86,224,753.24	58,427,811.81
October 2009	0.00	85,217,377.35	56,886,630.95
November 2009	0.00	84,215,288.86	55,375,362.56
December 2009	0.00	83,218,460.52	53,893,396.61
January 2010	0.00	82,226,865.24	52,440,135.16
February 2010	0.00	81,240,476.06	51,014,992.17
March 2010	0.00	80,259,266.16	49,617,393.25
April 2010	0.00	79,283,208.85	48,246,775.41
May 2010	0.00	78,312,277.59	46,902,586.85
June 2010	0.00	77,346,445.98	45,584,286.76
July 2010	0.00	76,385,687.73	44,291,345.07
August 2010	0.00	75,429,976.72	43,023,242.23
September 2010	0.00	74,479,286.94	41,779,469.04
October 2010	0.00	73,533,592.51	40,559,526.42
November 2010	0.00	72,592,867.71	39,362,925.19
December 2010	0.00	71,657,086.93	38,189,185.94
January 2011	0.00	70,726,224.69	37,037,838.75
February 2011	0.00	69,800,255.66	35,908,423.06
March 2011	0.00	68,879,154.62	34,800,487.48
April 2011	0.00	67,962,896.50	33,713,589.57
May 2011	0.00	67,051,456.34	32,647,295.73
June 2011	0.00	66,144,809.32	31,601,180.93
July 2011	0.00	65,242,930.74	30,574,828.64
August 2011	0.00	64,345,796.03	29,567,830.58
September 2011	0.00	63,453,380.75	28,579,786.62
October 2011	0.00	62,565,660.58	27,610,304.56
November 2011	0.00	61,682,611.34	26,659,000.03
December 2011	0.00	60,804,208.95	25,725,496.27
January 2012	0.00	59,930,429.47	24,809,424.05
February 2012	0.00	59,061,249.08	23,910,421.47
March 2012	0.00	58,196,644.08	23,028,133.82
April 2012	0.00	57,336,590.89	22,162,213.45
May 2012	0.00	56,481,066.06	21,312,319.63
June 2012	0.00	55,630,046.26	20,478,118.42
July 2012	0.00	54,783,508.27	19,659,282.49
August 2012	0.00	53,941,429.00	18,855,491.06

<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
September 2012 .....	\$ 0.00	\$ 53,103,785.47	\$ 18,066,429.69
October 2012.....	0.00	52,275,816.02	17,291,790.24
November 2012.....	0.00	51,459,981.17	16,531,270.65
December 2012.....	0.00	50,656,108.94	15,784,574.91
January 2013 .....	0.00	49,864,029.75	15,051,412.88
February 2013 .....	0.00	49,083,576.36	14,331,500.19
March 2013 .....	0.00	48,314,583.86	13,624,558.12
April 2013 .....	0.00	47,556,889.64	12,930,313.52
May 2013 .....	0.00	46,810,333.34	12,248,498.64
June 2013 .....	0.00	46,074,756.85	11,578,851.07
July 2013 .....	0.00	45,350,004.24	10,921,113.63
August 2013 .....	0.00	44,635,921.75	10,275,034.23
September 2013 .....	0.00	43,932,357.78	9,640,365.81
October 2013.....	0.00	43,239,162.82	9,016,866.21
November 2013.....	0.00	42,556,189.45	8,404,298.10
December 2013.....	0.00	41,883,292.30	7,802,428.86
January 2014 .....	0.00	41,220,328.03	7,211,030.49
February 2014 .....	0.00	40,567,155.29	6,629,879.53
March 2014 .....	0.00	39,923,634.71	6,058,756.95
April 2014 .....	0.00	39,289,628.84	5,497,448.09
May 2014 .....	0.00	38,665,002.17	4,945,742.54
June 2014 .....	0.00	38,049,621.06	4,403,434.08
July 2014 .....	0.00	37,443,353.75	3,870,320.59
August 2014 .....	0.00	36,846,070.30	3,346,203.95
September 2014 .....	0.00	36,257,642.60	2,830,889.99
October 2014.....	0.00	35,677,944.31	2,324,188.40
November 2014.....	0.00	35,106,850.87	1,825,912.62
December 2014.....	0.00	34,544,239.44	1,335,879.83
January 2015 .....	0.00	33,989,988.91	853,910.82
February 2015 .....	0.00	33,443,979.86	379,829.94
March 2015 .....	0.00	32,906,094.52	0.00
April 2015 .....	0.00	32,376,216.78	0.00
May 2015 .....	0.00	31,854,232.15	0.00
June 2015 .....	0.00	31,340,027.74	0.00
July 2015 .....	0.00	30,833,492.24	0.00
August 2015 .....	0.00	30,334,515.88	0.00
September 2015 .....	0.00	29,842,990.45	0.00
October 2015.....	0.00	29,358,809.23	0.00
November 2015.....	0.00	28,881,867.00	0.00
December 2015.....	0.00	28,412,060.01	0.00
January 2016 .....	0.00	27,949,285.97	0.00
February 2016 .....	0.00	27,493,444.02	0.00
March 2016 .....	0.00	27,044,434.70	0.00
April 2016 .....	0.00	26,602,159.96	0.00
May 2016 .....	0.00	26,166,523.11	0.00
June 2016 .....	0.00	25,737,428.81	0.00
July 2016 .....	0.00	25,314,783.07	0.00
August 2016 .....	0.00	24,898,493.20	0.00
September 2016 .....	0.00	24,488,467.83	0.00
October 2016.....	0.00	24,084,616.85	0.00

