



\$395,802,027

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-056**

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.

The Trust and its Assets

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
DA	\$79,500,000	6.00%	SC/TAC/AD	FIX	3837424A8	April 2038
DZ(1)	8,143,027	6.00	SC/SUP	FIX/Z	3837424B6	April 2038
EA(1)	8,109,000	6.00	SC/TAC/AD	FIX	3837424C4	April 2038
EZ(1)	50,000	6.00	SC/SCH/AD	FIX/Z	3837424D2	April 2038
Security Group 2						
CA(1)	61,908,333	6.00	PAC I	FIX	3837424E0	May 2035
CO(1)	2,691,667	0.00	PAC I	PO	3837424F7	May 2035
DB(1)	47,196,000	6.00	PAC I	FIX	3837424G5	September 2037
DO(1)	2,052,000	0.00	PAC I	PO	3837424H3	September 2037
EB(1)	19,166,666	6.00	PAC I	FIX	3837424J9	June 2038
EO(1)	833,334	0.00	PAC I	PO	3837424K6	June 2038
IO	12,500,000	6.00	NTL (PT)	FIX/IO	3837424L4	June 2038
LA	30,473,000	5.50	SUP	FIX	3837424M2	September 2037
LB	2,284,000	5.50	SUP	FIX	3837424N0	December 2037
LC	1,081,000	5.50	SUP	FIX	3837424P5	January 2038
LD	2,573,000	5.50	SUP	FIX	3837424Q3	March 2038
LE	1,369,000	5.50	SUP	FIX	3837424R1	June 2038
LG	9,627,000	5.50	PAC II	FIX	3837424S9	March 2038
LH	1,140,000	5.50	PAC II	FIX	3837424T7	April 2038
LJ	1,223,000	5.50	PAC II	FIX	3837424U4	May 2038
LK	1,140,000	5.50	PAC II	FIX	3837424V2	June 2038
LM	775,000	5.00	SUP	FIX	3837424W0	June 2038
LP	325,000	6.00	SUP	FIX	3837424X8	June 2038
LU	900,000	5.75	SUP	FIX	3837424Y6	June 2038
MC	44,200,000	6.10	TAC/AD	FIX	3837424Z3	June 2038
MH(1)	3,955,000	6.00	TAC/AD	FIX	3837425A7	June 2038
MO	736,667	0.00	TAC/AD	PO	3837425B5	June 2038
MZ(1)	3,968,333	6.00	SUP	FIX/Z	3837425C3	June 2038
NA(1)	57,818,166	6.00	PAC I	FIX	3837425D1	September 2031
NO(1)	2,513,834	0.00	PAC I	PO	3837425E9	September 2031
ZH(1)	50,000	6.00	SCH/AD	FIX/Z	3837425F6	June 2038
Residual						
R	0	0.00	NPR	NPR	3837425G4	June 2038

- (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 the 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 the Notional Class will be reduced is indicated in parentheses.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.

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 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 27, 2008.

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

LOOP CAPITAL MARKETS, LLC

The date of this Offering Circular Supplement is June 20, 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 and
- in the case of the Group 1 securities, the disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Document”).

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

If you do not have access to the internet, call The Bank of New York, 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 The Bank of New York 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: Banc of America Securities LLC

Co-Sponsor: Loop Capital Markets, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 27, 2008

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 2008.

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	6.0%	30

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the front cover of this Supplement and on Schedule I to this Supplement. Except in the case of Class HL, 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 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 2 Trust Assets			
\$300,000,000	352	7	6.5%

¹ As of June 1, 2008.

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

³ The Mortgage Loans underlying the Group 2 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 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

Issuance of Securities: The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-

Entry System”). The Residual Securities will be issued in fully registered, certificated form. *See “Description of the Securities — Form of Securities” in this Supplement.*

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

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

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

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

SECURITY GROUP 1

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

- The EZ Accrual Amount in the following order of priority:
 1. To EA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To EZ, until retired
- The DZ Accrual Amount in the following order of priority:
 1. To DA, EA and EZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To DA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To EA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To EZ, until retired
 - d. To EA, without regard to its Scheduled Principal Balance, until retired
 - e. To DA, without regard to its Scheduled Principal Balance, until retired
 2. To DZ, until retired
- The Group 1 Principal Distribution Amount in the following order of priority:
 1. To DA, EA and EZ, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. To DA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. To EA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To EZ, until retired
 - d. To EA, without regard to its Scheduled Principal Balance, until retired
 - e. To DA, without regard to its Scheduled Principal Balance, until retired
 2. To DZ, until retired
 3. To DA, EA and EZ, in the same order and manner of priority as described in step 1. above, 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 MZ and ZH Accrual Amounts will be allocated as follows:

- The ZH Accrual Amount in the following order of priority:
 1. To MH, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To ZH, until retired
- The MZ Accrual Amount in the following order of priority:
 1. To MC, MO, MH and ZH, in the following order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - a. Concurrently, to MC and MO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To MH, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To ZH, until retired
 - d. To MH, without regard to its Scheduled Principal Balance, until retired
 - e. Concurrently, to MC and MO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 2. To MZ, until retired
- The Group 2 Adjusted Principal Distribution Amount in the following order of priority:
 1. To NA, NO, CA, CO, DB, DO, EB and EO, in the following order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - a. Concurrently, to NA and NO, pro rata, until retired
 - b. Concurrently, to CA and CO, pro rata, until retired
 - c. Concurrently, to DB and DO, pro rata, until retired
 - d. Concurrently, to EB and EO, pro rata, until retired
 2. Concurrently, as follows:
 - a. 50% in the following order of priority:
 - i. To MC, MO, MH and ZH, in the following order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - (a) Concurrently, to MC and MO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - (b) To MH, until reduced to its Scheduled Principal Balance for that Distribution Date
 - (c) To ZH, until retired
 - (d) To MH, without regard to its Scheduled Principal Balance, until retired
 - (e) Concurrently, to MC and MO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 - ii. To MZ, until retired
 - iii. To MC, MO, MH and ZH, in the same order and manner of priority as described in step 2.a.i. above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - b. 50% in the following order of priority:

- i. Sequentially, to LG, LH, LJ and LK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Sequentially, to LA, LB, LC and LD, in that order, until retired
 - iii. Concurrently, to LE, LM, LP and LU, pro rata, until retired
 - iv. Sequentially, to LG, LH, LJ and LK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
3. To NA, NO, CA, CO, DB, DO, EB and EO, in the same order and manner of priority as described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC I Classes	
CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)	100% PSA through 300% PSA
PAC II Classes	
LG, LH, LJ and LK (in the aggregate)	128% PSA through 275% PSA
Scheduled and TAC Classes	
DA, EA and EZ (in the aggregate)	(1)
MC, MH, MO and ZH (in the aggregate)	(2)
TAC Classes	
DA	288% PSA
EA	325% PSA
MC and MO (in the aggregate)	274% PSA
MH	300% PSA

(1) The Aggregate Scheduled Principal Balances for DA, EA and EZ were calculated based on the PSA Rate in effect for each Distribution Date as indicated below:

July 2008	175.0% PSA
August 2008	187.5% PSA
September 2008	200.0% PSA
October 2008	212.5% PSA
November 2008	225.0% PSA
December 2008	237.5% PSA
January 2009	250.0% PSA
February 2009	262.5% PSA
March 2009	275.0% PSA
April 2009	287.5% PSA
May 2009	300.0% PSA
June 2009	312.5% PSA
July 2009 and thereafter	325.0% PSA

(2) The Scheduled Principal Balances for MC, MH, MO and ZH were calculated based on the PSA Rate in effect for each Distribution Date as indicated below:

July 2008	250.0% PSA
August 2008	252.5% PSA
September 2008	255.0% PSA
October 2008	257.5% PSA
November 2008	260.0% PSA
December 2008	262.5% PSA
January 2009	265.0% PSA
February 2009	267.5% PSA
March 2009	270.0% PSA
April 2009	272.5% PSA
May 2009	275.0% PSA
June 2009	277.5% PSA
July 2009	280.0% PSA
August 2009	282.5% PSA
September 2009	285.0% PSA
October 2009	287.5% PSA
November 2009	290.0% PSA
December 2009	292.5% PSA
January 2010	295.0% PSA
February 2010	297.5% PSA
March 2010 and thereafter	300.0% PSA

While the PAC and TAC Classes may exhibit an Effective Range or Rate of constant prepayment rates at which such Classes will receive Scheduled Payments, neither the DA, EA and EZ Classes (in the aggregate) nor the MC, MH, MO and ZH Classes (in the aggregate) exhibit an Effective Range or Rate of constant prepayment rates at which such Classes will receive Scheduled Payments.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI	\$18,841,666	29.166666667% of CA and CO (in the aggregate) (PAC I Classes)
DI	14,364,000	29.166666667% of DB and DO (in the aggregate) (PAC I Classes)
EI	5,833,333	29.166666667% of EB and EO (in the aggregate) (PAC I Classes)
IO	12,500,000	4.166666667% of the Group 2 Trust Assets (net of the Trustee Fee)
JI	56,635,833	29.166666667% of CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate) (PAC I Classes)
NI	17,596,833	29.166666667% of NA and NO (in the aggregate) (PAC I Classes)
PI	50,802,500	29.166666667% of CA, CO, DB, DO, NA and NO (in the aggregate) (PAC I Classes)

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

Regular and Residual Classes: Class R is a Residual Class; all other Classes of REMIC Securities are Regular Classes.

