

**Offering Circular Supplement
(To Multifamily Base Offering Circular dated April 1, 2008)**



\$265,510,677

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed Multifamily REMIC Pass-Through Securities
Ginnie Mae REMIC Trust 2008-039**

The Securities

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

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. Ginnie Mae does not guarantee the payment of any prepayment penalties.

Class of REMIC Securities	Original Principal Balance(1)	Interest Rate	Principal Type(2)	Interest Type(2)	CUSIP Number	Final Distribution Date(3)
A	\$ 82,180,418	4.500%	SEQ	FIX	38373MW22	February 2023
B	49,000,000	4.549	SEQ	FIX	38373MW30	June 2028
C	61,000,000	(4)	SEQ	WAC/DLY	38373MW48	March 2034
D	66,000,000	(4)	SEQ	WAC/DLY	38373MW55	August 2040
Z	7,330,259	4.500	SEQ	FIX/Z	38373MW63	February 2048
IO	265,510,677	(4)	NTL (PT)	WAC/IO/DLY	38373MW71	February 2048
Residual						
RR	0	0.000	NPR	NPR	38373MW89	February 2048

- (1) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for the Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (2) As defined under “Class Types” in Appendix I to the Multifamily Base Offering Circular. The type of Class with which the Class Notional Balance of the Notional Class will be reduced is indicated in parentheses.
- (3) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (4) See “Terms Sheet — Interest Rates” in this Supplement.

The Trust and its Assets

The Trust will own the Ginnie Mae Multifamily Certificates described on Exhibit A.

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

See “Risk Factors” beginning on page S-6 which highlights some of these risks.

The 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 29, 2008.

You should read the Base Offering Circular for Guaranteed Multifamily REMIC Pass-Through Securities, Chapter 31 of the Ginnie Mae Mortgage-Backed Securities Guide 5500.3, as amended, and 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

Loop Capital Markets, LLC

The date of this Offering Circular Supplement is May 21, 2008.

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 for Guaranteed Multifamily REMIC Pass-Through Securities dated as of April 1, 2008 (hereinafter referred to as the “Multifamily Base Offering Circular”) and
- Chapter 31 of the Ginnie Mae Mortgage-Backed Securities Guide 5500.3, as amended (the “MBS Guide”).

The Multifamily Base Offering Circular and the MBS Guide are available on Ginnie Mae’s website located at <http://www.ginniemae.gov>.

If you do not have access to the internet, call The Bank of New York, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Multifamily Base Offering Circular and the MBS Guide.

In addition, you can obtain copies of the disclosure documents related to the Ginnie Mae Multifamily Certificates by contacting The Bank of New York at the telephone number listed above.

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

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	S-3	Certain Federal Income Tax	
Risk Factors	S-6	Consequences	S-22
The Ginnie Mae Multifamily Certificates	S-8	ERISA Matters	S-24
Ginnie Mae Guaranty	S-11	Legal Investment Considerations	S-24
Description of the Securities	S-12	Plan of Distribution	S-24
Yield, Maturity and Prepayment		Increase in Size	S-25
Considerations	S-15	Legal Matters	S-25
		Exhibit A	A-1

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

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: May 29, 2008

Distribution Date: The 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in June 2008.

Composition of the Trust Assets:

The Ginnie Mae Multifamily Certificates will consist of 75 fixed rate Ginnie Mae Project Loan Certificates, which have an aggregate balance of approximately \$265,560,678 as of the Cut-off Date.

Certain Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans Underlying the Trust Assets⁽¹⁾:

The Ginnie Mae Multifamily Certificates and the related Mortgage Loans will have the following characteristics, aggregated on the basis of the applicable FHA insurance program or Section 538 Guarantee Program:

FHA Insurance Program/ Section 538 Guarantee Program	Principal Balance	Number of Trust Assets	Percent of Total Balance	Weighted Average Mortgage Interest Rate	Weighted Average Certificate Rate	Weighted Average Original Term to Maturity ⁽²⁾ (in months)	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Period from Issuance ⁽²⁾ (in months)	Weighted Average Remaining Lockout Period (in months)	Weighted Average Total Remaining Lockout and Prepayment Penalty Period (in months)
232/223(f)	\$ 67,613,998	12	25.46%	6.143%	5.831%	389	387	3	16	119
207/223(f)	44,154,445	16	16.63	6.285	5.999	389	385	4	22	117
223(a)(7)	39,735,743	15	14.96	6.202	5.924	332	320	12	12	98
223(f)	38,522,294	9	14.51	6.000	5.750	417	412	5	16	116
221(d)(4)	33,450,273	8	12.60	5.653	5.400	474	448	26	13	103
232/223(a)(7)	14,795,723	2	5.57	6.264	5.861	328	324	4	8	116
232	7,761,524	2	2.92	7.514	7.260	414	375	39	59	59
221(d)(4)/223(a)(7)	5,529,321	3	2.08	6.290	5.800	341	333	8	4	102
220	5,074,587	1	1.91	5.750	5.500	476	466	10	10	106
538	5,023,618	5	1.89	7.003	6.272	448	446	2	41	116
241(f)/223(a)(7)	2,845,363	1	1.07	5.770	5.470	327	325	2	11	119
241	1,053,790	1	0.40	6.250	6.000	308	293	15	4	100
Total/Weighted Average:	\$265,560,678	75	100.00%	6.148%	5.849%	393	384	9	17	110

(1) As of May 1, 2008 (the “Cut-off Date”); includes Ginnie Mae Multifamily Certificates added to pay the Trustee Fee. Some of the columns may not foot due to rounding.

(2) Based on the issue date of the related Ginnie Mae Multifamily Certificate.

The information contained in this chart has been collected and summarized by the Sponsor based on publicly available information, including the disclosure documents for the Ginnie Mae Multifamily Certificates. See “The Ginnie Mae Multifamily Certificates — The Mortgage Loans” and Exhibit A to this Supplement.

Lockout Periods and Prepayment Penalties: Certain of the Mortgage Loans prohibit voluntary prepayments during specified lockout periods with remaining terms that range from 0 to 115 months.

The Mortgage Loans have a weighted average remaining lockout period of approximately 17 months. Certain of the Mortgage Loans provide for payment of Prepayment Penalties during specified periods beginning on the applicable lockout period end date or, if no lockout period applies, the applicable Issue Date. See “*The Ginnie Mae Multifamily Certificates — Certain Additional Characteristics of the Mortgage Loans*” and “*Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans*” in Exhibit A to this Supplement. Prepayment Penalties received by the Trust will be allocated as described 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.

Increased Minimum Denomination Class: Class IO. 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 front cover of this Supplement.

The Weighted Average Coupon Classes will bear interest at per annum Interest Rates based on the Weighted Average Certificate Rate of the Ginnie Mae Multifamily Certificates (“WACR”) as follows:

Class C will bear interest during each Accrual Period at a per annum rate equal to the lesser of 5.0230% and WACR.

Class D will bear interest during each Accrual Period at a per annum rate equal to the lesser of 5.5320% and WACR.

Class IO will bear interest during each Accrual Period at a per annum rate equal to the WACR less the weighted average of the applicable Interest Rate for Classes A, B, C, D and Z for that Accrual Period weighted based on the Class Principal Balance of each such Class for the related Distribution Date (before giving effect to any payments on such Distribution Date).