<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
November 2016.....	\$ 0.00	\$ 23,686,851.43	\$ 0.00
December 2016.....	0.00	23,295,083.97	0.00
January 2017 .....	0.00	22,909,228.11	0.00
February 2017 .....	0.00	22,529,198.70	0.00
March 2017 .....	0.00	22,154,911.79	0.00
April 2017 .....	0.00	21,786,284.59	0.00
May 2017 .....	0.00	21,423,235.49	0.00
June 2017 .....	0.00	21,065,684.02	0.00
July 2017 .....	0.00	20,713,550.83	0.00
August 2017.....	0.00	20,366,757.70	0.00
September 2017 .....	0.00	20,025,227.51	0.00
October 2017.....	0.00	19,688,884.21	0.00
November 2017.....	0.00	19,357,652.83	0.00
December 2017.....	0.00	19,031,459.45	0.00
January 2018 .....	0.00	18,710,231.19	0.00
February 2018 .....	0.00	18,393,896.19	0.00
March 2018 .....	0.00	18,082,383.61	0.00
April 2018 .....	0.00	17,775,623.60	0.00
May 2018 .....	0.00	17,473,547.30	0.00
June 2018.....	0.00	17,176,086.82	0.00
July 2018 .....	0.00	16,883,175.22	0.00
August 2018.....	0.00	16,594,746.50	0.00
September 2018 .....	0.00	16,310,735.60	0.00
October 2018.....	0.00	16,031,078.37	0.00
November 2018.....	0.00	15,755,711.57	0.00
December 2018.....	0.00	15,484,572.85	0.00
January 2019 .....	0.00	15,217,600.73	0.00
February 2019 .....	0.00	14,954,734.61	0.00
March 2019 .....	0.00	14,695,914.74	0.00
April 2019 .....	0.00	14,441,082.21	0.00
May 2019 .....	0.00	14,190,178.95	0.00
June 2019 .....	0.00	13,943,147.71	0.00
July 2019 .....	0.00	13,699,932.04	0.00
August 2019.....	0.00	13,460,476.29	0.00
September 2019 .....	0.00	13,224,725.59	0.00
October 2019.....	0.00	12,992,625.87	0.00
November 2019.....	0.00	12,764,123.80	0.00
December 2019.....	0.00	12,539,166.81	0.00
January 2020 .....	0.00	12,317,703.08	0.00
February 2020 .....	0.00	12,099,681.52	0.00
March 2020 .....	0.00	11,885,051.76	0.00
April 2020 .....	0.00	11,673,764.15	0.00
May 2020 .....	0.00	11,465,769.74	0.00
June 2020 .....	0.00	11,261,020.28	0.00
July 2020 .....	0.00	11,059,468.19	0.00
August 2020.....	0.00	10,861,066.57	0.00
September 2020 .....	0.00	10,665,769.19	0.00
October 2020.....	0.00	10,473,530.47	0.00
November 2020.....	0.00	10,284,305.48	0.00
December 2020.....	0.00	10,098,049.92	0.00



<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
January 2021	\$ 0.00	\$ 9,914,720.13	\$ 0.00
February 2021	0.00	9,734,273.07	0.00
March 2021	0.00	9,556,666.30	0.00
April 2021	0.00	9,381,857.99	0.00
May 2021	0.00	9,209,806.91	0.00
June 2021	0.00	9,040,472.40	0.00
July 2021	0.00	8,873,814.40	0.00
August 2021	0.00	8,709,793.40	0.00
September 2021	0.00	8,548,370.46	0.00
October 2021	0.00	8,389,507.20	0.00
November 2021	0.00	8,233,165.78	0.00
December 2021	0.00	8,079,308.90	0.00
January 2022	0.00	7,927,899.79	0.00
February 2022	0.00	7,778,902.20	0.00
March 2022	0.00	7,632,280.41	0.00
April 2022	0.00	7,487,999.20	0.00
May 2022	0.00	7,346,023.85	0.00
June 2022	0.00	7,206,320.14	0.00
July 2022	0.00	7,068,854.34	0.00
August 2022	0.00	6,933,593.20	0.00
September 2022	0.00	6,800,503.94	0.00
October 2022	0.00	6,669,554.25	0.00
November 2022	0.00	6,540,712.29	0.00
December 2022	0.00	6,413,946.67	0.00
January 2023	0.00	6,289,226.45	0.00
February 2023	0.00	6,166,521.12	0.00
March 2023	0.00	6,045,800.63	0.00
April 2023	0.00	5,927,035.34	0.00
May 2023	0.00	5,810,196.04	0.00
June 2023	0.00	5,695,253.95	0.00
July 2023	0.00	5,582,180.69	0.00
August 2023	0.00	5,470,948.28	0.00
September 2023	0.00	5,361,529.16	0.00
October 2023	0.00	5,253,896.16	0.00
November 2023	0.00	5,148,022.49	0.00
December 2023	0.00	5,043,881.75	0.00
January 2024	0.00	4,941,447.92	0.00
February 2024	0.00	4,840,695.36	0.00
March 2024	0.00	4,741,598.79	0.00
April 2024	0.00	4,644,133.29	0.00
May 2024	0.00	4,548,274.31	0.00
June 2024	0.00	4,453,997.64	0.00
July 2024	0.00	4,361,279.43	0.00
August 2024	0.00	4,270,096.17	0.00
September 2024	0.00	4,180,424.69	0.00
October 2024	0.00	4,092,242.15	0.00
November 2024	0.00	4,005,526.04	0.00
December 2024	0.00	3,920,254.17	0.00
January 2025	0.00	3,836,404.68	0.00
February 2025	0.00	3,753,956.02	0.00