RISK FACTORS

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

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

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

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

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

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans 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 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 (other than from any applicable accrual amounts). If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the 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 securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the underlying certificate disclosure document, the underlying certificates included in trust asset group 1 are classes that provide support to other classes and they are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, these underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

This supplement contains no information as to whether the underlying certificates 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 underlying certificate disclosure document.

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

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

enable you to realize a desired yield on that investment.

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

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

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

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

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

The yield and decrement 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 (Group 2)

The Group 2 Trust Assets are either:

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

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

The Underlying Certificates (Group 1)

The Group 1 Trust Assets consist of 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 Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See “*Underlying Certificates*” in the *Base Offering Circular*.

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 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 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, Rural Development (formerly 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 underlying the Trust MBS is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and Mortgage Rates of the Mortgage Loans underlying the Group 2 Trust Assets. However, the actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

The Trustee Fee

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on specified Trust Assets in payment of its fee.

GINNIE MAE GUARANTY

The Government National Mortgage Association (“Ginnie Mae”), a wholly-owned corporate instrumentality of the United States of America within HUD, guarantees the timely payment of principal and interest on the Securities. The General Counsel of HUD has provided an opinion to the effect that Ginnie Mae has the authority to guarantee multiclass securities and that Ginnie Mae guaranties will constitute general obligations of the United States, for which the full faith and credit of the United States is pledged. See *“Ginnie Mae Guaranty” in the Base Offering Circular*.

DESCRIPTION OF THE SECURITIES

General

The description of the Securities contained in this Supplement is not complete and is subject to, and is qualified in its entirety by reference to, all of the provisions of the Trust Agreement. See *“Description of the Securities” in the Base Offering Circular*.

Form of Securities

Each Class of Securities other than the Residual Securities initially will be issued and maintained, and may be transferred only on the Fedwire Book-Entry System. Beneficial Owners of Book-Entry Securities will ordinarily hold these Securities through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations that are eligible to maintain book-entry accounts on the Fedwire Book-Entry System. By request accompanied by the payment of a transfer fee of \$25,000 per Certificated Security to be issued, a Beneficial Owner may receive a Regular Security in certificated form.

The Residual Securities will not be issued in book-entry form but will be issued in fully registered, certificated form and may be transferred or exchanged, subject to the transfer restrictions applicable to Residual Securities set forth in the Trust Agreement, at the Corporate Trust Office of the Trustee. See *“Description of the Securities — Forms of Securities; Book-Entry Procedures” in the Base Offering Circular*.

Each Regular and MX Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of

\$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

Distributions

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

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (or accrued in the case of an 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 and on Schedule I to this Supplement. The abbreviations used on the front cover and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Period

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

Fixed Rate Classes

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

Accrual Classes

Each of Class DZ, Class EZ, Class MZ and Class ZH 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 DZ, EZ, MZ and ZH 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 front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used on the front cover, 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 front cover 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 R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC. The Class R Securities have no Class Principal Balance and do not accrue interest. The Class R Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMIC after the Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the 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 Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website.

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover 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 Classes of REMIC Securities and, in the case of Combinations 2, 3, 4, 5, 6 and 7, 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 Combinations 2, 3, 4, 5, 6 and 7, the Class CA, Class CO, Class DB, Class DO, Class EB, Class EO, Class NA and Class NO 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 45 Broadway, 12th Floor, New York, NY 10006, Attention: Ginnie Mae REMIC Program. 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 $\frac{1}{32}$ of 1% of the outstanding principal balance of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000). The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

Accretion Directed Classes

Classes DA, EA, EZ, MC, MH, MO and ZH are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement.

Each of Classes DA, EA, EZ, MC, MH, MO and ZH 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, a Structuring Rate or a series of Structuring Rates. See “*Terms Sheet — Scheduled Principal Balances.*” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

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

Class	<u>Effective Ranges or Rates</u>
PAC I Classes	
CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)	100% PSA through 300% PSA
PAC II Classes	
LG, LH, LJ and LK (in the aggregate)	128% PSA through 275% PSA
Scheduled and TAC Classes	
DA, EA and EZ (in the aggregate)	(*)
MC, MH, MO and ZH (in the aggregate)	(**)
TAC Classes	
DA	288% PSA
EA	325% PSA
MC and MO (in the aggregate)	274% PSA
MH	300% PSA

(*) The DA, EA and EZ Classes (in the aggregate) do not exhibit an Effective Range or Rate of constant prepayment rates at which such Classes will receive Scheduled Payments.

(**) The MC, MH, MO and ZH Classes (in the aggregate) do not exhibit an Effective Range or Rate of constant prepayment rates at which such Classes will receive Scheduled Payments.

- The principal payment stability of the Group 1 TAC Classes will be supported by the Group 1 Scheduled Class and the Group 1 Support Class.
- The principal payment stability of the Group 1 Scheduled Class will be supported by the Group 1 Support Class.
- The principal payment stability of the Group 2 PAC I Classes will be supported by the Group 2 PAC II Classes, the Group 2 Scheduled Class, the Group 2 TAC Classes and the Group 2 Support Classes.
- The principal payment stability of the Group 2 PAC II Classes will be supported by the related Group 2 Support Classes.
- The principal payment stability of the Group 2 TAC Classes will be supported by the Group 2 Scheduled Class and Class MZ.
- The principal payment stability of the Group 2 Scheduled Class will be supported by Class MZ.

If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range or Rate and will become more sensitive to prepayments on the related Mortgage Loans.

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

Moreover, the related 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), if any, for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist and the Effective Rate for any TAC Class can change or cease to exist depending on the actual characteristics of the related Mortgage Loans.

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

Assumability

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

Final Distribution Date

The Final Distribution Date for each Class, which is set forth on the front cover 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

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 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 2 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 2 Trust Asset is assumed to have an original and

a remaining term to maturity of 360 months and a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in July 2008.

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

5. The Closing Date for the Securities is June 27, 2008.

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 Underlying Certificate Disclosure Document.

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

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

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

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

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement Prepayment Speed Assumption (“PSA”) is the standard prepayment assumption model of The Securities Industry and Financial Markets 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 a Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional amount, as applicable, referred to in clause (a).

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Class DA					Class DZ					Class EA					Class EZ				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2009	99	99	89	86	84	106	106	99	63	0	100	100	100	97	0	106	106	106	106	0
June 2010	99	99	70	59	30	113	113	106	67	0	100	100	100	81	0	113	113	113	113	0
June 2011	98	98	53	34	0	120	120	112	72	0	100	100	100	69	0	120	120	120	120	0
June 2012	97	97	39	16	0	127	127	119	76	0	100	100	100	63	0	127	127	127	127	0
June 2013	96	96	29	4	0	135	135	126	81	0	100	100	100	61	0	135	135	135	135	0
June 2014	96	96	22	0	0	143	143	134	86	0	100	100	100	22	0	143	143	143	143	0
June 2015	95	95	17	0	0	152	152	142	76	0	100	100	100	0	0	152	152	152	0	0
June 2016	94	94	14	0	0	161	161	151	69	0	100	100	100	0	0	161	161	161	0	0
June 2017	93	93	11	0	0	171	171	160	65	0	100	100	100	0	0	171	171	171	0	0
June 2018	92	90	7	0	0	182	182	170	59	0	99	99	99	0	0	182	182	182	0	0
June 2019	90	84	2	0	0	193	193	181	52	0	99	99	99	0	0	193	193	193	0	0
June 2020	89	77	0	0	0	205	205	192	46	0	99	99	80	0	0	205	205	205	0	0
June 2021	88	69	0	0	0	218	218	204	40	0	99	99	37	0	0	218	218	218	0	0
June 2022	87	60	0	0	0	231	231	212	34	0	99	99	0	0	0	231	231	0	0	0
June 2023	85	52	0	0	0	245	245	184	29	0	99	99	0	0	0	245	245	0	0	0
June 2024	84	43	0	0	0	261	261	158	24	0	99	99	0	0	0	261	261	0	0	0
June 2025	82	34	0	0	0	277	277	135	20	0	99	99	0	0	0	277	277	0	0	0
June 2026	80	25	0	0	0	294	294	114	16	0	99	99	0	0	0	294	294	0	0	0
June 2027	78	16	0	0	0	312	312	95	13	0	99	99	0	0	0	312	312	0	0	0
June 2028	76	7	0	0	0	331	331	79	11	0	99	99	0	0	0	331	331	0	0	0
June 2029	74	0	0	0	0	351	351	64	8	0	98	81	0	0	0	351	351	0	0	0
June 2030	72	0	0	0	0	373	372	51	6	0	98	0	0	0	0	373	0	0	0	0
June 2031	70	0	0	0	0	396	313	40	5	0	98	0	0	0	0	396	0	0	0	0
June 2032	60	0	0	0	0	421	256	31	4	0	98	0	0	0	0	421	0	0	0	0
June 2033	39	0	0	0	0	446	202	23	3	0	98	0	0	0	0	446	0	0	0	0
June 2034	17	0	0	0	0	474	151	16	2	0	98	0	0	0	0	474	0	0	0	0
June 2035	0	0	0	0	0	503	103	10	1	0	23	0	0	0	0	503	0	0	0	0
June 2036	0	0	0	0	0	310	56	5	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	0	0	0	0	0	77	13	1	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	21.8	14.7	4.0	2.5	1.6	28.3	25.4	18.8	9.3	0.3	26.7	21.3	12.7	4.5	0.7	27.1	22.0	13.9	6.5	0.5