The Weighted Average Coupon Classes will bear interest during the initial Accrual Period at the following approximate Interest Rates:

<u>Class</u>	<u>Approximate Initial Interest Rate</u>
C	5.0230%
D	5.5320
IO	0.9628

Allocation of Principal: On each Distribution Date, a percentage of the Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the “Adjusted Principal Distribution Amount”) and the Accrual Amount will be allocated sequentially, to A, B, C, D and Z, in that order, until retired.

Allocation of Prepayment Penalties: On each Distribution Date, the Trustee will pay 100% of any Prepayment Penalties that are collected and passed through to the Trust to Class IO.

Accrual Class: Interest will accrue on the Accrual Class identified on the front cover of this Supplement at the per annum rate set forth on the front cover of this Supplement. 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 the

Accrual Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

Notional Class: The Notional Class will not receive distributions of principal but has a Class Notional Balance for convenience in describing its entitlement to interest. The Class Notional Balance of the 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</u>
IO	\$265,510,677	100% of A, B, C, D and Z (in the aggregate) (SEQ Classes)

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

Regular and Residual Classes: Class RR is a Residual Class and represents 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 will vary. Following any lockout period, and upon payment of any applicable prepayment penalty, borrowers may prepay their mortgage loans at any time. In addition, in the case of FHA-insured Mortgage Loans, borrowers may also prepay their mortgage loans during a lockout period or without paying any applicable prepayment penalty with the approval of the FHA.

Rates of principal payments can reduce your yield.

The yield on your securities probably will be lower than you expect if:

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

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

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan.

At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage

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

An investment in the securities is subject to significant reinvestment and extension 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.

Defaults will increase the rate of prepayment.

Lending on multifamily properties and nursing facilities is generally viewed as exposing the lender to a greater risk of loss than single-family lending. If a mortgagor defaults on a mortgage loan and the loan is subsequently foreclosed upon or assigned to FHA for FHA insurance benefits or otherwise liquidated, the effect would be comparable to a prepayment of the mortgage loan; however, no prepayment penalty would be received. Similarly, mortgage loans as to which there is a material breach of a representation may be purchased out of the trust without the payment of a prepayment penalty.

Available information about the mortgage loans is limited. Generally, neither audited financial statements nor recent appraisals are available with respect to the mortgage loans, the mortgaged properties, or the operating revenues, expenses and values of the mortgaged properties. Certain default, delinquency and other information relevant to the likelihood of prepayment of the multifamily mortgage loans underlying the Ginnie Mae multifamily certificates is made generally available to the public and holders of the securities should consult such information. The scope of such information is limited, however, and accordingly, at a time when you might be buying or selling your securities, you may not be aware of matters that, if known, would affect the value of your securities.

FHA has authority to override lockouts and prepayment limitations. FHA insurance and certain mortgage loan and trust provisions may affect lockouts and the right to receive prepayment penalties. FHA may override any lockout or prepayment penalty provision with respect to the FHA-insured mortgage loans if it determines that it is in the best interest of the federal government to allow the mortgage to refinance or to prepay in part its mortgage loan.

Holders entitled to prepayment penalties may not receive them. Prepayment penalties received by the trustee will be distributed to Class IO as further described in this Supplement. Ginnie Mae, however, does not guarantee that mortgagors will in fact pay any prepayment penalties or that such prepayment penalties will be received by the trustee. Accordingly, holders of the class entitled to receive prepayment penalties will receive them only to the extent that the trustee receives them. Moreover, even if the trustee distributes prepayment penalties to the holders of that class, the additional amounts may not offset the reduction in yield caused by the corresponding prepayments.

The securities may not be a suitable investment for you. The securities, in particular, the interest only, accrual and residual classes, are not suitable investments for all investors. Only “accredited investors,” as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, who have substantial experience in

mortgage-backed securities and are capable of understanding the risks should invest in the securities.

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

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Multifamily 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 prepayment rates of the underlying mortgage loans will affect the weighted average lives and yields of your securities.

The yield and decrement tables in this supplement are based on assumed prepayment rates. 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. As a result, the yields on your securities could be lower than you expected.

THE GINNIE MAE MULTIFAMILY CERTIFICATES

General

The Sponsor intends to acquire the Ginnie Mae Multifamily Certificates 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 Ginnie Mae Multifamily Certificates.

The Ginnie Mae Multifamily Certificates

The Ginnie Mae Multifamily Certificates are guaranteed by Ginnie Mae pursuant to its Ginnie Mae I Program. Each Mortgage Loan underlying a Ginnie Mae Multifamily Certificate bears interest at a Mortgage Rate that is greater than the related Certificate Rate.

For each Mortgage Loan underlying a Ginnie Mae Multifamily Certificate, the difference between (a) the Mortgage Rate and (b) the related Certificate Rate is used to pay the servicer of the Mortgage Loan a monthly fee for servicing the Mortgage Loan and to pay Ginnie Mae a fee for its guarantee of the related Ginnie Mae Multifamily Certificate (together, the “Servicing and Guaranty Fee Rate”). The per annum rate used to calculate these fees for the Mortgage Loans in the Trust is shown on Exhibit A to this Supplement.

The Ginnie Mae Multifamily Certificates included in the Trust consist of Ginnie Mae Project Loan Certificates (the “Trust PLCs”).

Each Trust PLC will be based on and backed by one or more multifamily Mortgage Loans with an original term to maturity of generally no more than 40 years.

Each Trust PLC will provide for the payment to the registered holder of that Trust PLC of monthly payments of principal and interest equal to the aggregate amount of the scheduled monthly principal and interest payments on the Mortgage Loans underlying that Trust PLC, less applicable servicing and guaranty fees. In addition, each payment will include any prepayments and other unscheduled recoveries of principal of, and any Prepayment Penalties on, the underlying Mortgage Loans to the extent received by the Ginnie Mae Issuer during the month preceding the month of the payment.

The Mortgage Loans

Each Ginnie Mae Multifamily Certificate represents a beneficial interest in one or more Mortgage Loans.

Seventy five (75) Mortgage Loans will underlie the Ginnie Mae Multifamily Certificates. These Mortgage Loans have an aggregate balance of approximately \$265,560,678 as of the Cut-off Date, after giving effect to all payments of principal due on or before that date.

The Mortgage Loans have, on a weighted average basis, the other characteristics set forth in the Terms Sheet under “Certain Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans Underlying the Trust Assets” and, on an individual basis, the characteristics described in Exhibit A to this Supplement. They also have the general characteristics described below. The Mortgage Loans consist of first lien and second lien, multifamily, fixed rate mortgage loans that are secured by a lien on the borrower’s fee simple estate in a multifamily property consisting of five or more dwelling units or nursing facilities and guaranteed by Section 538 or insured by FHA or coinsured by FHA and the related mortgage lender. See *“The Ginnie Mae Multifamily Certificates — General” in the Multifamily Base Offering Circular*.

FHA Insurance Programs

FHA multifamily insurance programs generally are designed to assist private and public mortgagors in obtaining financing for the construction, purchase or rehabilitation of multifamily housing pursuant to the National Housing Act of 1934 (the "Housing Act"). Mortgage Loans are provided by FHA-approved institutions, which include mortgage banks, commercial banks, savings and loan associations, trust companies, insurance companies, pension funds, state and local housing finance agencies and certain other approved entities. Mortgage Loans insured under the programs described below will have such maturities and amortization features as FHA may approve, provided that generally the minimum mortgage loan term will be at least ten years and the maximum mortgage loan term will not exceed the lesser of 40 years and 75 percent of the estimated remaining economic life of the improvements on the mortgaged property. Tenant eligibility for FHA-insured projects generally is not restricted by income, except for projects as to which rental subsidies are made available with respect to some or all the units therein or to specified tenants.