<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
March 2025	\$ 0.00	\$ 3,672,886.95	\$ 0.00
April 2025	0.00	3,593,176.54	0.00
May 2025	0.00	3,514,804.16	0.00
June 2025	0.00	3,437,749.48	0.00
July 2025	0.00	3,361,992.47	0.00
August 2025	0.00	3,287,513.37	0.00
September 2025	0.00	3,214,292.73	0.00
October 2025	0.00	3,142,311.36	0.00
November 2025	0.00	3,071,550.36	0.00
December 2025	0.00	3,001,991.11	0.00
January 2026	0.00	2,933,615.24	0.00
February 2026	0.00	2,866,404.67	0.00
March 2026	0.00	2,800,341.56	0.00
April 2026	0.00	2,735,408.34	0.00
May 2026	0.00	2,671,587.70	0.00
June 2026	0.00	2,608,862.58	0.00
July 2026	0.00	2,547,216.15	0.00
August 2026	0.00	2,486,631.85	0.00
September 2026	0.00	2,427,093.34	0.00
October 2026	0.00	2,368,584.54	0.00
November 2026	0.00	2,311,089.58	0.00
December 2026	0.00	2,254,592.83	0.00
January 2027	0.00	2,199,078.90	0.00
February 2027	0.00	2,144,532.61	0.00
March 2027	0.00	2,090,939.00	0.00
April 2027	0.00	2,038,283.34	0.00
May 2027	0.00	1,986,551.10	0.00
June 2027	0.00	1,935,727.98	0.00
July 2027	0.00	1,885,799.88	0.00
August 2027	0.00	1,836,752.90	0.00
September 2027	0.00	1,788,573.35	0.00
October 2027	0.00	1,741,247.74	0.00
November 2027	0.00	1,694,762.78	0.00
December 2027	0.00	1,649,105.37	0.00
January 2028	0.00	1,604,262.61	0.00
February 2028	0.00	1,560,221.77	0.00
March 2028	0.00	1,516,970.33	0.00
April 2028	0.00	1,474,495.93	0.00
May 2028	0.00	1,432,786.42	0.00
June 2028	0.00	1,391,829.80	0.00
July 2028	0.00	1,351,614.26	0.00
August 2028	0.00	1,312,128.17	0.00
September 2028	0.00	1,273,360.06	0.00
October 2028	0.00	1,235,298.63	0.00
November 2028	0.00	1,197,932.76	0.00
December 2028	0.00	1,161,251.47	0.00
January 2029	0.00	1,125,243.96	0.00
February 2029	0.00	1,089,899.59	0.00
March 2029	0.00	1,055,207.86	0.00
April 2029	0.00	1,021,158.44	0.00

<u>Distribution Date</u>	<u>Class DB</u>	<u>Classes EL, LA, LB, LD and LG (in the aggregate)</u>	<u>Classes BA, BC, FC and ZD (in the aggregate)</u>
May 2029 .....	\$ 0.00	\$ 987,741.15	\$ 0.00
June 2029 .....	0.00	954,945.96	0.00
July 2029 .....	0.00	922,762.99	0.00
August 2029 .....	0.00	891,182.49	0.00
September 2029 .....	0.00	860,194.88	0.00
October 2029 .....	0.00	829,790.71	0.00
November 2029 .....	0.00	799,960.67	0.00
December 2029 .....	0.00	770,695.58	0.00
January 2030 .....	0.00	741,986.41	0.00
February 2030 .....	0.00	713,824.26	0.00
March 2030 .....	0.00	686,200.36	0.00
April 2030 .....	0.00	659,106.06	0.00
May 2030 .....	0.00	632,532.86	0.00
June 2030 .....	0.00	606,472.38	0.00
July 2030 .....	0.00	580,916.35	0.00
August 2030 .....	0.00	555,856.64	0.00
September 2030 .....	0.00	531,285.23	0.00
October 2030 .....	0.00	507,194.23	0.00
November 2030 .....	0.00	483,575.86	0.00
December 2030 .....	0.00	460,422.46	0.00
January 2031 .....	0.00	437,726.49	0.00
February 2031 .....	0.00	415,480.51	0.00
March 2031 .....	0.00	393,677.19	0.00
April 2031 .....	0.00	372,309.32	0.00
May 2031 .....	0.00	351,369.80	0.00
June 2031 .....	0.00	330,851.63	0.00
July 2031 .....	0.00	310,747.92	0.00
August 2031 .....	0.00	291,051.88	0.00
September 2031 .....	0.00	271,756.81	0.00
October 2031 .....	0.00	252,856.14	0.00
November 2031 .....	0.00	234,343.37	0.00
December 2031 .....	0.00	216,212.11	0.00
January 2032 .....	0.00	198,456.07	0.00
February 2032 .....	0.00	181,069.04	0.00
March 2032 .....	0.00	164,044.93	0.00
April 2032 .....	0.00	147,377.71	0.00
May 2032 .....	0.00	131,061.47	0.00
June 2032 .....	0.00	115,090.37	0.00
July 2032 .....	0.00	99,458.67	0.00
August 2032 .....	0.00	84,160.70	0.00
September 2032 .....	0.00	69,190.90	0.00
October 2032 .....	0.00	54,543.78	0.00
November 2032 .....	0.00	40,213.93	0.00
December 2032 .....	0.00	26,196.03	0.00
January 2033 .....	0.00	12,484.83	0.00
February 2033 and thereafter .....	0.00	0.00	0.00

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 Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
1	Ginnie Mae	1998-24	Z	9/30/1998	3837H1B42	6.50%	FIX/Z	September 2028	SEQ	\$75,000,000	1.09723214	\$55,081,053	66.9333333333333%	7.282%	276	75	II
1	Ginnie Mae	2002-30	PE	5/30/2002	38373W5T1	6.50	FIX	May 2032	PAC	30,097,735	1.00000000	22,097,735	73.4199267819	7.261	324	31	II
1	Ginnie Mae	2002-39	PE	6/28/2002	38373XB3	6.50	FIX	June 2032	PAC	45,113,546	1.00000000	40,113,546	88.9168543745	7.263	322	33	II
3	Ginnie Mae	2003-057	PL	7/30/2003	38374BCU5	3.75	FIX	March 2033	PAC	50,382,000	0.92579172	46,624,722	99.9603032829	5.500	341	15	I

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

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

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













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

**\$1,180,677,853**

**Government National Mortgage Association  
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2002-30**



**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 May 30, 2002.

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

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

**CREDIT SUISSE FIRST BOSTON**

**BLAYLOCK & PARTNERS, L.P.**

The date of this Offering Circular Supplement is May 23, 2002.