PSA Prepayment Assumption Rates					
Distribution Date	Class Z				
	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100
June 2009	106	106	99	64	0
June 2010	113	113	106	68	0
June 2011	120	120	112	72	0
June 2012	127	127	119	76	0
June 2013	135	135	126	81	0
June 2014	143	143	134	86	0
June 2015	152	152	142	76	0
June 2016	161	161	151	69	0
June 2017	171	171	160	64	0
June 2018	182	182	170	58	0
June 2019	193	193	181	52	0
June 2020	205	205	192	45	0
June 2021	218	218	204	39	0
June 2022	231	231	211	34	0
June 2023	245	245	183	28	0
June 2024	261	261	157	24	0
June 2025	277	277	134	20	0
June 2026	294	294	113	16	0
June 2027	312	312	95	13	0
June 2028	331	331	78	10	0
June 2029	351	351	64	8	0
June 2030	373	370	51	6	0
June 2031	396	311	40	5	0
June 2032	421	255	30	4	0
June 2033	446	201	22	3	0
June 2034	474	150	16	2	0
June 2035	503	102	10	1	0
June 2036	308	56	5	0	0
June 2037	76	13	1	0	0
June 2038	0	0	0	0	0
Weighted Average					
Life (years)	28.3	25.4	18.8	9.3	0.3

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes CA, CB, CD, CE, CG, CH, CI, CJ, CK, CL and CO					Classes DB, DC, DE, DG, DH, DI, DJ, DK, DL, DM and DO					Classes EB, EC, ED, EG, EH, EI, EJ, EK, EM, EO and PX					Class IO					
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
June 2009	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	99	96	93	91	85
June 2010	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	98	90	81	76	63
June 2011	100	100	100	100	94	100	100	100	100	100	100	100	100	100	100	100	97	84	69	61	43
June 2012	100	88	88	88	32	100	100	100	100	100	100	100	100	100	100	100	96	77	59	50	30
June 2013	100	61	61	61	0	100	100	100	100	85	100	100	100	100	100	100	95	72	50	40	21
June 2014	100	36	36	36	0	100	100	100	100	46	100	100	100	100	100	100	93	66	43	32	14
June 2015	100	12	12	12	0	100	100	100	100	19	100	100	100	100	100	100	92	61	36	26	10
June 2016	100	0	0	0	0	100	86	86	86	0	100	100	100	100	100	100	90	56	31	21	7
June 2017	100	0	0	0	0	100	61	61	61	0	100	100	100	100	68	89	52	26	17	5	
June 2018	100	0	0	0	0	100	41	41	41	0	100	100	100	100	47	87	47	22	13	3	
June 2019	100	0	0	0	0	100	24	24	24	0	100	100	100	100	32	85	43	18	11	2	
June 2020	100	0	0	0	0	100	11	11	11	0	100	100	100	100	22	83	39	15	8	1	
June 2021	100	0	0	0	0	100	0	0	0	0	100	100	100	100	15	80	36	13	7	1	
June 2022	91	0	0	0	0	100	0	0	0	0	100	80	80	80	10	78	33	11	5	1	
June 2023	79	0	0	0	0	100	0	0	0	0	100	63	63	63	7	75	29	9	4	0	
June 2024	66	0	0	0	0	100	0	0	0	0	100	49	49	49	4	73	26	7	3	0	
June 2025	52	0	0	0	0	100	0	0	0	0	100	38	38	38	3	70	24	6	3	0	
June 2026	37	0	0	0	0	100	0	0	0	0	100	30	30	30	2	66	21	5	2	0	
June 2027	20	0	0	0	0	100	0	0	0	0	100	23	23	23	1	63	19	4	2	0	
June 2028	3	0	0	0	0	100	0	0	0	0	100	18	18	18	1	59	16	3	1	0	
June 2029	0	0	0	0	0	78	0	0	0	0	100	13	13	13	1	55	14	3	1	0	
June 2030	0	0	0	0	0	51	0	0	0	0	100	10	10	10	0	50	12	2	1	0	
June 2031	0	0	0	0	0	22	0	0	0	0	100	7	7	7	0	46	10	2	0	0	
June 2032	0	0	0	0	0	0	0	0	0	0	78	5	5	5	0	40	8	1	0	0	
June 2033	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0	35	6	1	0	0	
June 2034	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	29	5	1	0	0	
June 2035	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	22	3	0	0	0	
June 2036	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	16	2	0	0	0	
June 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	8	0	0	0	0	
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)	17.0	5.5	5.5	5.5	3.7	22.0	9.8	9.8	9.8	6.0	24.4	16.9	16.9	16.9	10.6	20.2	11.0	6.6	5.3	3.4	

PSA Prepayment Assumption Rates

Distribution Date	Classes JA, JB, JC, JD, JE, JI, JK, JL, JM and JN					Class LA					Class LB					Class LC				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2009	99	94	94	94	94	100	100	87	77	51	100	100	100	100	100	100	100	100	100	100
June 2010	97	85	85	85	85	100	100	66	40	0	100	100	100	100	0	100	100	100	100	0
June 2011	95	75	75	75	67	100	100	46	8	0	100	100	100	100	0	100	100	100	100	0
June 2012	94	65	65	65	46	100	100	31	0	0	100	100	100	100	0	100	100	100	100	0
June 2013	92	56	56	56	32	100	100	21	0	0	100	100	100	100	0	100	100	100	100	0
June 2014	90	48	48	48	22	100	100	14	0	0	100	100	100	100	0	100	100	100	100	0
June 2015	87	40	40	40	15	100	100	10	0	0	100	100	100	100	0	100	100	100	100	0
June 2016	85	32	32	32	10	100	100	9	0	0	100	100	100	100	0	100	100	100	100	0
June 2017	82	26	26	26	7	100	100	7	0	0	100	100	100	100	0	100	100	100	100	0
June 2018	80	21	21	21	5	100	100	5	0	0	100	100	100	100	0	100	100	100	100	0
June 2019	77	16	16	16	3	100	100	2	0	0	100	100	100	100	0	100	100	100	100	0
June 2020	73	13	13	13	2	100	100	0	0	0	100	100	93	0	0	100	100	100	100	0
June 2021	70	10	10	10	2	100	100	0	0	0	100	100	59	0	0	100	100	100	100	0
June 2022	66	8	8	8	1	100	100	0	0	0	100	100	25	0	0	100	100	100	100	0
June 2023	62	6	6	6	1	100	92	0	0	0	100	100	0	0	0	100	100	86	0	0
June 2024	58	5	5	5	0	100	83	0	0	0	100	100	0	0	0	100	100	22	0	0
June 2025	53	4	4	4	0	100	73	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2026	48	3	3	3	0	100	63	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2027	42	2	2	2	0	100	53	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2028	37	2	2	2	0	100	43	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2029	30	1	1	1	0	100	34	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2030	23	1	1	1	0	100	25	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2031	16	1	1	1	0	100	16	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2032	8	1	1	1	0	100	8	0	0	0	100	100	0	0	0	100	100	0	0	0
June 2033	0	0	0	0	0	100	0	0	0	0	100	98	0	0	0	100	100	0	0	0
June 2034	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	92	0	0	0
June 2035	0	0	0	0	0	80	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2036	0	0	0	0	0	46	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2037	0	0	0	0	0	9	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.2	6.7	6.7	6.7	4.5	27.9	19.4	3.5	1.8	1.0	29.4	25.5	13.3	3.5	1.8	29.5	26.2	15.6	3.7	1.8

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Class MZ					Classes NA, NB, NC, ND, NE, NI, NJ, NK, NL, NM and NO					Classes PA, PB, PC, PD, PE, PH, PI, PK, PM and PN				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2009	106	106	106	72	0	95	81	81	81	81	98	93	93	93	93
June 2010	113	113	113	69	0	90	51	51	51	51	97	83	83	83	83
June 2011	120	120	120	73	0	85	18	18	18	0	95	72	72	72	63
June 2012	127	127	127	77	0	79	0	0	0	0	93	61	61	61	40
June 2013	135	135	135	82	0	73	0	0	0	0	91	51	51	51	24
June 2014	143	143	143	55	0	67	0	0	0	0	88	42	42	42	13
June 2015	152	152	152	11	0	59	0	0	0	0	86	33	33	33	5
June 2016	161	161	161	0	0	52	0	0	0	0	83	24	24	24	0
June 2017	171	171	171	0	0	43	0	0	0	0	80	17	17	17	0
June 2018	182	182	182	0	0	34	0	0	0	0	77	12	12	12	0
June 2019	193	193	193	0	0	25	0	0	0	0	74	7	7	7	0
June 2020	205	205	205	0	0	14	0	0	0	0	70	3	3	3	0
June 2021	218	218	218	0	0	3	0	0	0	0	66	0	0	0	0
June 2022	231	231	207	0	0	0	0	0	0	0	62	0	0	0	0
June 2023	245	245	181	0	0	0	0	0	0	0	58	0	0	0	0
June 2024	261	261	156	0	0	0	0	0	0	0	53	0	0	0	0
June 2025	277	277	134	0	0	0	0	0	0	0	48	0	0	0	0
June 2026	294	294	114	0	0	0	0	0	0	0	42	0	0	0	0
June 2027	312	312	95	0	0	0	0	0	0	0	36	0	0	0	0
June 2028	331	331	79	0	0	0	0	0	0	0	29	0	0	0	0
June 2029	351	351	65	0	0	0	0	0	0	0	22	0	0	0	0
June 2030	373	373	52	0	0	0	0	0	0	0	15	0	0	0	0
June 2031	396	359	41	0	0	0	0	0	0	0	6	0	0	0	0
June 2032	421	295	32	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	446	233	23	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	474	175	16	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	503	119	10	0	0	0	0	0	0	0	0	0	0	0	0
June 2036	534	66	5	0	0	0	0	0	0	0	0	0	0	0	0
June 2037	304	16	1	0	0	0	0	0	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.1	25.8	19.0	4.7	0.3	7.7	2.0	2.0	2.0	1.9	15.2	5.5	5.5	5.5	3.7