The following is a summary of the various FHA insurance programs under which the Mortgage Loans are insured.

Section 207 (Mortgage Insurance for Multifamily Housing). Section 207 of the Housing Act provides for federal insurance of mortgage loans originated by FHA-approved lenders in connection with the construction or substantial rehabilitation of multifamily housing projects, which includes manufactured home parks.

Section 220 (Urban Renewal Mortgage Insurance). Section 220 of the Housing Act provides for federal insurance of mortgage loans on multifamily rental projects located in federally aided urban renewal areas or in areas having a local redevelopment or urban renewal plan certified by the FHA. The mortgage loans may finance the rehabilitation of existing salvable housing (including the refinancing of existing loans) or new construction in targeted areas. The purpose of Section 220 is to encourage quality rental housing in urban areas targeted for overall revitalization.

Section 221(d) (Housing for Moderate Income and Displaced Families). Section 221(d)(4) of the Housing Act provides for mortgage insurance to assist private industry in the construction or substantial rehabilitation of rental and cooperative housing for low- and moderate income families and families that have been displaced as a result of urban renewal, governmental actions or disaster.

Section 223(a)(7) (Refinancing of FHA-Insured Mortgages). Section 223(a)(7) of the Housing Act permits FHA to refinance existing insured mortgage loans under any section or title of the Housing Act. Such refinancing results in prepayment of the existing insured mortgage. The new, refinanced mortgage loan is limited to the original principal amount of the existing mortgage loan and the unexpired term of the existing mortgage loan plus 12 years.

Section 223(f) (Purchase or Refinancing of Existing Projects). Section 223(f) of the Housing Act provides for federal insurance of mortgage loans originated by FHA-approved lenders in connection with the purchase or refinancing of existing multifamily housing complexes, hospitals and nursing homes that do not require substantial rehabilitation. The principal objective of the Section 223(f) program is to permit the refinancing of mortgage loans to provide for a lower debt service or the purchase of existing properties in order to preserve an adequate supply of affordable rental housing. Such projects may have been financed originally with conventional or FHA-insured mortgage loans.

Section 232 (Mortgage Insurance for Nursing Homes, Immediate Care Facilities and Board and Care Homes). Section 232 of the Housing Act provides for FHA insurance of private construction mortgage loans to finance new or rehabilitated nursing homes, intermediate care facilities, board and care homes, assisted living for the frail or elderly or allowable combinations thereof, including equipment to be used in their operation. Section 232 also provides for supplemental loans to finance the purchase and installation of fire safety equipment in these facilities.

Section 241 (Supplemental Loans for Multifamily Projects). Sections 241 and 241(f) of the Housing Act provide for FHA insurance to finance property improvements, energy-conserving improvements or additions to any FHA-insured multifamily loan. The overall purpose of the Section 241 loan program is to provide a project with a means to remain competitive, to extend its economic life and to finance the replacement of obsolete equipment without the refinancing of the existing mortgage.

Section 538 Guarantee Program

The Section 538 Guaranteed Rural Rental Housing Program (“Section 538”) is under the United States Department of Agriculture Rural Development (“Rural Development”). The authorizing statute is Title V of the Housing Act. Rural Development operates a broad range of programs that were formerly administered by the Rural Housing Service and the Farmers Home Administration to support affordable housing and community development in rural areas. Mortgage loans are provided by Rural Development-approved multifamily lenders, including state and local housing agencies. The Mortgage Loan guaranteed under the program described below will have the maturity and amortization features as Rural Development may approve.

Tenant eligibility for Section 538-guaranteed projects is restricted to persons with income not in excess of 115% of the area median income.

The following is a summary of Section 538 under which one of the Mortgage Loans is guaranteed.

Section 538. Section 538 was established pursuant to Title V of the Housing Act. Section 538 is designed to increase the supply of affordable rural rental housing, through the use of loan guarantees that encourage partnerships between Rural Development, private lenders and public agencies.

Certain Additional Characteristics of the Mortgage Loans

Mortgage Rates; Calculations of Interest. The Mortgage Loans bear interest at Mortgage Rates that will remain fixed for their remaining terms. All of the Mortgage Loans accrue interest on the basis of a 360-day year consisting of twelve 30-day months. See “*Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans*” in Exhibit A to this Supplement.

Due Dates. Monthly payments on the Mortgage Loans are due on the first day of each month.

Amortization. The Mortgage Loans are fully-amortizing over their remaining terms to stated maturity.

Certain of the Mortgage Loans may provide that, if the related borrower makes a partial principal prepayment, such borrower will not be in default if it fails to make any subsequent scheduled payment of principal provided that such borrower continues to pay interest in a timely manner and the unpaid principal balance of such Mortgage Loan at the time of such failure is at or below what it would otherwise be in accordance with its amortization schedule if such partial principal prepayment had not been made. Under certain circumstances, the Mortgage Loans also permit the reamortization thereof if prepayments are received as a result of condemnation or insurance payments with respect to the related Mortgaged Property.

Level Payments. Although the Mortgage Loans currently have amortization schedules that provide for level monthly payments, the amortization schedules of substantially all of the FHA-insured Mortgage Loans are subject to change upon the approval of FHA that may result in non-level payments.

Furthermore, in the absence of a change in the amortization schedule of the Mortgage Loans, Mortgage Loans that provide for level monthly payments may still receive non-level payments as a result of the fact that, at any time:

- FHA may permit any Mortgage Loan to be refinanced or partially prepaid without regard to any lockout period or Prepayment Penalty; and

- condemnation of, or occurrence of a casualty loss on, the Mortgaged Property securing any Mortgage Loan or the acceleration of payments due under any Mortgage Loan by reason of default may result in prepayment.

“Due-on-Sale” Provisions. The Mortgage Loans do not contain “due-on-sale” clauses restricting sale or other transfer of the related Mortgaged Property. Any transfer of the Mortgaged Property is subject to HUD review and approval under the terms of HUD’s Regulatory Agreement with the owner, which is incorporated by reference into the mortgage.

Prepayment Restrictions. Certain of the Mortgage Loans have lockout provisions that prohibit voluntary prepayment for a number of years following origination. The Mortgage Loans have remaining lockout terms that range from approximately 0 to 115 months, with a weighted average remaining lockout term of approximately 17 months. The enforceability of these lockout provisions under certain state laws is unclear.

Certain of the Mortgage Loans have a period (a “Prepayment Penalty Period”) during which voluntary prepayments must be accompanied by a prepayment penalty equal to a specified percentage of the principal amount of the Mortgage Loan being prepaid (each, a “Prepayment Penalty”). Each Prepayment Penalty Period will follow the termination of the applicable lockout period, or, if no lockout period applies, the applicable Issue Date. See *“Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans” in Exhibit A to this Supplement.*

Exhibit A to this Supplement sets forth, for each Mortgage Loan, as applicable, a description of the related Prepayment Penalty, if any, the period during which the Prepayment Penalty applies and the first month in which the borrower may prepay the Mortgage Loan.

Notwithstanding the foregoing, FHA guidelines require all of the Mortgage Loans to include a provision that allows FHA to override any lockout and/or Prepayment Penalty provisions if FHA determines that it is in the best interest of the federal government to allow the mortgagor to refinance or partially prepay the Mortgage Loan without restrictions or penalties and any such payment will avoid or mitigate an FHA insurance claim.