## Ginnie Mae REMIC Trust 2002-30

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
<b>Security Group 1</b>						
MA .....	\$ 35,250,000	6.50%	SUP	FIX	January 2031	38373WJ82
MB .....	6,102,000	6.50	SUP	FIX	April 2031	38373WJ90
MC .....	6,756,000	6.50	SUP	FIX	August 2031	38373WK23
MD .....	15,933,858	6.50	SUP	FIX	May 2032	38373WK31
NP(1) .....	12,259,098	6.50	PAC	FIX	July 2031	38373WK49
NQ(1) .....	17,838,637	6.50	PAC	FIX	May 2032	38373WK56
PA .....	5,000,000	6.50	PAC	FIX	March 2026	38373WK64
PB .....	16,809,374	6.50	PAC	FIX	May 2027	38373WK72
PC .....	35,758,545	6.50	PAC	FIX	August 2029	38373WK80
PD .....	25,277,099	6.50	PAC	FIX	December 2030	38373WK98
PN(1) .....	42,412,339	6.50	PAC	FIX	June 2023	38373WL22
PT .....	29,603,050	5.50	PAC	FIX	March 2026	38373WL30
PU .....	1,000,000	6.50	PAC	FIX	March 2026	38373WL48
QI .....	4,554,315	6.50	NTL(PAC)	FIX/IO	March 2026	38373WL55
<b>Security Group 2</b>						
AD .....	25,000,000	6.50	SEQ	FIX	September 2028	38373WL63
AH .....	50,000,000	6.50	SEQ	FIX	August 2027	38373WL71
AJ .....	40,000,000	6.00	SEQ	FIX	August 2027	38373WL89
AK .....	35,000,000	5.50	SEQ	FIX	August 2027	38373WL97
AQ .....	300,000,000	5.66	SEQ	FIX	August 2027	38373WM21
AW .....	5,776,182	6.50	SEQ	FIX	November 2029	38373WM39
AY .....	25,000,000	6.25	SEQ	FIX	September 2028	38373WM47
FD .....	39,383,032	(5)	SUP	FLT	August 2027	38373WM54
FL .....	44,116,968	(5)	PAC	FLT	August 2027	38373WM62
FW .....	50,000,000	(5)	SEQ	FLT	August 2027	38373WM70
HA(1) .....	28,216,460	6.50	SEQ	FIX	December 2028	38373WM88
HB(1) .....	10,000,000	6.50	SEQ	FIX	June 2029	38373WM96
LI .....	6,153,846	6.50	NTL(SEQ)	FIX/IO	August 2027	38373WN20
QA(1) .....	48,015,768	6.50	SEQ	FIX	December 2028	38373WN38
QB(1) .....	34,033,872	6.50	SEQ	FIX	November 2029	38373WN46
QC .....	2,000,000	7.00	SEQ	FIX	September 2029	38373WN53
QD .....	400,000	6.25	SEQ	FIX	June 2029	38373WN61
QE .....	400,000	6.25	SEQ	FIX	July 2029	38373WN79
QG .....	400,000	6.25	SEQ	FIX	July 2029	38373WN87
QH .....	400,000	6.25	SEQ	FIX	July 2029	38373WN95
QJ .....	400,000	6.25	SEQ	FIX	August 2029	38373WP28
QK .....	400,000	6.25	SEQ	FIX	August 2029	38373WP36
QL .....	400,000	6.25	SEQ	FIX	August 2029	38373WP44
QT .....	400,000	6.25	SEQ	FIX	September 2029	38373WP51
QU .....	400,000	6.25	SEQ	FIX	September 2029	38373WP69
QV .....	400,000	6.25	SEQ	FIX	September 2029	38373WP77
QW .....	1,000,000	7.25	SEQ	FIX	November 2029	38373WP85
QX .....	3,000,000	6.25	SEQ	FIX	November 2029	38373WP93
SD(1) .....	62,965,686	(5)	NTL(SUP)	INV/IO	August 2027	38373WQ27
TL(1) .....	70,534,314	(5)	NTL(PAC)	INV/IO	August 2027	38373WQ35
TS(1) .....	44,116,968	(5)	NTL(PAC)	INV/IO	August 2027	38373WQ43
TW(1) .....	23,582,654	(5)	NTL(SUP)	INV/IO	August 2027	38373WQ50
TY(1) .....	26,417,346	(5)	NTL(PAC)	INV/IO	August 2027	38373WQ68
VA .....	63,698,207	6.50	AD/SEQ	FIX	February 2013	38373WQ76
VB .....	59,151,271	6.50	SEQ	FIX	January 2019	38373WQ84
YI .....	961,538	6.50	NTL(SEQ)	FIX/IO	September 2028	38373WQ92
Z .....	63,286,093	6.50	SEQ	FIX/Z	May 2032	38373WR26
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	May 2032	38373WR34

- (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:** Credit Suisse First Boston Corporation

**Trustee:** State Street Bank and Trust Company

**Tax Administrator:** The Trustee

**Closing Date:** May 30, 2002

**Distribution Dates:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2002.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.5%	30
2	Ginnie Mae II	6.5	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> \$250,000,000	358	2	7.25%
<b>Group 2 Trust Assets</b> \$930,677,853	358	2	7.25%

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

<sup>2</sup> Does not include 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 Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FD	LIBOR + 0.50%	2.34%	0.50%	8.50%	0	0.00%
FL	LIBOR + 0.25%	2.09%	0.25%	8.50%	0	0.00%
FW	LIBOR + 0.35%	2.19%	0.35%	8.50%	0	0.00%
SD	8.00% – LIBOR	6.16%	0.00%	8.00%	0	8.00%
SL	8.25% – LIBOR	6.41%	0.00%	8.25%	0	8.25%
SW	8.15% – LIBOR	6.31%	0.00%	8.15%	0	8.15%
SX	8.00% – LIBOR	6.16%	0.00%	8.00%	0	8.00%
TL	8.00% – LIBOR	6.16%	0.00%	8.00%	0	8.00%
TS	8.25% – LIBOR	0.25%	0.00%	0.25%	0	8.25%
TW	8.15% – LIBOR	0.15%	0.00%	0.15%	0	8.15%
TY	8.15% – LIBOR	0.15%	0.00%	0.15%	0	8.15%