PSA Prepayment Assumption Rates										
Distribution Date	Class TZ					Class ZH				
	0%	100%	225%	300%	500%	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2009	106	106	106	72	0	106	106	106	106	0
June 2010	113	113	113	69	0	113	113	113	113	0
June 2011	120	120	120	73	0	120	120	120	120	0
June 2012	127	127	127	78	0	127	127	127	127	0
June 2013	135	135	135	83	0	135	135	135	135	0
June 2014	143	143	143	54	0	143	143	143	0	0
June 2015	152	152	152	10	0	152	152	152	0	0
June 2016	161	161	161	0	0	161	161	161	0	0
June 2017	171	171	171	0	0	171	171	171	0	0
June 2018	182	182	182	0	0	182	182	182	0	0
June 2019	193	193	193	0	0	193	193	193	0	0
June 2020	205	205	205	0	0	205	205	205	0	0
June 2021	218	218	218	0	0	218	218	218	0	0
June 2022	231	231	204	0	0	231	231	0	0	0
June 2023	245	245	179	0	0	245	245	0	0	0
June 2024	261	261	154	0	0	261	261	0	0	0
June 2025	277	277	132	0	0	277	277	0	0	0
June 2026	294	294	112	0	0	294	294	0	0	0
June 2027	312	312	94	0	0	312	312	0	0	0
June 2028	331	331	78	0	0	331	331	0	0	0
June 2029	351	351	64	0	0	351	351	0	0	0
June 2030	373	373	52	0	0	373	373	0	0	0
June 2031	396	354	41	0	0	396	0	0	0	0
June 2032	421	291	31	0	0	421	0	0	0	0
June 2033	446	230	23	0	0	446	0	0	0	0
June 2034	474	173	16	0	0	474	0	0	0	0
June 2035	503	118	10	0	0	503	0	0	0	0
June 2036	534	66	5	0	0	534	0	0	0	0
June 2037	301	16	1	0	0	0	0	0	0	0
June 2038	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.1	25.8	18.9	4.7	0.3	28.2	22.6	13.4	5.6	0.6

Distribution Date	Security Groups 1 and 2 PSA Prepayment Assumption Rates				
	Class HL				
	0%	100%	225%	300%	500%
Initial Percent	100	100	100	100	100
June 2009	100	100	100	98	0
June 2010	100	100	100	77	0
June 2011	100	100	100	59	0
June 2012	100	100	100	49	0
June 2013	100	100	100	46	0
June 2014	100	100	100	15	0
June 2015	100	100	100	0	0
June 2016	99	99	99	0	0
June 2017	99	99	99	0	0
June 2018	99	99	99	0	0
June 2019	99	99	99	0	0
June 2020	99	99	72	0	0
June 2021	99	99	29	0	0
June 2022	99	99	0	0	0
June 2023	99	99	0	0	0
June 2024	99	99	0	0	0
June 2025	99	99	0	0	0
June 2026	98	98	0	0	0
June 2027	98	98	0	0	0
June 2028	98	98	0	0	0
June 2029	98	86	0	0	0
June 2030	98	16	0	0	0
June 2031	98	0	0	0	0
June 2032	97	0	0	0	0
June 2033	97	0	0	0	0
June 2034	97	0	0	0	0
June 2035	47	0	0	0	0
June 2036	15	0	0	0	0
June 2037	0	0	0	0	0
June 2038	0	0	0	0	0
Weighted Average Life (years)	26.9	21.4	12.5	4.0	0.7

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 and in the case of the Group 1 Securities, the investor’s own projection of principal payment rates on the Underlying Certificates under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment 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 related Mortgage Loans.

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

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.

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 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 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 2

**Sensitivity of Class CI to Prepayments
Assumed Price 23.090625%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>476%</u>	<u>500%</u>
13.1%	13.1%	13.1%	0.0%	(2.2)%

**Sensitivity of Class CO to Prepayments
Assumed Price 73.667969%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
5.7%	5.7%	5.7%	8.4%

**Sensitivity of Class DI to Prepayments
Assumed Price 35.504102%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>506%</u>
11.1%	11.1%	11.1%	0.4%	0.0%

**Sensitivity of Class DO to Prepayments
Assumed Price 55.31250%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
6.2%	6.2%	6.2%	10.1%

**Sensitivity of Class EI to Prepayments
Assumed Price 48.62500%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>642%</u>
10.0%	10.0%	10.0%	5.0%	0.0%

**Sensitivity of Class EO to Prepayments
Assumed Price 36.660156%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
6.1%	6.1%	6.1%	9.9%

* 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 IO to Prepayments
Assumed Price 25.403125%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>382%</u>	<u>500%</u>
16.9%	9.6%	5.1%	0.1%	(7.4)%

**Sensitivity of Class JI to Prepayments
Assumed Price 25.734375%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>514%</u>
10.2%	10.2%	10.2%	0.8%	0.1%

**Sensitivity of Class MO to Prepayments
Assumed Price 62.101563%**

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>500%</u>
3.3%	15.1%	21.8%		33.9%

**Sensitivity of Class NI to Prepayments
Assumed Price 9.819141%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>643%</u>
14.2%	14.2%	14.2%	10.2%	0.0%

**Sensitivity of Class NO to Prepayments
Assumed Price 89.554688%**

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>	<u>500%</u>
5.7%	5.7%	5.7%		6.0%

**Sensitivity of Class PI to Prepayments
Assumed Price 22.415625%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>225%</u>	<u>300%</u>	<u>493%</u>	<u>500%</u>
11.3%	11.3%	11.3%	0.1%	(0.4)%

* 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 Base Offering Circular, describes the material federal income tax considerations for investors in the Securities. However, these two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules.

U.S. Treasury Circular 230 Notice

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

REMIC Election

In the opinion of Kennedy Covington Lobdell & Hickman, L.L.P., the Trust will constitute a Single REMIC Series for federal income tax purposes.

Regular Securities

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

The Class CO, DO, EO, MO and NO 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 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 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 DZ, EZ, MZ and ZH 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 and the prepayment assumption described below, no Class is expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 225% PSA (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 any Group of Trust Assets actually will occur 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 R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC. The Residual Securities, *i.e.*, the Class R 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 the Trust REMIC, and these requirements will continue until there are no Securities of any Class outstanding. 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. 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.

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from June 1, 2008. 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 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 Thacher Proffitt & Wood LLP, New York, New York, for the Trust by Kennedy Covington Lobdell & Hickman, L.L.P., Charlotte, North Carolina, and Marcell Solomon & Associates, P.C., Greenbelt, Maryland, and for the Trustee by Seward & Kissel LLP, New York, New York.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	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)
Security Group 1								
Combination 1								
DZ	\$ 8,143,027	Z	\$ 8,193,027	SC/SCH/SUP	6.00%	FIX/Z	3837425H2	April 2038
EZ	50,000							
Security Group 2								
Combination 2 (5)								
NA	\$57,818,166	NB	\$ 60,332,000	PAC I	4.00%	FIX	3837425J8	September 2031
NO	2,513,834	NC	60,332,000	PAC I	4.25	FIX	3837425K5	September 2031
		ND	60,332,000	PAC I	4.50	FIX	3837425L3	September 2031
		NE	60,332,000	PAC I	4.75	FIX	3837425M1	September 2031
		NI	17,596,833	NTL (PAC I)	6.00	FIX/IO	3837425N9	September 2031
		NJ	60,332,000	PAC I	5.00	FIX	3837425P4	September 2031
		NK	60,332,000	PAC I	5.25	FIX	3837425Q2	September 2031
		NL	60,332,000	PAC I	5.50	FIX	3837425R0	September 2031
		NM	60,332,000	PAC I	5.75	FIX	3837425S8	September 2031

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
			Principal Balance	or Class Notional Balance(2)					
Combination 3 (5)									
CA	\$61,908,333	CB	\$	64,600,000	PAC I	4.00%	FIX	3837425T6	May 2035
CO	2,691,667	CD		64,600,000	PAC I	4.25	FIX	3837425U3	May 2035
		CE		64,600,000	PAC I	4.50	FIX	3837425V1	May 2035
		CG		64,600,000	PAC I	4.75	FIX	3837425W9	May 2035
		CH		64,600,000	PAC I	5.00	FIX	3837425X7	May 2035
		CI		18,841,666	NTL (PAC D)	6.00	FIX/IO	3837425Y5	May 2035
		CJ		64,600,000	PAC I	5.25	FIX	3837425Z2	May 2035
		CK		64,600,000	PAC I	5.50	FIX	3837426A6	May 2035
		CL		64,600,000	PAC I	5.75	FIX	3837426B4	May 2035
Combination 4 (5)									
DB	\$47,196,000	DC	\$	49,248,000	PAC I	4.00%	FIX	3837426C2	September 2037
DO	2,052,000	DE		49,248,000	PAC I	4.25	FIX	3837426D0	September 2037
		DG		49,248,000	PAC I	4.50	FIX	3837426E8	September 2037
		DH		49,248,000	PAC I	4.75	FIX	3837426F5	September 2037
		DI		14,364,000	NTL (PAC D)	6.00	FIX/IO	3837426G3	September 2037
		DJ		49,248,000	PAC I	5.00	FIX	3837426H1	September 2037
		DK		49,248,000	PAC I	5.25	FIX	3837426J7	September 2037
		DL		49,248,000	PAC I	5.50	FIX	3837426K4	September 2037
		DM		49,248,000	PAC I	5.75	FIX	3837426L2	September 2037