Coinsurance. Certain of the Mortgage Loans may be federally insured under FHA coinsurance programs that provide for the retention by the mortgage lender of a portion of the mortgage insurance risk that otherwise would be assumed by FHA under the applicable FHA insurance program. As part of such coinsurance programs, FHA delegates to mortgage lenders approved by FHA for participation in such coinsurance programs certain underwriting functions generally performed by FHA. Accordingly, there can be no assurance that such mortgage loans were underwritten in conformity with FHA underwriting guidelines applicable to mortgage loans that were solely federally insured or that the default risk with respect to coinsured mortgage loans is comparable to that of FHA-insured mortgage loans generally. As a result, there can be no assurance that the likelihood of future default or the rate of prepayment on coinsured Mortgage Loans will be comparable to that of FHA-insured mortgage loans generally.

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 (the “Trustee 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 *Multifamily Base Offering Circular*. Ginnie Mae does not guarantee the collection or the payment to Holders of any Prepayment Penalties.

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 *Multifamily Base Offering Circular*.

Form of Securities

Each Class of Securities other than the Residual Securities initially will be issued and maintained in book-entry form 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 located at Wells Fargo Bank, N.A., 45 Broadway, 12th Floor, New York, NY 10006, Attention: Trust Administrator 2008-039. See “*Description of the Securities — Forms of Securities; Book-Entry Procedures*” in the *Multifamily Base Offering Circular*.

Each Class (other than the Increased Minimum Denomination Class) 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 Class will be issued in minimum denominations that equal \$100,000 in initial notional balance.

Distributions

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

Accrual Period

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

Fixed Rate Classes

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the front cover of this Supplement.

Weighted Average Coupon Classes

The Weighted Average Coupon Classes will bear interest at per annum Interest Rates based on WACR as shown under “Terms Sheet — Interest Rates” in this Supplement.

The Trustee’s determination of these Interest Rates will be final except in the case of clear error. Investors can obtain 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 Class

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

Principal Distributions

The Adjusted Principal Distribution Amount and the Accrual Amount will be distributed to the Holders entitled thereto as described above 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 front cover of this Supplement. The abbreviations used on the front cover and in the Terms Sheet are explained under “Class Types” in Appendix I to the Multifamily Base Offering Circular.

Notional Class

The Notional Class will not receive principal distributions. For convenience in describing interest distributions, the Notional Class will have the original Class Notional Balance shown on the front cover of this Supplement. The Class Notional Balance will be reduced as shown under “Terms Sheet — Notional Class” in this Supplement.

Prepayment Penalty Distributions

The Trustee will distribute any Prepayment Penalties that are received by the Trust during the related interest Accrual Period as described in “Terms Sheet — Allocation of Prepayment Penalties” 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 Multifamily Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities (and any addition to the Class Principal Balance of the 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.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than the Accrual Class) can calculate the amount of principal and interest to be distributed to that Class, and investors in the Accrual Class can calculate the 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 Multifamily 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 Security of the Notional Class 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.

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

- Mortgage Loan principal payments may be in the form of scheduled or unscheduled amortization.
- The terms of each Mortgage Loan provide that, following any applicable lockout period, and upon payment of any applicable Prepayment Penalty, the Mortgage Loan may be voluntarily prepaid in whole or in part.
- In addition, in some circumstances FHA may permit a Mortgage Loan to be refinanced or partially prepaid without regard to lockout or Prepayment Penalty provisions. *See "Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans" in Exhibit A to this Supplement.*
- The condemnation of, or occurrence of a casualty loss on, the Mortgaged Property securing any Mortgage Loan or the acceleration of payments due under the Mortgage Loan by reason of default may also result in a prepayment at any time.

Mortgage Loan prepayment rates are likely to fluctuate over time. No representation is made as to the expected Weighted Average Lives of the Securities or the percentage of the original unpaid principal balance of the Mortgage Loans that will be paid to Holders at any particular time. A number of factors may influence the prepayment rate.

- While some prepayments occur randomly, the payment behavior of the Mortgage Loans may be influenced by a variety of economic, tax, geographic, demographic, legal and other factors.
- These factors may include the age, geographic distribution and payment terms of the Mortgage Loans; remaining depreciable lives of the underlying properties; characteristics of the borrowers; amount of the borrowers' equity; the availability of mortgage financing; in a fluctuating interest rate environment, the difference between the interest rates on the Mortgage Loans and prevailing mortgage interest rates; the extent to which the Mortgage Loans are assumed or refinanced or the underlying properties are sold or conveyed; changes in local industry and population as they affect vacancy rates; population migration; and the attractiveness of other investment alternatives.
- These factors may also include the application of lockout periods or the assessment of Prepayment Penalties. *For a more detailed description of the lockout and Prepayment Penalty provisions of the Mortgage Loans, see "Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans" in Exhibit A to this Supplement.*

No representation is made concerning the particular effect that any of these or other factors may have on the prepayment behavior of the Mortgage Loans. The relative contribution of these or other factors may vary over time.

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 Multifamily 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.

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 Mortgage Loans"* in the Multifamily Base Offering Circular.

Final Distribution Date

The Final Distribution Date for each Class, which is set forth on the front cover of 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 are based on the following assumptions (the "Modeling Assumptions"), among others:

1. The Mortgage Loans underlying the Trust Assets have the characteristics shown under "Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans" in Exhibit A to this Supplement.

2. There are no voluntary prepayments during any lockout period.

3. The Mortgage Loans prepay at 100% PLD (as defined under "— Prepayment Assumptions" in this Supplement) and, beginning on the applicable Lockout End Date (or if no lockout period applies, the applicable Issue Date), at the constant percentages of CPR (described below) shown in the related table.

4. The Issue Date, Lockout End Date and Prepayment Penalty End Date of each Ginnie Mae Multifamily Certificate is the first day of the month indicated on Exhibit A.

5. Distributions on the Securities, including all distributions of prepayments on the Mortgage Loans, are always received on the 16th day of the month, whether or not a Business Day, commencing in June 2008.

6. One hundred percent (100%) of the Prepayment Penalties are received by the Trustee and distributed to Class IO.

7. A termination of the Trust does not occur.
8. The Closing Date for the Securities is May 29, 2008.
9. No expenses or fees are paid by the Trust other than the Trustee Fee.

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, many Distribution Dates will occur on the first Business Day after the 16th of the month, prepayments may not occur during the Prepayment Penalty Period, 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, Corrected 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 Multifamily Base Offering Circular.

Prepayment Assumptions

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. One of the models used in this Supplement is the constant prepayment rate (“CPR”) model, which represents an assumed constant rate of voluntary 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 — Prepayment Assumption Models” in the Multifamily Base Offering Circular.

In addition, this Supplement uses another model to measure involuntary prepayments. This model is the Project Loan Default or PLD model provided by the Sponsor. The PLD model represents an assumed rate of involuntary prepayments each month as specified in the table below (the “PLD Model Rates”), in each case expressed as a per annum percentage of the then-outstanding principal balance of each of the Mortgage Loans in relation to its loan age. For example, 0% PLD represents 0% of such assumed rate of involuntary prepayments; 50% PLD represents 50% of such assumed rate of involuntary prepayments; 100% PLD represents 100% of such assumed rate of involuntary prepayments; and so forth.