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

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

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

#### SECURITY GROUP 1

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

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
  - a. Concurrently:
    - i. 6.4089919490% to PA, until retired
    - ii. 93.5910080510% as follows:
      - (a) To PN, until retired
      - (b) To PT and PU, pro rata, until retired
  - b. To PB, PC, PD, NP and NQ, in that order, until retired
2. To MA, MB, MC and MD, in that order, until retired
3. To the PAC Classes, in the manner and order of priority described in Step 1, but without regard to their Aggregate Scheduled Principal Balance, 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 Accrual Amount will be allocated as follows:

- The Accrual Amount to VA and VB, in that order, until retired, and then to Z
- The Group 2 Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently:
    - a. 92.5086615833% as follows:
      - i. Concurrently:
        - (a) 85.0492390331% to AH, AQ, AK, AJ and FW, pro rata, until retired
        - (b) 14.9507609669% as follows:
          - (i) Beginning in May 2003, to FL, until reduced to its Scheduled Principal Balance for that Distribution Date
          - (ii) To FD, until retired
          - (iii) To FL, without regard to its Scheduled Principal Balance, until retired
        - ii. Concurrently:
          - (a) 62.9861798273% to QA and QB, in that order, until retired
          - (b) 37.0138201727% as follows:
            - (i) To HA and HB, in that order, until retired
            - (ii) Concurrently:
              1. 33.3333333333% to QC, until retired
              2. 66.6666666667% to QD, QE, QG, QH, QJ, QK, QL, QT, QU and QV, in that order, until retired.
            - (iii) To QW and QX, pro rata, until retired

**Scheduled Principal Balances:** The Scheduled Principal Balances for the Classes shown 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>
NP, NQ, PA, PB, PC, PD, PN, PT and PU (in the aggregate) .....	115% PSA through 250% PSA
FL .....	100% PSA through 250% PSA

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

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
LI .....	769,231	1.9230769231% of AJ (SEQ Class)
	<u>5,384,615</u>	15.3846153846% of AK (SEQ Class)
	<u>\$ 6,153,846</u>	
MI .....	\$ 18,467,603	38.4615384615% of QA (SEQ Class)
	<u>13,089,950</u>	38.4615384615% of QB (SEQ Class)
	<u>\$ 31,557,553</u>	
NI .....	\$ 16,312,438	38.4615384615% of PN (PAC Class)
QI .....	\$ 4,554,315	15.3846153846% of PT (PAC Class)
SD .....	\$ 62,965,686	159.8802397946% of FD (SUP Class)
SL .....	\$ 44,116,968	100% of FL (PAC Class)
SW .....	\$ 50,000,000	100% of FW (SEQ Class)
SX .....	\$ 44,116,968	100% of FL (PAC Class)
	50,000,000	100% of FW (SEQ Class)
	<u>39,383,032</u>	100% of FD (SUP Class)
	<u>\$133,500,000</u>	
TI .....	\$ 13,089,950	38.4615384615% of QB (SEQ Class)
TL .....	\$ 70,534,314	159.8802392766% of FL (PAC Class)
TS .....	\$ 44,116,968	100% of FL (PAC Class)
TW .....	\$ 23,582,654	59.8802397946% of FD (SUP Class)
TY .....	\$ 26,417,346	59.8802392766% of FL (PAC Class)
UI .....	\$ 18,467,603	38.4615384615% of QA (SEQ Class)
VI .....	\$ 10,852,484	38.4615384615% of HA (SEQ Class)
	3,846,154	38.4615384615% of HB (SEQ Class)
	<u>\$ 14,698,638</u>	
YI .....	\$ 961,538	3.8461538462% of AY (SEQ 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 Interests of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.



Schedule I

Available Combinations(1)

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date (4)	Increased Minimum Denomination(5)
<b>Security Group 1</b>									
<b>Combination 1</b>									
PN	\$42,412,339	NA	\$ 42,412,339	PAC	6.25%	FIX	38373WYK8	June 2023	N/A
		NB	42,412,339	PAC	4.50%	FIX	38373WYL6	June 2023	N/A
		NC	42,412,339	PAC	4.00%	FIX	38373WYM4	June 2023	N/A
		NI	16,312,438	NTL(PAC)	6.50%	FIX/IO	38373WYN2	June 2023	\$ 970,000
		PK	42,412,339	PAC	6.00%	FIX	38373WYP7	June 2023	N/A
		PL	42,412,339	PAC	5.00%	FIX	38373WYQ5	June 2023	N/A
		PM	42,412,339	PAC	5.50%	FIX	38373WYR3	June 2023	N/A
<b>Combination 2</b>		PE	\$ 30,097,735	PAC	6.50%	FIX	38373W5T1	May 2032	N/A
NP	\$12,259,098								
NQ	17,838,637								
<b>Security Group 2</b>									
<b>Combination 3</b>		AT	\$ 82,049,640	SEQ	6.50%	FIX	38373WYU9	November 2029	N/A
QA	\$48,015,768								
QB	34,033,872								
<b>Combination 4</b>		KA	\$82,049,640	SEQ	6.25%	FIX	38373WYU6	November 2029	N/A
AT*		KB	82,049,640	SEQ	6.00%	FIX	38373WYV4	November 2029	N/A
		KC	82,049,640	SEQ	5.50%	FIX	38373WYW2	November 2029	N/A
		KD	82,049,640	SEQ	5.00%	FIX	38373WYX0	November 2029	N/A
		KE	82,049,640	SEQ	4.50%	FIX	38373WYY8	November 2029	N/A
		KG	82,049,640	SEQ	4.00%	FIX	38373WYZ5	November 2029	N/A
		MI	31,557,553	NTL(SEQ)	6.50%	FIX/IO	38373WZA9	November 2029	\$ 585,000
<b>Combination 5,</b>		AN	\$ 38,216,460	SEQ	6.50%	FIX	38373WZB7	June 2029	N/A
HA	\$28,216,460								
HB	10,000,000								