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
			Original Class Principal Balance	or Class Notional Balance(2)					
Combination 5 (5)									
EB	\$19,166,666	EC	\$	20,000,000	PAC I	4.00%	FIX	3837426M0	June 2038
EO	833,334	ED		20,000,000	PAC I	4.25	FIX	3837426N8	June 2038
		EG		20,000,000	PAC I	4.50	FIX	3837426P3	June 2038
		EH		20,000,000	PAC I	4.75	FIX	3837426Q1	June 2038
		EI		5,833,333	NTL (PAC I)	6.00	FIX/IO	3837426R9	June 2038
		EJ		20,000,000	PAC I	5.00	FIX	3837426S7	June 2038
		EK		20,000,000	PAC I	5.25	FIX	3837426T5	June 2038
		EM		20,000,000	PAC I	5.75	FIX	3837426U2	June 2038
		PX		20,000,000	PAC I	5.50	FIX	3837426V0	June 2038
Combination 6 (5)									
CA	\$61,908,333	PA	\$	174,180,000	PAC I	5.50%	FIX	3837426W8	September 2037
CO	2,691,667	PB		174,180,000	PAC I	4.00	FIX	3837426X6	September 2037
DB	47,196,000	PC		174,180,000	PAC I	4.25	FIX	3837426Y4	September 2037
DO	2,052,000	PD		174,180,000	PAC I	5.00	FIX	3837427C1	September 2037
NA	57,818,166	PE		174,180,000	PAC I	4.50	FIX	3837426Z1	September 2037
NO	2,513,834	PH		174,180,000	PAC I	4.75	FIX	3837427A5	September 2037
		PI		50,802,500	NTL (PAC I)	6.00	FIX/IO	3837427B3	September 2037
		PK		174,180,000	PAC I	5.25	FIX	3837427D9	September 2037
		PM		174,180,000	PAC I	5.75	FIX	3837427E7	September 2037
		PN		166,922,500	PAC I	6.00	FIX	3837427F4	September 2037

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)
Combination 7 (5)								
CA	\$61,908,333	JA	\$186,089,166	PAC I	6.00%	FIX	3837427G2	June 2038
CO	2,691,667	JB	194,180,000	PAC I	4.00	FIX	3837427H0	June 2038
DB	47,196,000	JC	194,180,000	PAC I	4.25	FIX	3837427J6	June 2038
DO	2,052,000	JD	194,180,000	PAC I	4.50	FIX	3837427K3	June 2038
EB	19,166,666	JE	194,180,000	PAC I	4.75	FIX	3837427L1	June 2038
EO	833,334	JI	56,635,833	NTL (PAC I)	6.00	FIX/IO	3837427M9	June 2038
NA	57,818,166	JK	194,180,000	PAC I	5.00	FIX	3837427N7	June 2038
NO	2,513,834	JL	194,180,000	PAC I	5.25	FIX	3837427P2	June 2038
		JM	194,180,000	PAC I	5.50	FIX	3837427Q0	June 2038
		JN	194,180,000	PAC I	5.75	FIX	3837427R8	June 2038
Combination 8								
MZ	\$ 3,968,333	TZ	\$ 4,018,333	SCH/SUP	6.00%	FIX/Z	3837427S6	June 2038
ZH	50,000							
Security Groups 1 and 2								
Combination 9 (6)								
EA	\$ 8,109,000	HL	\$ 12,064,000	SC/TAC/AD	6.00%	FIX	3837427T4	June 2038
MH	3,955,000							

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

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

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

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

(5) In the case of Combinations 2, 3, 4, 5, 6 and 7, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(6) Combination 9 is derived from REMIC classes of separate Security Groups.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes DA, EA and EZ (in the aggregate)</u>	<u>Class EA</u>	<u>Classes IG, LH, LJ and LK (in the aggregate)</u>
Initial Balance	\$79,500,000.00	\$87,659,000.00	\$8,109,000.00	\$13,130,000.00
July 2008	79,198,547.20	87,357,547.20	8,108,750.00	13,073,101.09
August 2008	78,812,298.99	86,971,298.99	8,108,498.75	13,009,265.45
September 2008	78,330,384.32	86,489,384.32	8,108,246.24	12,938,554.77
October 2008	77,742,109.40	85,901,109.40	8,107,992.47	12,861,038.96
November 2008	77,037,176.51	85,196,176.51	8,107,737.44	12,776,796.08
December 2008	76,205,478.95	84,364,478.95	8,107,481.12	12,685,912.28
January 2009	75,237,180.41	83,396,180.41	8,107,223.53	12,588,481.69
February 2009	74,123,181.89	82,282,181.89	8,106,964.65	12,484,606.37
March 2009	72,854,552.09	81,013,552.09	8,106,704.47	12,374,396.13
April 2009	71,460,058.33	79,581,793.96	8,069,178.62	12,257,968.45
May 2009	70,001,186.99	77,979,021.73	7,925,014.95	12,135,448.35
June 2009	68,480,418.51	76,197,961.00	7,664,458.60	12,006,968.24
July 2009	66,900,399.63	74,232,097.44	7,369,144.86	11,872,667.71
August 2009	65,263,974.28	72,198,457.61	7,064,813.83	11,732,693.45
September 2009	63,574,000.36	70,100,845.33	6,752,322.74	11,587,199.00
October 2009	61,833,549.97	67,943,329.90	6,432,572.52	11,436,344.58
November 2009	60,045,700.90	65,729,999.43	6,106,478.19	11,280,296.91
December 2009	58,213,638.15	63,465,078.16	5,774,980.44	11,119,228.96
January 2010	56,339,000.21	61,151,654.82	5,439,345.40	10,953,319.76
February 2010	54,426,731.34	58,795,978.35	5,100,726.29	10,782,754.14
March 2010	52,482,393.48	56,404,999.46	4,760,346.25	10,607,722.54
April 2010	50,509,829.52	53,983,671.66	4,419,202.95	10,428,420.69
May 2010	48,512,934.03	51,537,003.82	4,078,297.56	10,245,049.40
June 2010	46,565,530.23	49,155,872.38	3,752,033.28	10,064,389.52
July 2010	44,666,730.84	46,838,961.34	3,440,010.32	9,886,416.32
August 2010	42,815,663.16	44,584,979.20	3,141,838.27	9,711,105.27
September 2010	41,011,468.84	42,392,658.56	2,857,135.97	9,538,432.07
October 2010	39,253,303.66	40,260,755.62	2,585,531.27	9,368,372.57
November 2010	37,540,337.26	38,188,049.79	2,326,660.85	9,200,902.85
December 2010	35,871,752.98	36,173,343.26	2,080,169.99	9,035,999.17
January 2011	34,246,747.60	34,215,460.58	1,845,712.45	8,873,637.97
February 2011	32,664,531.14	32,313,248.23	1,622,950.20	8,713,795.90
March 2011	31,124,326.63	30,465,574.24	1,411,553.34	8,556,449.76
April 2011	29,625,369.93	28,671,327.84	1,211,199.83	8,401,576.59
May 2011	28,166,909.49	26,929,418.96	1,021,575.37	8,249,153.57
June 2011	26,748,206.19	25,238,777.97	842,373.20	8,099,158.09
July 2011	25,368,533.09	23,598,355.23	673,293.99	7,951,567.70

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes DA, EA and EZ (in the aggregate)</u>	<u>Class EA</u>	<u>Classes LG, LH, LJ and LK (in the aggregate)</u>
August 2011	\$24,027,175.28	\$22,007,120.77	\$ 514,045.59	\$ 7,806,360.14
September 2011	22,723,429.64	20,464,063.86	364,342.97	7,663,513.35
October 2011	21,456,604.73	18,968,192.78	223,907.96	7,523,005.41
November 2011.	20,226,020.50	17,518,534.34	92,469.18	7,384,814.61
December 2011.	19,031,008.20	16,114,133.65	0.00	7,248,919.39
January 2012.	17,870,910.11	14,754,053.67	0.00	7,115,298.38
February 2012.	16,745,079.45	13,437,375.02	0.00	6,983,930.38
March 2012.	15,652,880.14	12,163,195.53	0.00	6,854,794.36
April 2012	14,593,686.65	10,930,630.01	0.00	6,727,869.45
May 2012	13,566,883.84	9,738,809.89	0.00	6,603,134.96
June 2012	12,571,866.80	8,586,882.96	0.00	6,480,570.38
July 2012.	11,608,040.65	7,474,013.01	0.00	6,360,155.34
August 2012	10,674,820.39	6,399,379.60	0.00	6,241,869.64
September 2012	9,771,630.76	5,362,177.72	0.00	6,125,693.26
October 2012	8,897,906.09	4,361,617.55	0.00	6,011,606.34
November 2012.	8,053,090.09	3,396,924.14	0.00	5,899,589.15
December 2012.	7,236,635.77	2,467,337.17	0.00	5,789,622.16
January 2013.	6,448,005.25	1,572,110.65	0.00	5,681,685.98
February 2013.	5,686,669.60	710,512.70	0.00	5,575,761.39
March 2013.	4,952,108.76	0.00	0.00	5,471,829.30
April 2013.	4,243,811.29	0.00	0.00	5,369,870.81
May 2013	3,561,274.35	0.00	0.00	5,269,867.14
June 2013	2,904,003.48	0.00	0.00	5,171,799.68
July 2013.	2,271,512.50	0.00	0.00	5,075,649.98
August 2013	1,663,323.35	0.00	0.00	4,981,399.72
September 2013	1,078,966.01	0.00	0.00	4,889,030.75
October 2013	517,978.28	0.00	0.00	4,798,525.06
November 2013.	0.00	0.00	0.00	4,709,864.78
December 2013.	0.00	0.00	0.00	4,623,032.19
January 2014.	0.00	0.00	0.00	4,538,009.73
February 2014.	0.00	0.00	0.00	4,454,779.95
March 2014.	0.00	0.00	0.00	4,373,325.58
April 2014.	0.00	0.00	0.00	4,293,629.48
May 2014	0.00	0.00	0.00	4,215,674.62
June 2014	0.00	0.00	0.00	4,139,444.16
July 2014.	0.00	0.00	0.00	4,064,921.37
August 2014	0.00	0.00	0.00	3,992,089.65
September 2014	0.00	0.00	0.00	3,920,932.55
October 2014	0.00	0.00	0.00	3,851,433.77
November 2014.	0.00	0.00	0.00	3,783,577.10
December 2014.	0.00	0.00	0.00	3,717,346.51