The following PLD model table was prepared on the basis of 100% PLD. Ginnie Mae had no part in the development of the PLD model and makes no representation as to the accuracy or reliability of the PLD model.

Project Loan Default	
Mortgage Loan Age (in months)(1)	Involuntary Prepayment Default Rate(2)
1-12	1.30%
13-24	2.47
25-36	2.51
37-48	2.20
49-60	2.13
61-72	1.46
73-84	1.26
85-96	0.80
97-108	0.57
109-168	0.50
169-240	0.25
241-maturity	0.00

(1) For purposes of the PLD model, Mortgage Loan Age means the number of months elapsed since the Issue Date indicated on Exhibit A.

(2) Assumes that involuntary prepayments start immediately.

The decrement tables set forth below are based on the assumption that the Mortgage Loans prepay at the indicated percentages of CPR (the “CPR Prepayment Assumption Rates”) and 100% PLD. **It is unlikely that the Mortgage Loans will prepay at any of the CPR Prepayment Assumption Rates or PLD Model Rates and the timing of changes in the rate of prepayments actually experienced on the Mortgage Loans is unlikely to follow the pattern described for the CPR Prepayment Assumption Rates or PLD Model Rates.**

Decrement Tables

The decrement tables set forth below illustrate the percentage of the Original Class Principal Balance (or, in the case of the Notional Class, the original Class Notional Balance) that would remain outstanding following the distribution made each specified month for each Regular Class, based on the assumption that the Mortgage Loans prepay at the CPR Prepayment Assumption Rates and 100% PLD. 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 CPR Prepayment Assumption Rate and 100% PLD based on the assumptions indicated above for the Mortgage Loans. 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 the 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 Weighted Average Lives are likely to vary, perhaps significantly, from those set forth in the tables below due to the differences between the actual rate of prepayments on the Mortgage Loans underlying the Ginnie Mae Multifamily Certificates and the Modeling Assumptions.

The information shown for the 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 the Notional Class has been calculated on the assumption that a reduction in the Class Notional Balance thereof is a distribution of principal.

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

Distribution Date	CPR Prepayment Assumption Rates																			
	Class A					Class B					Class C					Class D				
	0%	5%	15%	25%	40%	0%	5%	15%	25%	40%	0%	5%	15%	25%	40%	0%	5%	15%	25%	40%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2009	90	87	80	73	61	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2010	78	66	44	22	0	100	100	100	100	87	100	100	100	100	100	100	100	100	100	100
May 2011	66	42	0	0	0	100	100	98	32	0	100	100	100	100	59	100	100	100	100	100
May 2012	56	20	0	0	0	100	100	33	0	0	100	100	100	62	0	100	100	100	100	91
May 2013	46	0	0	0	0	100	100	0	0	0	100	100	84	14	0	100	100	100	100	52
May 2014	37	0	0	0	0	100	70	0	0	0	100	100	47	0	0	100	100	100	78	24
May 2015	29	0	0	0	0	100	42	0	0	0	100	100	17	0	0	100	100	100	53	8
May 2016	21	0	0	0	0	100	17	0	0	0	100	100	0	0	0	100	100	92	34	0
May 2017	13	0	0	0	0	100	0	0	0	0	100	94	0	0	0	100	100	73	20	0
May 2018	6	0	0	0	0	100	0	0	0	0	100	76	0	0	0	100	100	57	10	0
May 2019	0	0	0	0	0	96	0	0	0	0	100	59	0	0	0	100	100	43	1	0
May 2020	0	0	0	0	0	81	0	0	0	0	100	43	0	0	0	100	100	31	0	0
May 2021	0	0	0	0	0	67	0	0	0	0	100	27	0	0	0	100	100	21	0	0
May 2022	0	0	0	0	0	52	0	0	0	0	100	13	0	0	0	100	100	13	0	0
May 2023	0	0	0	0	0	37	0	0	0	0	100	0	0	0	0	100	99	6	0	0
May 2024	0	0	0	0	0	21	0	0	0	0	100	0	0	0	0	100	87	0	0	0
May 2025	0	0	0	0	0	5	0	0	0	0	100	0	0	0	0	100	76	0	0	0
May 2026	0	0	0	0	0	0	0	0	0	0	90	0	0	0	0	100	64	0	0	0
May 2027	0	0	0	0	0	0	0	0	0	0	75	0	0	0	0	100	54	0	0	0
May 2028	0	0	0	0	0	0	0	0	0	0	62	0	0	0	0	100	44	0	0	0
May 2029	0	0	0	0	0	0	0	0	0	0	48	0	0	0	0	100	35	0	0	0
May 2030	0	0	0	0	0	0	0	0	0	0	34	0	0	0	0	100	27	0	0	0
May 2031	0	0	0	0	0	0	0	0	0	0	18	0	0	0	0	100	18	0	0	0
May 2032	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	100	10	0	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	89	3	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	75	0	0	0	0
May 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	61	0	0	0	0
May 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	47	0	0	0	0
May 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	33	0	0	0	0
May 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	18	0	0	0	0
May 2039	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0
May 2040	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2044	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2045	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2048	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	4.9	2.7	1.7	1.4	1.1	14.1	6.8	3.7	2.8	2.2	20.8	11.7	6.0	4.3	3.1	27.8	19.7	10.9	7.5	5.3

Distribution Date	CPR Prepayment Assumption Rates									
	Class IO					Class Z				
	0%	5%	15%	25%	40%	0%	5%	15%	25%	40%
Initial Percent	100	100	100	100	100	100	100	100	100	100
May 2009	97	96	94	92	88	105	105	105	105	105
May 2010	93	90	83	76	67	109	109	109	109	109
May 2011	90	83	69	57	42	114	114	114	114	114
May 2012	87	76	57	42	26	120	120	120	120	120
May 2013	84	70	48	32	16	125	125	125	125	125
May 2014	81	64	39	23	10	131	131	131	131	131
May 2015	79	59	32	17	6	137	137	137	137	137
May 2016	77	55	27	12	4	143	143	143	143	128
May 2017	75	51	22	9	2	150	150	150	150	80
May 2018	72	47	18	7	1	157	157	157	157	49
May 2019	70	43	15	5	1	164	164	164	164	29
May 2020	68	39	12	4	0	171	171	171	128	17
May 2021	65	36	10	3	0	179	179	179	93	10
May 2022	63	33	8	2	0	188	188	188	67	6
May 2023	60	30	7	1	0	196	196	196	49	3
May 2024	57	27	6	1	0	205	205	201	35	2
May 2025	55	25	5	1	0	215	215	163	25	1
May 2026	52	22	4	0	0	224	224	132	18	1
May 2027	49	20	3	0	0	235	235	106	13	0
May 2028	46	18	2	0	0	246	246	85	9	0
May 2029	43	16	2	0	0	257	257	68	6	0
May 2030	40	14	1	0	0	269	269	54	4	0
May 2031	37	12	1	0	0	281	281	42	3	0
May 2032	34	11	1	0	0	294	294	33	2	0
May 2033	31	9	1	0	0	307	307	25	1	0
May 2034	27	8	1	0	0	321	286	19	1	0
May 2035	24	7	0	0	0	336	241	15	1	0
May 2036	21	6	0	0	0	352	200	11	0	0
May 2037	18	4	0	0	0	368	163	8	0	0
May 2038	15	4	0	0	0	385	128	5	0	0
May 2039	13	3	0	0	0	402	102	4	0	0
May 2040	10	2	0	0	0	371	78	3	0	0
May 2041	8	2	0	0	0	274	55	2	0	0
May 2042	5	1	0	0	0	176	33	1	0	0
May 2043	2	0	0	0	0	87	16	0	0	0
May 2044	2	0	0	0	0	66	11	0	0	0
May 2045	1	0	0	0	0	45	7	0	0	0
May 2046	1	0	0	0	0	21	3	0	0	0
May 2047	0	0	0	0	0	5	1	0	0	0
May 2048	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.0	11.3	6.2	4.3	3.1	34.1	29.7	20.3	14.3	9.8

Yield Considerations

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

Prepayments: Effect on Yields

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

- In the case of Regular Securities purchased at a premium (especially the Interest Only Class), 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 Class 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 purchased at a discount, slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

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

Certain of the Mortgage Loans prohibit voluntary prepayment during specified lockout periods with remaining terms that range from 0 to 115 months. The Mortgage Loans have a weighted average remaining lockout period of approximately 17 months and a weighted average remaining term to maturity of approximately 384 months.