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date (4)	Increased Minimum Denomination(5)
			Principal Balance	Notional Balance						
<b>Security Group 2 — (continued)</b>										
<b>Combination 6</b>										
AN*	\$38,216,460	VI	\$ 14,698,638	NTL(SEQ)	6.50%	FIX/IO	38373WZC5	June 2029	\$ 589,000	
		WA	38,216,460	SEQ	6.25%	FIX	38373WZD3	June 2029	N/A	
		WB	38,216,460	SEQ	6.00%	FIX	38373WE1	June 2029	N/A	
		WC	38,216,460	SEQ	5.50%	FIX	38373WF8	June 2029	N/A	
		WD	38,216,460	SEQ	5.00%	FIX	38373WYS1	June 2029	N/A	
		WE	38,216,460	SEQ	4.50%	FIX	38373WZG6	June 2029	N/A	
		WG	38,216,460	SEQ	4.00%	FIX	38373WZH4	June 2029	N/A	
<b>Combination 7</b>										
QA	\$48,015,768	UB	\$ 48,015,768	SEQ	6.25%	FIX	38373WZJ0	December 2028	N/A	
		UC	48,015,768	SEQ	6.00%	FIX	38373WZK7	December 2028	N/A	
		UD	48,015,768	SEQ	5.50%	FIX	38373WZL5	December 2028	N/A	
		UE	48,015,768	SEQ	5.00%	FIX	38373WZM3	December 2028	N/A	
		UG	48,015,768	SEQ	4.50%	FIX	38373WZN1	December 2028	N/A	
		UH	48,015,768	SEQ	4.00%	FIX	38373WZP6	December 2028	N/A	
		UI	18,467,603	NTL(SEQ)	6.50%	FIX/IO	38373WZQ4	December 2028	\$ 585,000	
<b>Combination 8</b>										
QB	\$34,033,872	TB	\$ 34,033,872	SEQ	6.25%	FIX	38373WZR2	November 2029	N/A	
		TC	34,033,872	SEQ	6.00%	FIX	38373WZS0	November 2029	N/A	
		TD	34,033,872	SEQ	5.50%	FIX	38373WZT8	November 2029	N/A	
		TE	34,033,872	SEQ	5.00%	FIX	38373WZU5	November 2029	N/A	
		TG	34,033,872	SEQ	4.50%	FIX	38373WZV3	November 2029	N/A	
		TH	34,033,872	SEQ	4.00%	FIX	38373WZW1	November 2029	N/A	
		TI	13,089,950	NTL(SEQ)	6.50%	FIX/IO	38373WZX9	November 2029	\$ 584,000	
<b>Combination 9</b>										
SD	\$62,965,686	SX	\$133,500,000	NTL(SEQ)	(6)	INV/IO	38373WZY7	August 2027	\$1,168,000	
TL	70,534,314									
<b>Combination 10</b>										
TL	\$44,116,968	SL	\$ 44,116,968	NTL(PAC)	(6)	INV/IO	38373WZZ4	August 2027	\$ 915,000	
TS	44,116,968									

REMIC Securities		MX Securities							
Class	Original Class Principal Balance or 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)	Increased Minimum Denomination(5)
<b>Security Group 2 — (continued)</b>									
<b>Combination 11</b>									
TY	\$26,417,346	SW	\$ 50,000,000	NTL(SEQ)	(6)	INV/IO	38373WA 24	August 2027	\$1,127,000
TW	23,582,654								
TL	26,417,346								
SD	23,582,654								

(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 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) Each Class will be issued in the denominations specified. If no denomination is indicated for a Class, that Class will be issued in the denomination specified under “Description of the Securities — Form of Securities” in this Supplement.

(6) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.  
\* MX Class.

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

**\$746,591,422**

**Government National Mortgage Association  
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2002-39**



**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 June 28, 2002.

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

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

**CREDIT SUISSE FIRST BOSTON**

**BLAYLOCK & PARTNERS, L.P.**

The date of this Offering Circular Supplement is June 20, 2002.

### Ginnie Mae REMIC Trust 2002-39

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
<b>Security Group 1</b>						
GI .....	\$ 10,892,363	6.50%	NTL(PAC)	FIX/IO	April 2022	38373XAA4
MA .....	53,742,000	6.75	SUP	FIX	January 2031	38373XAB2
MB .....	13,302,000	6.75	SUP	FIX	June 2031	38373XAC0
MC .....	12,628,000	6.75	SUP	FIX	November 2031	38373XAD8
MD .....	20,328,000	6.75	SUP	FIX	June 2032	38373XAE6
ME .....	18,241,000	6.50	SUP	FIX	January 2031	38373XAF3
MG .....	4,515,000	6.50	SUP	FIX	June 2031	38373XAG1
MH .....	4,286,000	6.50	SUP	FIX	November 2031	38373XAH9
MJ .....	6,899,571	6.50	SUP	FIX	June 2032	38373XAJ5
MO .....	3,846,154	0.00	SUP	PO	June 2032	38373XAK2
PB(1) .....	36,606,256	6.50	PAC	FIX	June 2027	38373XAL0
PC(1) .....	50,909,671	6.50	PAC	FIX	December 2028	38373XAM8
PD .....	100,000,000	6.50	PAC	FIX	July 2031	38373XAN6
UI .....	18,589,221	6.50	NTL(PAC)	FIX/IO	March 2026	38373XAP1
VA(1) .....	20,083,402	6.50	PAC	FIX	April 2022	38373XAQ9
VM(1) .....	3,496,239	6.50	PAC/AD	FIX	April 2006	38373XAR7
VN(1) .....	9,033,905	6.50	PAC/AD	FIX	March 2013	38373XAS5
WN .....	96,663,952	5.25	PAC	FIX	March 2026	38373XAT3
WU .....	70,800,360	5.50	PAC	FIX	April 2022	38373XAU0
ZP(1) .....	12,500,000	6.50	PAC	FIX/Z	June 2032	38373XAV8
<b>Security Group 2</b>						
AD .....	20,000,000	5.50	SEQ	FIX	February 2025	38373XAW6
AM .....	50,000,000	6.00	SEQ	FIX	September 2026	38373XAX4
DB(1) .....	9,042,595	6.00	SEQ	FIX	February 2025	38373XAY2
DG(1) .....	40,470,019	6.00	SEQ	FIX	November 2029	38373XAZ9
DH(1) .....	9,955,316	6.00	SEQ	FIX	September 2026	38373XBA3
FW .....	12,500,000	(5)	SEQ	FLT	November 2022	38373XBB1
JI .....	1,666,666	6.00	NTL(SEQ)	FIX/IO	February 2025	38373XBC9
K .....	25,000,000	4.75	SEQ	FIX	November 2022	38373XBD7
SW .....	12,500,000	(5)	NTL(SEQ)	INV/IO	November 2022	38373XBE5
VW(1) .....	10,981,162	6.00	SEQ/AD	FIX	August 2011	38373XBF2
VX(1) .....	15,733,706	6.00	SEQ	FIX	July 2019	38373XBG0
ZW(1) .....	15,027,114	6.00	SEQ	FIX/Z	June 2032	38373XBH8
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	June 2032	38373XBJ4