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes DA, EA and EZ (in the aggregate)</u>	<u>Class EA</u>	<u>Classes LG, LH, LJ and IK (in the aggregate)</u>
January 2015	\$ 0.00	\$ 0.00	\$ 0.00	\$ 3,652,726.08
February 2015	0.00	0.00	0.00	3,589,700.02
March 2015	0.00	0.00	0.00	3,528,252.68
April 2015	0.00	0.00	0.00	3,468,368.52
May 2015	0.00	0.00	0.00	3,410,032.15
June 2015	0.00	0.00	0.00	3,353,228.31
July 2015	0.00	0.00	0.00	3,297,941.83
August 2015	0.00	0.00	0.00	3,244,157.71
September 2015	0.00	0.00	0.00	3,191,861.05
October 2015	0.00	0.00	0.00	3,141,037.08
November 2015	0.00	0.00	0.00	3,091,671.14
December 2015	0.00	0.00	0.00	3,043,748.72
January 2016	0.00	0.00	0.00	2,997,255.40
February 2016	0.00	0.00	0.00	2,952,176.89
March 2016	0.00	0.00	0.00	2,914,207.02
April 2016	0.00	0.00	0.00	2,883,305.62
May 2016	0.00	0.00	0.00	2,857,570.54
June 2016	0.00	0.00	0.00	2,831,333.89
July 2016	0.00	0.00	0.00	2,804,619.48
August 2016	0.00	0.00	0.00	2,777,450.50
September 2016	0.00	0.00	0.00	2,749,849.50
October 2016	0.00	0.00	0.00	2,721,838.45
November 2016	0.00	0.00	0.00	2,693,438.69
December 2016	0.00	0.00	0.00	2,664,671.00
January 2017	0.00	0.00	0.00	2,635,555.59
February 2017	0.00	0.00	0.00	2,606,112.09
March 2017	0.00	0.00	0.00	2,576,359.63
April 2017	0.00	0.00	0.00	2,546,316.76
May 2017	0.00	0.00	0.00	2,516,001.56
June 2017	0.00	0.00	0.00	2,485,431.56
July 2017	0.00	0.00	0.00	2,454,623.83
August 2017	0.00	0.00	0.00	2,423,594.92
September 2017	0.00	0.00	0.00	2,392,360.93
October 2017	0.00	0.00	0.00	2,360,937.49
November 2017	0.00	0.00	0.00	2,329,339.79
December 2017	0.00	0.00	0.00	2,297,582.57
January 2018	0.00	0.00	0.00	2,265,680.13
February 2018	0.00	0.00	0.00	2,233,646.35
March 2018	0.00	0.00	0.00	2,201,494.72
April 2018	0.00	0.00	0.00	2,169,238.31
May 2018	0.00	0.00	0.00	2,136,889.79

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes DA, EA and EZ (in the aggregate)</u>	<u>Class EA</u>	<u>Classes LG, LH, LJ and IK (in the aggregate)</u>
June 2018	\$ 0.00	\$ 0.00	\$ 0.00	\$ 2,104,461.47
July 2018.	0.00	0.00	0.00	2,071,965.27
August 2018	0.00	0.00	0.00	2,039,412.74
September 2018	0.00	0.00	0.00	2,006,815.09
October 2018	0.00	0.00	0.00	1,974,183.17
November 2018.	0.00	0.00	0.00	1,941,527.49
December 2018.	0.00	0.00	0.00	1,908,858.23
January 2019.	0.00	0.00	0.00	1,876,185.24
February 2019.	0.00	0.00	0.00	1,843,518.07
March 2019.	0.00	0.00	0.00	1,810,865.94
April 2019	0.00	0.00	0.00	1,778,237.78
May 2019	0.00	0.00	0.00	1,745,642.23
June 2019	0.00	0.00	0.00	1,713,087.63
July 2019.	0.00	0.00	0.00	1,680,582.06
August 2019	0.00	0.00	0.00	1,648,133.30
September 2019	0.00	0.00	0.00	1,615,748.87
October 2019	0.00	0.00	0.00	1,583,436.06
November 2019.	0.00	0.00	0.00	1,551,201.86
December 2019.	0.00	0.00	0.00	1,519,053.05
January 2020.	0.00	0.00	0.00	1,486,996.14
February 2020.	0.00	0.00	0.00	1,455,037.43
March 2020.	0.00	0.00	0.00	1,423,182.97
April 2020	0.00	0.00	0.00	1,391,438.60
May 2020	0.00	0.00	0.00	1,359,809.94
June 2020	0.00	0.00	0.00	1,328,302.39
July 2020.	0.00	0.00	0.00	1,296,921.14
August 2020	0.00	0.00	0.00	1,265,671.19
September 2020	0.00	0.00	0.00	1,234,557.34
October 2020	0.00	0.00	0.00	1,203,584.19
November 2020.	0.00	0.00	0.00	1,172,756.15
December 2020.	0.00	0.00	0.00	1,142,077.46
January 2021	0.00	0.00	0.00	1,111,552.19
February 2021	0.00	0.00	0.00	1,081,184.21
March 2021	0.00	0.00	0.00	1,050,977.25
April 2021	0.00	0.00	0.00	1,020,934.84
May 2021	0.00	0.00	0.00	991,060.38
June 2021	0.00	0.00	0.00	961,357.12
July 2021.	0.00	0.00	0.00	931,828.14
August 2021	0.00	0.00	0.00	902,476.36
September 2021	0.00	0.00	0.00	873,304.60
October 2021	0.00	0.00	0.00	844,315.49