- Certain of the Mortgage Loans also provide for payment of a Prepayment Penalty in connection with prepayments for a period extending beyond the lockout period. See *“The Ginnie Mae Multifamily Certificates— Certain Additional Characteristics of the Mortgage Loans”* and *“Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans”* in Exhibit A to this Supplement. The required payment of a Prepayment Penalty may not be a sufficient disincentive to prevent a borrower from voluntarily prepaying a Mortgage Loan.
- In addition, in some circumstances FHA may permit a Mortgage Loan to be refinanced or partially prepaid without regard to lockout or Prepayment Penalty provisions.

Information relating to lockout periods and Prepayment Penalties is contained under *“Certain Additional Characteristics of the Mortgage Loans”* and *“Yield, Maturity and Prepayment Considerations”* in this Supplement and in Exhibit A to this Supplement.

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

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

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

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

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

Payment Delay: Effect on Yields

The effective yield on any Class will be less than the yield otherwise produced by its Interest Rate and purchase price because on any 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 46 days earlier.

Yield Table

The following table shows the pre-tax yields to maturity on a corporate bond equivalent basis of Class IO at various constant percentages of CPR and 100% PLD.

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

The yields were calculated by:

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

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

The information set forth in the following table was prepared on the basis of the Modeling Assumptions and the assumption that the purchase price of Class IO (expressed as a percentage of its original Class Notional Balance) plus accrued interest is as indicated in the table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

Sensitivity of Class IO to Prepayments
Assumed Price 5.57985%*

CPR Prepayment Assumption Rates			
5%	15%	25%	40%
10.4%	11.3%	14.3%	19.4%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

The Class IO 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 Multifamily Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or de minimis market discount) under the original issue discount (“OID”) rules based on the expected payments on these Securities at the prepayment assumption described below.

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

In addition to the Regular Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), certain Mortgage Loan characteristics and the prepayment assumption described below, Classes B and C are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences between anticipated purchase prices and actual purchase prices. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 15% CPR and 100% PLD (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the Ginnie Mae Multifamily Certificates actually will occur. See *“Certain Federal Income Tax Consequences” in the Multifamily 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 Multifamily 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 Multifamily Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. Even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax

advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

ERISA MATTERS

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular 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 Multifamily 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 Multifamily Base Offering Circular.

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from May 1, 2008 on the Regular Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of

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

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that the Original Class Principal Balance (or original Class Notional Balance) of each Class will increase by the same proportion. The Trust Agreement, the Final Data Statement 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 and Harrell & Chambliss LLP, Richmond, Virginia, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Seward & Kissel LLP.

Trust Assets
 Characteristics of the Ginnie Mae Multifamily Certificates and the Related Mortgage Loans*