(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:** Credit Suisse First Boston Corporation

**Trustee:** State Street Bank and Trust Company

**Tax Administrator:** The Trustee

**Closing Date:** June 28, 2002

**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 July 2002.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.5%	30
2	Ginnie Mae II	6.0	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> \$537,881,510	358	2	7.25%
<b>Group 2 Trust Assets</b> \$208,709,912	356	1	6.80%

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

<sup>2</sup> Does not include 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 an Interest Only or Principal Only 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>
FW	LIBOR + 0.35%	2.19%	0.35%	8.50%	0	0.00%
SW	8.15% – LIBOR	6.31%	0.00%	8.15%	0	8.15%

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

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

**Allocation of Principal:** On each Distribution Date, the following distributions will be made to the 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 ZP Accrual Amount will be allocated as follows:

- The ZP Accrual Amount as follows:
  1. To VM, VN and VA, in that order, until retired
  2. To ZP
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
  1. To WU, WN, PB, PC, PD, VM, VN, VA and ZP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. Concurrently:
    - a. 72.5754053926% to MA, MB, MC and MD, in that order, until retired
    - b. 24.6332327499% to ME, MG, MH and MJ, in that order, until retired
    - c. 2.7913618575% to MO, until retired
  3. To WU, WN, PB, PC, PD, VM, VN, VA and ZP, in that order, without regard to their Aggregate Scheduled Principal Balance, 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 ZW Accrual Amount will be allocated as follows:

- The ZW Accrual Amount as follows:
  1. To VW and VX, in that order, until retired
  2. To ZW
- The Group 2 Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently:
    - a. 39.5263444311% to AM, until retired
    - b. 60.4736555689% as follows:
      - i. Concurrently:
        - (a) 30.0559363517% to AD, until retired
        - (b) 69.9440636483% as follows:
          - (i) To FW and K, pro rata, until retired
          - (ii) To DB, until retired
      - ii. To DH, until retired
  2. To DG, VW, VX and ZW, in that order, until retired

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

<u>Classes</u>	<u>Structuring Range</u>
PB, PC, PD, VA, VM, VN, WN, WU and ZP (in the aggregate) .....	115% PSA through 250% 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 an Accrual Class as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The



Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GI .....	\$10,892,363	15.3846153846% of WU (PAC Class)
JI .....	\$ 1,666,666	8.3333333333% of AD (SEQ Class)
LI .....	\$ 3,916,128	7.6923076923% of PC (PAC Class)
MI .....	\$ 2,815,865	7.6923076923% of PB (PAC Class)
SW .....	\$12,500,000	100% of FW (SEQ Class)
UI .....	\$18,589,221	19.2307692308% of WN (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 Interests 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	Maximum Original Class Principal Balance or Class Notional Balance(2)	Related MX Class	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date (4)	Increased Minimum Denomination(5)
<b>Security Group 1</b>									
<b>Combination 1</b>									
PB	\$36,606,256	\$ 2,815,865	MI	NTL(PAC)	6.5%	FIX/IO	38373XBK1	June 2027	\$556,000
<b>Combination 2</b>									
PC	\$50,909,671	\$ 3,916,128	LI	NTL(PAC)	6.5%	FIX/IO	38373XBM7	December 2028	\$572,000
<b>Combination 3</b>									
VM	\$ 3,496,239	\$ 50,909,671	LK	PAC	6.0	FIX	38373XBN5	December 2028	N/A
VN	9,033,905	\$12,530,144	VP	PAC/AD	6.5%	FIX	38373XBP0	March 2013	N/A
<b>Combination 4</b>									
VA	\$20,083,402	\$32,613,546	VU	PAC	6.5%	FIX	38373XBQ8	April 2022	N/A
VM	3,496,239								
VN	9,033,905								
<b>Combination 5</b>									
VA	\$20,083,402	\$29,117,307	VT	PAC	6.5%	FIX	38373XBR6	April 2022	N/A
VN	9,033,905								
<b>Combination 6</b>									
VA	\$20,083,402	\$45,113,546	PE	PAC	6.5%	FIX	38373XBX3	June 2032	N/A
VM	3,496,239								
VN	9,033,905								
ZP	12,500,000								
<b>Security Group 2</b>									
<b>Combination 7</b>									
VW	\$10,981,162	\$26,714,868	VY	SEQ	6.0%	FIX	38373XB S4	July 2019	N/A
VX	15,733,706								
<b>Combination 8</b>									
VW	\$10,981,162	\$41,741,982	DE	SEQ	6.0%	FIX	38373XBT2	June 2032	N/A
VX	15,733,706								
ZW	15,027,114								
<b>Combination 9</b>									
DB	\$ 9,042,595	\$18,997,911	DK	SEQ	6.0%	FIX	38373XBU9	September 2026	N/A
DH	9,955,316								

REMIC Securities		MX Securities							
Class	Original Class Principal 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)	Increased Minimum Denomination(5)
<b>Security Group 2 — (continued)</b>									
<b>Combination 10</b>									
DG	\$40,470,019	DL	\$50,425,335	SEQ	6.0%	FIX	38373XBV7	November 2029	N/A
DH	9,955,316								
<b>Combination 11</b>									
DB	\$ 9,042,595	DM	\$59,467,930	SEQ	6.0%	FIX	38373XBW5	November 2029	N/A
DG	40,470,019								
DH	9,955,316								

(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 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) Each Class will be issued in the denominations specified. If no denomination is indicated for a Class, that Class will be issued in the denomination specified under “Description of the Securities — Form of Securities” in this Supplement.