<u>Distribution Date</u>	<u>Class DA</u>	<u>Classes DA, EA and EZ (in the aggregate)</u>	<u>Class EA</u>	<u>Classes LG, LH, LJ and IK (in the aggregate)</u>
November 2021.	\$ 0.00	\$ 0.00	\$ 0.00	\$ 815,511.56
December 2021.	0.00	0.00	0.00	786,895.19
January 2022.	0.00	0.00	0.00	758,468.65
February 2022.	0.00	0.00	0.00	730,234.06
March 2022.	0.00	0.00	0.00	702,193.43
April 2022.	0.00	0.00	0.00	674,348.65
May 2022.	0.00	0.00	0.00	646,701.50
June 2022.	0.00	0.00	0.00	619,253.65
July 2022.	0.00	0.00	0.00	592,006.64
August 2022.	0.00	0.00	0.00	564,961.94
September 2022.	0.00	0.00	0.00	538,120.88
October 2022.	0.00	0.00	0.00	511,484.72
November 2022.	0.00	0.00	0.00	485,054.60
December 2022.	0.00	0.00	0.00	458,831.58
January 2023.	0.00	0.00	0.00	432,816.63
February 2023.	0.00	0.00	0.00	407,010.61
March 2023.	0.00	0.00	0.00	381,414.33
April 2023.	0.00	0.00	0.00	356,028.49
May 2023.	0.00	0.00	0.00	330,853.71
June 2023.	0.00	0.00	0.00	305,890.53
July 2023.	0.00	0.00	0.00	281,139.43
August 2023.	0.00	0.00	0.00	256,600.81
September 2023.	0.00	0.00	0.00	232,274.98
October 2023.	0.00	0.00	0.00	208,162.21
November 2023.	0.00	0.00	0.00	184,262.67
December 2023.	0.00	0.00	0.00	160,576.50
January 2024.	0.00	0.00	0.00	137,103.74
February 2024.	0.00	0.00	0.00	113,844.41
March 2024.	0.00	0.00	0.00	90,798.42
April 2024.	0.00	0.00	0.00	67,965.67
May 2024.	0.00	0.00	0.00	45,345.98
June 2024.	0.00	0.00	0.00	22,939.12
July 2024.	0.00	0.00	0.00	744.81
August 2024 and thereafter	0.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
Initial Balance	\$44,936,667.00	\$48,941,667.00	\$3,955,000.00	\$194,180,000.00
July 2008	44,609,192.01	48,614,192.01	3,954,750.00	193,492,135.30
August 2008	44,238,445.09	48,243,445.09	3,954,498.75	192,753,408.95
September 2008	43,823,606.24	47,828,606.24	3,954,246.24	191,964,089.42
October 2008	43,363,946.39	47,368,946.39	3,953,992.47	191,124,471.49
November 2008	42,858,832.52	46,863,832.52	3,953,737.44	190,234,876.14
December 2008	42,307,732.65	46,312,732.65	3,953,481.12	189,295,650.38
January 2009	41,710,220.72	45,715,220.72	3,953,223.53	188,307,167.00
February 2009	41,065,981.32	45,070,981.32	3,952,964.65	187,269,824.38
March 2009	40,374,814.22	44,379,814.22	3,952,704.47	186,184,046.23
April 2009	39,636,638.65	43,641,638.65	3,952,442.99	185,050,281.34
May 2009	38,861,171.81	42,856,497.41	3,942,505.81	183,869,003.24
June 2009	38,051,418.30	42,024,560.64	3,920,058.45	182,640,709.94
July 2009	37,208,709.50	41,146,129.33	3,884,070.52	181,365,923.57
August 2009	36,334,443.31	40,221,638.49	3,833,579.12	180,045,190.01
September 2009	35,430,081.31	39,251,659.94	3,767,694.49	178,679,078.53
October 2009	34,497,145.62	38,236,904.76	3,685,605.58	177,268,181.39
November 2009	33,537,215.68	37,178,225.24	3,586,585.23	175,813,113.42
December 2009	32,551,924.76	36,076,616.48	3,469,995.27	174,314,511.57
January 2010	31,542,956.40	34,933,217.45	3,337,267.42	172,773,034.47
February 2010	30,512,040.71	33,749,311.58	3,202,746.51	171,189,361.93
March 2010	29,460,950.44	32,526,326.81	3,066,811.15	169,564,194.47
April 2010	28,391,497.04	31,283,354.10	2,929,845.27	167,898,252.77
May 2010	27,305,526.53	30,022,663.53	2,792,236.89	166,192,277.19
June 2010	26,244,843.66	28,793,243.94	2,660,163.40	164,495,002.15
July 2010	25,209,016.76	27,594,515.28	2,533,484.88	162,806,382.89
August 2010	24,197,620.83	26,425,907.44	2,412,064.56	161,126,374.89
September 2010	23,210,237.57	25,286,860.08	2,295,768.60	159,454,933.82
October 2010	22,246,455.15	24,176,822.44	2,184,466.14	157,792,015.63
November 2010	21,305,868.22	23,095,253.23	2,078,029.16	156,137,576.44
December 2010	20,388,077.71	22,041,620.40	1,976,332.52	154,491,572.64
January 2011	19,492,690.84	21,015,401.05	1,879,253.77	152,853,960.83
February 2011	18,619,320.92	20,016,081.26	1,786,673.22	151,224,697.83
March 2011	17,767,587.35	19,043,155.91	1,698,473.82	149,603,740.68
April 2011	16,937,115.48	18,096,128.56	1,614,541.08	147,991,046.65
May 2011	16,127,536.49	17,174,511.31	1,534,763.14	146,386,573.22
June 2011	15,338,487.39	16,277,824.64	1,459,030.54	144,790,278.09
July 2011	14,569,610.83	15,405,597.27	1,387,236.32	143,202,119.19
August 2011	13,820,555.09	14,557,366.04	1,319,275.91	141,622,054.65
September 2011	13,090,973.96	13,732,675.74	1,255,047.07	140,050,042.83
October 2011	12,380,526.67	12,931,079.01	1,194,449.84	138,486,042.29

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
November 2011	\$11,688,877.78	\$12,152,136.21	\$1,137,386.56	\$136,930,011.81
December 2011	11,015,697.13	11,395,415.25	1,083,761.73	135,381,910.39
January 2012	10,360,659.76	10,660,491.51	1,033,482.02	133,841,697.22
February 2012	9,723,445.80	9,946,947.69	986,456.23	132,309,331.72
March 2012	9,103,740.42	9,254,373.68	942,595.21	130,784,773.51
April 2012	8,501,233.75	8,582,366.46	901,811.85	129,267,982.42
May 2012	7,915,620.77	7,930,529.97	864,021.04	127,758,918.49
June 2012	7,346,601.32	7,298,475.00	829,139.57	126,257,541.95
July 2012	6,793,879.92	6,685,819.06	797,086.19	124,763,813.25
August 2012	6,257,165.76	6,092,186.29	767,781.50	123,277,693.04
September 2012	5,736,172.64	5,517,207.32	741,147.90	121,799,142.18
October 2012	5,230,618.86	4,960,519.19	717,109.61	120,328,121.70
November 2012	4,740,227.17	4,421,765.21	695,592.59	118,864,592.88
December 2012	4,264,724.71	3,900,594.90	676,524.52	117,408,517.15
January 2013	3,803,842.91	3,396,663.83	659,834.78	115,959,856.18
February 2013	3,357,317.48	2,909,633.57	645,454.37	114,518,571.80
March 2013	2,924,888.30	2,439,171.55	633,315.89	113,084,626.06
April 2013	2,506,299.37	1,984,950.99	623,353.56	111,657,981.20
May 2013	2,101,298.73	1,546,650.78	615,503.12	110,238,599.65
June 2013	1,709,638.44	1,123,955.38	609,701.81	108,826,444.05
July 2013	1,331,074.48	716,554.78	605,888.39	107,421,477.20
August 2013	965,366.70	324,144.33	604,003.04	106,023,662.13
September 2013	612,278.78	0.00	603,662.44	104,632,962.02
October 2013	271,578.13	0.00	603,320.15	103,249,340.27
November 2013	0.00	0.00	552,374.25	101,872,760.45
December 2013	0.00	0.00	241,021.91	100,503,186.34
January 2014	0.00	0.00	0.00	99,140,581.88
February 2014	0.00	0.00	0.00	97,784,911.21
March 2014	0.00	0.00	0.00	96,436,138.65
April 2014	0.00	0.00	0.00	95,094,228.70
May 2014	0.00	0.00	0.00	93,759,146.06
June 2014	0.00	0.00	0.00	92,430,855.59
July 2014	0.00	0.00	0.00	91,109,322.34
August 2014	0.00	0.00	0.00	89,794,511.54
September 2014	0.00	0.00	0.00	88,486,388.60
October 2014	0.00	0.00	0.00	87,184,919.10
November 2014	0.00	0.00	0.00	85,890,068.81
December 2014	0.00	0.00	0.00	84,601,803.67
January 2015	0.00	0.00	0.00	83,320,089.78
February 2015	0.00	0.00	0.00	82,044,893.45
March 2015	0.00	0.00	0.00	80,776,181.13

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
April 2015	\$ 0.00	\$ 0.00	\$ 0.00	\$ 79,513,919.45
May 2015	0.00	0.00	0.00	78,258,075.22
June 2015	0.00	0.00	0.00	77,008,615.42
July 2015	0.00	0.00	0.00	75,765,507.20
August 2015	0.00	0.00	0.00	74,528,717.87
September 2015	0.00	0.00	0.00	73,298,214.91
October 2015	0.00	0.00	0.00	72,073,965.97
November 2015	0.00	0.00	0.00	70,855,938.88
December 2015	0.00	0.00	0.00	69,644,101.61
January 2016	0.00	0.00	0.00	68,438,422.31
February 2016	0.00	0.00	0.00	67,238,869.29
March 2016	0.00	0.00	0.00	66,045,411.03
April 2016	0.00	0.00	0.00	64,858,016.17
May 2016	0.00	0.00	0.00	63,680,175.58
June 2016	0.00	0.00	0.00	62,522,916.41
July 2016	0.00	0.00	0.00	61,385,887.11
August 2016	0.00	0.00	0.00	60,268,742.04
September 2016	0.00	0.00	0.00	59,171,141.41
October 2016	0.00	0.00	0.00	58,092,751.11
November 2016	0.00	0.00	0.00	57,033,242.70
December 2016	0.00	0.00	0.00	55,992,293.25
January 2017	0.00	0.00	0.00	54,969,585.28
February 2017	0.00	0.00	0.00	53,964,806.67
March 2017	0.00	0.00	0.00	52,977,650.56
April 2017	0.00	0.00	0.00	52,007,815.25
May 2017	0.00	0.00	0.00	51,055,004.14
June 2017	0.00	0.00	0.00	50,118,925.65
July 2017	0.00	0.00	0.00	49,199,293.08
August 2017	0.00	0.00	0.00	48,295,824.60
September 2017	0.00	0.00	0.00	47,408,243.13
October 2017	0.00	0.00	0.00	46,536,276.25
November 2017	0.00	0.00	0.00	45,679,656.17
December 2017	0.00	0.00	0.00	44,838,119.59
January 2018	0.00	0.00	0.00	44,011,407.68
February 2018	0.00	0.00	0.00	43,199,265.97
March 2018	0.00	0.00	0.00	42,401,444.29
April 2018	0.00	0.00	0.00	41,617,696.71
May 2018	0.00	0.00	0.00	40,847,781.43
June 2018	0.00	0.00	0.00	40,091,460.76
July 2018	0.00	0.00	0.00	39,348,501.02
August 2018	0.00	0.00	0.00	38,618,672.48