Pool Number	Security Type	FHA Insurance Program/ Section 538 Ginnie Mae Program	City	State	Principal Balance at the Cut-off Date	Mortgage Interest Rate (%)	Certificate Rate (%)	Servicing and Guaranty Fee Rate (%)	Monthly Principal Interest	Original Term to Maturity (mos.)	Remaining Term to Maturity (mos.)	Period from Issue (mos.)	Issue Date	Lockout End Date	Prepayment Penalty End Date	Lockout/Prepayment Penalty Code	Remaining Lockout Period	Total Remaining Lockout and Prepayment Penalty (mos.)
601458	PLC	231(d)(4)	Chicago	IL	\$14,244,966.60	5.500%	5.250%	0.250%	\$88,687.63	472	437	35	Jun-05	Jul-08	Jul-17	2	2	110
661805	PLC	232(223f)	Miami	FL	13,375,020.68	6.150	6.200	0.250%	80,448.93	420	418	2	Mar-08	Apr-18	Apr-18	1	23	119
667916	PLC	232(223f)	Beverly	MA	11,474,231.06	5.750	5.500	0.250	63,652.58	419	417	2	Mar-08	Mar-10	Mar-18	1	22	118
663239	PLC	232(223f)	North Hollywood	CA	10,984,340.73	5.950	5.650	0.300	62,331.95	421	418	3	Feb-08	Apr-09	Apr-18	2	11	119
608329	PLC	223(a)(7)	Calcutta	OH	9,851,059.62	5.800	5.550	0.250	64,585.76	297	279	18	Nov-06	Dec-16	Dec-16	2	0	105
642253	PLC	221(d)(4)	Conventry	RI	9,823,512.82	5.450	5.200	0.250	50,822.77	476	464	12	May-07	Apr-09	Apr-17	1	11	107
661800	PLC	232(223(a)(7))	Uniondale	NY	9,045,694.17	6.750	6.250	0.500	70,815.21	251	226	5	Dec-07	Jan-18	Jan-18	2	8	116
653900	PLC	223(a)(7)	Salem	MA	7,557,012.63	6.150	5.850	0.300	43,912.93	420	418	2	Mar-08	Apr-18	Apr-18	1	23	119
667888	PLC	223(f)	Poplar Bluff	MO	7,293,979.89	6.100	5.850	0.250	42,197.16	420	416	4	Jan-08	Jan-09	Jan-18	2	8	116
675558	PLC	232(223f)	Omaha	NE	7,150,956.48	5.600	5.320	0.280	38,931.56	421	418	3	Feb-08	Mar-18	Mar-18	2	10	118
628994	PLC	221(d)(4)	Virginia Beach	VA	6,930,377.33	5.750	5.500	0.250	37,419.75	476	457	19	Oct-06	Jul-16	Jul-16	3	38	98
677410	PLC	232(223f)	San Diego	CA	6,211,580.82	6.810	6.430	0.380	40,606.54	360	358	2	Mar-08	Apr-18	Apr-18	1	23	119
632776	PLC	223(f)	Killeen	TX	6,178,500.00	5.550	5.300	0.250	33,382.22	421	420	1	Apr-08	Jun-10	Jun-10	1	25	121
667912	PLC	223(a)(7)	Toldeo	CA	6,020,315.64	6.250	6.000	0.250	38,665.57	323	321	2	Mar-08	Apr-13	N/A	9	N/A	45
488703	PLC	232	Kanacohe	HI	5,974,558.72	7.375	7.125	0.250	41,247.43	395	361	34	Jul-05	Apr-13	N/A	4	59	59
667900	PLC	232(223(a)(7))	Charlottesville	VA	5,750,029.32	5.900	5.250	0.250	29,708.37	480	477	3	Feb-08	Feb-09	Feb-18	2	9	117
670308	PLC	232(223f)	Hawthorne	CA	5,729,914.11	0.950	5.670	0.380	34,641.13	501	557	3	Feb-08	Mar-18	Mar-18	2	10	118
608328	PLC	223(f)	New York	NY	5,290,429.02	7.250	7.000	0.250	34,679.85	421	402	19	Oct-06	Dec-08	Dec-16	1	7	103
629333	PLC	223(a)(7)	Nashville	TN	5,074,586.53	5.750	5.500	0.250	27,253.32	476	466	10	Jul-07	Mar-09	Mar-17	1	10	106
675569	PLC	223(a)(7)	Lake City	TN	4,814,589.58	6.500	6.220	0.280	29,105.74	420	419	1	Apr-08	May-18	May-18	1	24	120
677409	PLC	232(223f)	Aberdeen	WA	4,648,469.59	5.870	5.490	0.380	27,538.95	361	359	3	Feb-08	Apr-09	Apr-18	2	11	119
649793	PLC	207(223f)	Upper Marlboro	MD	4,602,213.54	6.300	6.050	0.250	29,091.73	360	339	21	Aug-06	Sep-16	Sep-16	4	4	100
675562	PLC	207(223f)	Ventura	CA	4,578,881.36	6.230	5.950	0.280	26,855.19	421	418	3	Feb-08	Mar-18	Mar-18	1	22	118
675553	PLC	232(223f)	Columbus	OH	4,287,924.86	6.230	5.950	0.280	26,475.23	361	357	4	Jan-08	Feb-18	Feb-18	1	21	117
675559	PLC	207(223f)	Chula Vista	CA	4,041,023.13	6.230	5.950	0.280	26,395.36	361	358	3	Feb-08	Mar-18	Mar-18	1	22	118
675560	PLC	207(223f)	El Cajon	CA	4,041,023.13	6.230	5.950	0.280	26,395.36	361	358	3	Feb-08	Mar-18	Mar-18	1	22	118
664253	PLC	232(223f)	Kingsland	TX	3,744,637.05	5.930	5.680	0.250	21,206.12	420	418	2	Mar-08	Apr-10	Apr-18	2	11	119
670310	PLC	232(223f)	Petaluma	CA	3,725,905.93	5.950	5.600	0.250	23,588.89	313	310	3	Feb-08	Apr-09	Apr-18	2	11	119
675561	PLC	207(223f)	Oceanside	CA	3,286,990.37	6.250	5.950	0.280	21,550.34	515	510	5	Feb-08	Mar-18	Mar-18	1	22	118
653896	PLC	207(223f)	St. Joseph	MO	3,192,000.00	6.000	5.750	0.250	18,200.46	421	420	1	Apr-08	Jun-10	Jun-18	1	25	121
649203	PLC	207(223f)	Jackson	TN	3,127,330.08	6.690	6.360	0.330	19,315.21	420	419	1	Apr-08	May-18	May-18	1	24	120
677406	PLC	232(223f)	Newman	CA	3,119,778.89	6.100	5.720	0.380	18,942.79	361	358	3	Feb-08	Apr-09	Apr-18	2	11	119
667901	PLC	232(223f)	Birmingham	AL	3,013,402.60	5.750	5.500	0.250	16,704.10	421	418	3	Feb-08	Apr-09	Apr-18	2	11	119
658977	PLC	223(a)(7)	Brighton	CO	2,986,722.39	6.150	5.900	0.250	22,189.52	246	229	17	Dec-06	Jan-08	Jan-17	2	0	104
675565	PLC	207(223f)	Sedalia	MO	2,881,735.83	6.130	5.850	0.280	16,695.08	421	419	2	Mar-08	Apr-18	Apr-18	1	23	119
664249	PLC	241(f)(223(a)(7))	Honolulu	HI	2,845,663.01	5.770	5.470	0.300	17,326.06	327	325	2	Mar-08	Apr-09	Apr-18	7	11	119
675552	PLC	207(223f)	Charleston	WV	2,832,628.84	6.500	6.220	0.280	17,124.15	420	419	1	Apr-08	Apr-18	Apr-18	1	23	119
675568	PLC	207(223f)	Belle Glade	FL	2,778,338.71	6.250	5.970	0.280	16,343.62	421	417	4	Jan-08	Mar-09	Mar-18	2	10	118
658982	PLC	221(d)(4),223(a)(7)	New Square	NY	2,610,726.36	6.500	6.000	0.500	20,103.63	239	225	14	Mar-07	Mar-08	Mar-17	2	0	106
675567	PLC	232(223f)	Linton	IN	2,599,547.86	6.500	6.220	0.280	16,445.78	561	559	2	Mar-08	May-10	May-18	1	24	120
680001	PLC	207(223f)	Worcester	MA	2,442,100.00	6.500	6.125	0.280	14,754.05	421	420	1	Apr-08	Jun-10	Jun-18	1	25	121
675566	PLC	538	Hondo	TX	2,397,138.86	6.870	5.990	0.880	14,688.27	478	476	2	Mar-08	Jan-18	Jan-18	1	20	116
664256	PLC	223(a)(7)	Elizabeth	NJ	2,185,938.19	6.000	5.750	0.250	20,730.32	152	150	2	Mar-08	May-18	May-18	1	24	120
655496	PLC	221(d)(4),223(a)(7)	Dayton	TX	2,181,924.35	5.800	5.550	0.250	11,792.77	468	466	2	Mar-08	Apr-09	Apr-18	2	11	119
667917	PLC	223(f)	Montgomery	AL	2,147,318.90	5.900	5.650	0.250	12,749.47	360	359	1	Apr-08	Apr-18	Apr-18	1	23	119
677407	PLC	232(223f)	Merced	CA	2,027,222.50	6.100	5.720	0.380	12,308.97	361	358	3	Feb-08	Apr-09	Apr-18	2	11	119
577849	PLC	232	Littleton	NH	1,784,965.18	7.980	7.710	0.270	12,635.60	477	423	54	Nov-03	May-13	N/A	4	60	60
642165	PLC	223(a)(7)	Dundalk	MD	1,765,140.55	5.720	5.470	0.250	10,639.53	360	329	31	Oct-05	Nov-15	Nov-15	8	0	90
483607	PLC	207(223f)	Pooler	GA	1,515,747.78	7.730	7.480	0.250	10,615.08	476	405	83	Jun-01	Oct-10	N/A	4	29	29
661951	PLC	221(d)(4)	Indianapolis	IN	1,500,676.09	6.250	6.000	0.250	8,901.87	408	405	3	Apr-08	Feb-18	Feb-18	1	21	117
667918	PLC	207(223f)	New Britain	CT	1,480,460.49	6.850	6.600	0.250	12,000.61	215	214	1	Apr-08	Mar-18	Mar-18	1	22	118
685141	PLC	223(f)	Tucson	AZ	1,326,000.00	5.900	5.250	0.250	7,120.84	421	420	1	Apr-08	May-18	May-18	1	22	120
625867	PLC	207(223f)	Jenison	MI	1,317,512.05	6.500	6.250	0.250	7,974.84	419	417	2	Apr-08	Mar-18	Mar-18	1	22	118
679980	PLC	207(223f)	Minneapolis	MN	1,262,163.34	6.250	5.875	0.375	7,974.84	419	419	1	Apr-08	Mar-18	Mar-18	1	22	118
662293	PLC	538	Red Bluff	CA	1,245,969.79	7.130	6.650	0.500	8,425.70	357	356	1	Apr-08	Dec-17	N/A	3	58	115
679979	PLC	207(223f)	Bridgeport	OH	1,199,005.22	6.250	5.875	0.375	7,043.74	420	419	4	Apr-08	Mar-13	Mar-13	3	58	118
649783	PLC	241	Dewitt	NY	1,053,789.83	6.250	6.000	0.250	7,163.40	308	293	15	Feb-07	Sep-08	Sep-16	1	4	100
653902	PLC	223(f)	Bremerton	WA	1,028,400.00	6.150	5.900	0.250	5,967.79	421	420	1	Apr-08	Jun-10	Jun-18	1	25	121