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



**\$233,980,000**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2003-057**

**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 and 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 July 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.

**BANC OF AMERICA SECURITIES LLC**

**ORMES CAPITAL MARKETS, INC.**

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

### Ginnie Mae REMIC Trust 2003-057

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>						
FA .....	\$66,550,000	(5)	PT	FLT	July 2033	38374BCD3
SB .....	18,150,000	(5)	PT	INV	July 2033	38374BCE1
SI .....	36,300,000	(5)	NTL (PT)	INV/IO	July 2033	38374BCF8
<b>Security Group 2</b>						
OA .....	2,500,000	4.50%	SC/PT	FIX	January 2033	38374BCG6
OB .....	2,500,000	6.50	SC/PT	FIX	January 2033	38374BCH4
<b>Security Group 3</b>						
A .....	4,392,334	4.50	SC/SEQ	FIX	April 2033	38374BCJ0
B .....	2,392,333	4.50	SC/SEQ	FIX	April 2033	38374BCK7
C .....	6,392,333	4.50	SC/SEQ	FIX	April 2033	38374BCL5
D .....	6,588,500	5.00	SC/SEQ	FIX	April 2033	38374BCM3
E .....	6,588,500	6.00	SC/SEQ	FIX	April 2033	38374BCN1
<b>Security Group 4</b>						
FE .....	31,488,750	(5)	PAC	FLT	March 2033	38374BCP6
J(1) .....	11,967,000	5.00	TAC/AD	FIX	November 2031	38374BCQ4
K(1) .....	6,242,000	5.00	TAC/AD	FIX	September 2032	38374BCR2
L(1) .....	6,622,000	5.00	SUP	FIX	July 2033	38374BCS0
PG .....	2,947,250	5.00	PAC	FIX	July 2033	38374BCT8
PL .....	50,382,000	3.75	PAC	FIX	March 2033	38374BCU5
SE .....	31,488,750	(5)	NTL (PAC)	INV/IO	March 2033	38374BCV3
Z(1) .....	8,277,000	5.00	SUP	FIX/Z	September 2032	38374BCW1
<b>Residuals</b>						
RR .....	0	0.00	NPR	NPR	July 2033	38374BCY7

(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:** Banc of America Securities LLC

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

**Tax Administrator:** The Trustee

**Closing Date:** July 30, 2003

**Distribution Dates:** For the Group 1 and 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 August 2003. For the Group 2 and 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 August 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	Underlying Certificate	(1)	(1)
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae I	5.0	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 and Group 4 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>			
\$84,700,000	358	2	6.0%
<b>Group 4 Trust Assets</b>			
\$117,926,000	358	2	5.5%

<sup>1</sup> As of July 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 an Interest Only or Inverse Floating Rate Class. See “Description of the Securities — Form of Securities” in this Supplement.

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FA	LIBOR + 0.45%	1.5500000%	0.45%	7.0000000%	0	0.0000%
FE	LIBOR + 0.30%	1.6000000%	0.30%	7.0000000%	0	0.0000%
SB	$10.9166667\% - (\text{LIBOR} \times 1.6666667)$	9.0833333%	0.00%	10.9166667%	0	6.5500%
SE	6.70% - LIBOR	5.4000000%	0.00%	6.7000000%	0	6.7000%
SI	6.55% - LIBOR	5.4500000%	0.00%	6.5500000%	0	6.5500%

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

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

#### SECURITY GROUP 1

A percentage of the Group 1 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 1 Principal Distribution Amount (the “Group 1 Adjusted Principal Distribution Amount”) will be allocated concurrently to FA and SB, pro rata, until retired.

#### SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, concurrently, to OA and OB, pro rata, until retired.

**SECURITY GROUP 3**

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

1. 50% sequentially to A, B and C, in that order, until retired
2. 50% concurrently to D and E, pro rata, until retired

**SECURITY GROUP 4**

A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the “Group 4 Adjusted Principal Distribution Amount”) and the Z Accrual Amount will be allocated as follows:

- The Z Accrual Amount as follows:
  1. Sequentially, to J and K, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. To Z, until retired
- The Group 4 Adjusted Principal Distribution Amount in the following order of priority:
  1. To FE, PG and PL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
    - a. Concurrently, to FE and PL, pro rata, until retired
    - b. To PG, until retired
  2. Sequentially, to J and K, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. To Z, until retired
  4. Sequentially, to J and K, in that order, without regard to their Aggregate Scheduled Principal Balances, until retired
  5. To L, until retired
  6. To FE, PG and PL, in the manner and order of priority described in Step 1, but without regard to their Aggregate Scheduled Principal Balances, until retired

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

<u>Class</u>	<u>Structuring Range or Rate</u>
FE, PG and PL (in the aggregate) .....	140% PSA through 325% PSA
J and K (in the aggregate) .....	201% PSA

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



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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
SI .....	\$36,300,000	54.5454545455% of FA (PT Class)
SE .....	31,488,750	100% of FE (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.



\$586,420,902

# Government National Mortgage Association

**GINNIE MAE®**

Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-087

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OFFERING CIRCULAR SUPPLEMENT  
October 22, 2004

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Citigroup  
Blaylock & Partners, L.P.