Pool Number	Security Type	FHA Insurance Program/Section 538 Guarantee Program	City	State	Principal Balance as of the Cut-off Date	Mortgage Interest Rate (%)	Certificate Rate (%)	Servicing and Guaranty Fee Rate (%)	Maturity Date	Monthly Principal and Interest†	Original Term to Maturity (mos.)	Remaining Term to Maturity (mos.)	Period from Issuance (mos.)	Issue Date	Lockout End Date	Prepayment Penalty End Date	Lockout/Prepayment Penalty Code	Remaining Lockout Period	Total Remaining Lockout and Prepayment Penalty Period (mos.)
658978	PLC	223(O)	Mt. Vernon	MO	\$ 850,032.34	5.850%	5.600%	0.250%	Feb-42	\$ 4,702.48	421	405	16	Jan-07	Mar-09	Mar-17	1	10	106
598863	PLC	207/223(O)	Emporia	KS	824,551.95	5.950	5.700	0.250	Feb-28	5,922.46	240	237	3	Feb-08	Mar-09	Mar-18	2	10	118
664248	PLC	221(O)(4)/223(a)(7)	Louisville	KY	736,070.11	7.000	5.830	1.170	Feb-35	5,082.95	324	321	3	Feb-08	N/A	Mar-11	5	N/A	34
675554	PLC	538	Waverly	OH	659,021.68	7.130	6.250	0.880	Dec-47	4,163.91	478	475	3	Feb-08	Jan-09	Jan-18	2	8	116
546380	PLC	223(O)(7)	Muskogee	OK	632,605.18	7.500	7.000	0.500	Jul-31	4,803.60	361	278	83	Jun-01	Aug-11	N/A	4	39	39
653901	PLC	223(O)(7)	Salem	MA	531,253.48	6.630	6.330	0.300	Mar-43	3,261.12	420	418	2	Mar-08	Apr-10	Apr-18	1	23	119
559204	PLC	223(O)(7)	Ashland	KY	504,877.57	7.750	7.250	0.500	Sep-31	3,904.45	360	280	80	Sep-01	Oct-11	N/A	4	41	41
645582	PLC	221(O)(4)	Aberdeen	MD	457,224.07	6.000	5.750	0.250	Aug-47	2,662.90	473	471	2	Mar-08	Jun-08	Jun-17	7	1	109
424903	PLC	223(O)(7)	Buffalo	NY	441,220.00	8.030	7.290	0.740	Apr-27	3,785.45	306	227	79	Oct-01	Nov-11	N/A	4	42	42
661050	PLC	538	Devils Lake	ND	426,722.41	7.280	6.780	0.500	Nov-47	2,744.90	477	474	3	Feb-08	Nov-08	Nov-17	2	6	114
664670	PLC	223(O)(7)	Toledo	OH	357,285.44	6.000	5.750	0.250	Mar-38	2,146.39	360	358	2	Mar-08	Apr-10	Apr-18	1	25	119
662296	PLC	223(O)(7)	Hillsboro	OH	355,291.03	6.500	6.250	0.250	Mar-38	2,125.12	560	558	2	Mar-08	Mar-09	Mar-18	2	10	118
559227	PLC	538	Grafton	ND	294,764.78	6.870	6.370	0.500	Feb-48	1,806.15	478	477	1	Apr-08	Mar-10	Mar-18	1	22	118
645531	PLC	221(O)(4)	Johnston	SC	273,971.22	7.850	7.350	0.500	Feb-29	2,232.46	324	249	75	Feb-02	Mar-12	N/A	4	46	46
645529	PLC	221(O)(4)	Detroit	MI	236,305.25	6.040	5.600	0.440	Mar-47	1,316.24	468	466	2	Mar-08	N/A	Jan-17	6	N/A	104
645527	PLC	221(O)(4)	Detroit	MI	133,796.47	6.040	5.600	0.440	Mar-47	745.26	468	466	2	Mar-08	N/A	Jan-17	6	N/A	104
645527	PLC	221(O)(4)	Detroit	MI	108,142.79	6.040	5.600	0.440	Mar-47	602.36	468	466	2	Mar-08	N/A	Jan-17	6	N/A	104

* Based on public available information, including the disclosure documents for the Ginnie Mae Multifamily Certificates, the information with respect to the Mortgage Loans set forth on this Exhibit A has been collected and summarized by the sponsor.
† The principal and interest amounts shown in this column reflect only those amounts that are due in respect of each applicable Ginnie Mae Project Loan Certificate that is a Trust PLC.

Lockout and Penalty Codes:

- (1) Voluntary prepayment prohibited through the Lockout End Date, thereafter a Prepayment Penalty of 8% of the prepaid amount until the twelfth mortgage loan payment beyond the Lockout End Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.
- (2) Voluntary prepayment prohibited through the Lockout End Date, thereafter a Prepayment Penalty of 9% of the prepaid amount until the twelfth mortgage loan payment beyond the Lockout End Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.
- (3) Voluntary prepayment prohibited through the Lockout End Date, thereafter a Prepayment Penalty of 5% of the prepaid amount until the twelfth mortgage loan payment beyond the Lockout End Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.
- (4) Voluntary prepayment prohibited through the Lockout End Date disclosed above, thereafter no Prepayment Penalty applies.
- (5) No Lockout. Prepayment Penalty of 3% of the prepaid amount until the thirtieth mortgage loan payment beyond the Issue Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.
- (6) No Lockout. Prepayment Penalty of 9% of the prepaid amount until the forty-sixth mortgage loan payment beyond the Issue Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.
- (7) Voluntary prepayment prohibited through the Lockout End Date, thereafter a Prepayment Penalty of 10% of the prepaid amount until the forty-eighth mortgage loan payment beyond the Lockout End Date disclosed above, thereafter a Prepayment Penalty of 5% of the prepaid amount until the sixtieth mortgage loan payment beyond the Lockout End Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.
- (8) Voluntary prepayment prohibited through the Lockout End Date, thereafter a Prepayment Penalty of 2% of the prepaid amount until the ninety-sixth mortgage loan payment beyond the Lockout End Date disclosed above, and 0% thereafter.
- (9) No Lockout. Prepayment Penalty of 4% of the prepaid amount until the eleventh mortgage loan payment beyond the Issue Date disclosed above, declining thereafter by 1% annually through the Prepayment Penalty End Date disclosed above until it reaches 0%.



\$265,510,677

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed Multifamily REMIC
Pass-Through Securities
Ginnie Mae REMIC Trust 2008-039**

OFFERING CIRCULAR SUPPLEMENT
MAY 21, 2008

**BANC OF AMERICA SECURITIES LLC
LOOP CAPITAL MARKETS, LLC**