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
September 2018	\$ 0.00	\$ 0.00	\$ 0.00	\$ 37,901,749.30
October 2018	0.00	0.00	0.00	37,197,509.47
November 2018	0.00	0.00	0.00	36,505,734.70
December 2018.	0.00	0.00	0.00	35,826,210.43
January 2019.	0.00	0.00	0.00	35,158,725.72
February 2019.	0.00	0.00	0.00	34,503,073.19
March 2019.	0.00	0.00	0.00	33,859,049.00
April 2019.	0.00	0.00	0.00	33,226,452.71
May 2019	0.00	0.00	0.00	32,605,087.34
June 2019	0.00	0.00	0.00	31,994,759.19
July 2019.	0.00	0.00	0.00	31,395,277.87
August 2019	0.00	0.00	0.00	30,806,456.22
September 2019	0.00	0.00	0.00	30,228,110.24
October 2019	0.00	0.00	0.00	29,660,059.05
November 2019	0.00	0.00	0.00	29,102,124.85
December 2019.	0.00	0.00	0.00	28,554,132.83
January 2020.	0.00	0.00	0.00	28,015,911.18
February 2020.	0.00	0.00	0.00	27,487,290.97
March 2020.	0.00	0.00	0.00	26,968,106.16
April 2020.	0.00	0.00	0.00	26,458,193.52
May 2020	0.00	0.00	0.00	25,957,392.59
June 2020	0.00	0.00	0.00	25,465,545.64
July 2020.	0.00	0.00	0.00	24,982,497.61
August 2020	0.00	0.00	0.00	24,508,096.09
September 2020	0.00	0.00	0.00	24,042,191.24
October 2020	0.00	0.00	0.00	23,584,635.77
November 2020	0.00	0.00	0.00	23,135,284.92
December 2020.	0.00	0.00	0.00	22,693,996.35
January 2021.	0.00	0.00	0.00	22,260,630.16
February 2021.	0.00	0.00	0.00	21,835,048.85
March 2021.	0.00	0.00	0.00	21,417,117.21
April 2021.	0.00	0.00	0.00	21,006,702.39
May 2021	0.00	0.00	0.00	20,603,673.75
June 2021	0.00	0.00	0.00	20,207,902.90
July 2021.	0.00	0.00	0.00	19,819,263.63
August 2021	0.00	0.00	0.00	19,437,631.88
September 2021	0.00	0.00	0.00	19,062,885.71
October 2021	0.00	0.00	0.00	18,694,905.24
November 2021	0.00	0.00	0.00	18,333,572.65
December 2021.	0.00	0.00	0.00	17,978,772.13
January 2022.	0.00	0.00	0.00	17,630,389.82

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
February 2022	\$ 0.00	\$ 0.00	\$ 0.00	\$ 17,288,313.83
March 2022	0.00	0.00	0.00	16,952,434.17
April 2022	0.00	0.00	0.00	16,622,642.72
May 2022	0.00	0.00	0.00	16,298,833.20
June 2022	0.00	0.00	0.00	15,980,901.17
July 2022	0.00	0.00	0.00	15,668,743.95
August 2022	0.00	0.00	0.00	15,362,260.62
September 2022	0.00	0.00	0.00	15,061,351.98
October 2022	0.00	0.00	0.00	14,765,920.53
November 2022	0.00	0.00	0.00	14,475,870.44
December 2022	0.00	0.00	0.00	14,191,107.51
January 2023	0.00	0.00	0.00	13,911,539.16
February 2023	0.00	0.00	0.00	13,637,074.39
March 2023	0.00	0.00	0.00	13,367,623.74
April 2023	0.00	0.00	0.00	13,103,099.30
May 2023	0.00	0.00	0.00	12,843,414.67
June 2023	0.00	0.00	0.00	12,588,484.92
July 2023	0.00	0.00	0.00	12,338,226.56
August 2023	0.00	0.00	0.00	12,092,557.55
September 2023	0.00	0.00	0.00	11,851,397.26
October 2023	0.00	0.00	0.00	11,614,666.41
November 2023	0.00	0.00	0.00	11,382,287.13
December 2023	0.00	0.00	0.00	11,154,182.83
January 2024	0.00	0.00	0.00	10,930,278.27
February 2024	0.00	0.00	0.00	10,710,499.49
March 2024	0.00	0.00	0.00	10,494,773.80
April 2024	0.00	0.00	0.00	10,283,029.76
May 2024	0.00	0.00	0.00	10,075,197.16
June 2024	0.00	0.00	0.00	9,871,206.97
July 2024	0.00	0.00	0.00	9,670,991.39
August 2024	0.00	0.00	0.00	9,474,483.74
September 2024	0.00	0.00	0.00	9,281,618.53
October 2024	0.00	0.00	0.00	9,092,331.36
November 2024	0.00	0.00	0.00	8,906,558.95
December 2024	0.00	0.00	0.00	8,724,239.12
January 2025	0.00	0.00	0.00	8,545,310.74
February 2025	0.00	0.00	0.00	8,369,713.75
March 2025	0.00	0.00	0.00	8,197,389.11
April 2025	0.00	0.00	0.00	8,028,278.82
May 2025	0.00	0.00	0.00	7,862,325.85
June 2025	0.00	0.00	0.00	7,699,474.17

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
July 2025.	\$ 0.00	\$ 0.00	\$ 0.00	\$ 7,539,668.71
August 2025	0.00	0.00	0.00	7,382,855.35
September 2025	0.00	0.00	0.00	7,228,980.92
October 2025	0.00	0.00	0.00	7,077,993.14
November 2025	0.00	0.00	0.00	6,929,840.65
December 2025.	0.00	0.00	0.00	6,784,472.97
January 2026.	0.00	0.00	0.00	6,641,840.50
February 2026.	0.00	0.00	0.00	6,501,894.49
March 2026.	0.00	0.00	0.00	6,364,587.04
April 2026.	0.00	0.00	0.00	6,229,871.06
May 2026	0.00	0.00	0.00	6,097,700.30
June 2026	0.00	0.00	0.00	5,968,029.29
July 2026.	0.00	0.00	0.00	5,840,813.36
August 2026	0.00	0.00	0.00	5,716,008.60
September 2026	0.00	0.00	0.00	5,593,571.87
October 2026	0.00	0.00	0.00	5,473,460.77
November 2026	0.00	0.00	0.00	5,355,633.66
December 2026.	0.00	0.00	0.00	5,240,049.59
January 2027.	0.00	0.00	0.00	5,126,668.32
February 2027.	0.00	0.00	0.00	5,015,450.34
March 2027.	0.00	0.00	0.00	4,906,356.80
April 2027.	0.00	0.00	0.00	4,799,349.53
May 2027	0.00	0.00	0.00	4,694,391.02
June 2027	0.00	0.00	0.00	4,591,444.42
July 2027.	0.00	0.00	0.00	4,490,473.51
August 2027	0.00	0.00	0.00	4,391,442.70
September 2027	0.00	0.00	0.00	4,294,317.04
October 2027	0.00	0.00	0.00	4,199,062.17
November 2027	0.00	0.00	0.00	4,105,644.32
December 2027.	0.00	0.00	0.00	4,014,030.32
January 2028.	0.00	0.00	0.00	3,924,187.58
February 2028.	0.00	0.00	0.00	3,836,084.07
March 2028.	0.00	0.00	0.00	3,749,688.32
April 2028.	0.00	0.00	0.00	3,664,969.42
May 2028	0.00	0.00	0.00	3,581,896.98
June 2028	0.00	0.00	0.00	3,500,441.16
July 2028.	0.00	0.00	0.00	3,420,572.62
August 2028	0.00	0.00	0.00	3,342,262.56
September 2028	0.00	0.00	0.00	3,265,482.64
October 2028	0.00	0.00	0.00	3,190,205.07
November 2028	0.00	0.00	0.00	3,116,402.50

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
December 2028.	\$ 0.00	\$ 0.00	\$ 0.00	\$ 3,044,048.08
January 2029.	0.00	0.00	0.00	2,973,115.43
February 2029.	0.00	0.00	0.00	2,903,578.63
March 2029.	0.00	0.00	0.00	2,835,412.20
April 2029.	0.00	0.00	0.00	2,768,591.13
May 2029	0.00	0.00	0.00	2,703,090.83
June 2029	0.00	0.00	0.00	2,638,887.15
July 2029.	0.00	0.00	0.00	2,575,956.37
August 2029	0.00	0.00	0.00	2,514,275.16
September 2029	0.00	0.00	0.00	2,453,820.63
October 2029	0.00	0.00	0.00	2,394,570.28
November 2029	0.00	0.00	0.00	2,336,502.00
December 2029.	0.00	0.00	0.00	2,279,594.08
January 2030.	0.00	0.00	0.00	2,223,825.17
February 2030.	0.00	0.00	0.00	2,169,174.33
March 2030.	0.00	0.00	0.00	2,115,620.96
April 2030.	0.00	0.00	0.00	2,063,144.84
May 2030	0.00	0.00	0.00	2,011,726.09
June 2030	0.00	0.00	0.00	1,961,345.19
July 2030.	0.00	0.00	0.00	1,911,982.98
August 2030	0.00	0.00	0.00	1,863,620.60
September 2030	0.00	0.00	0.00	1,816,239.55
October 2030	0.00	0.00	0.00	1,769,821.66
November 2030	0.00	0.00	0.00	1,724,349.06
December 2030.	0.00	0.00	0.00	1,679,804.23
January 2031.	0.00	0.00	0.00	1,636,169.91
February 2031.	0.00	0.00	0.00	1,593,429.20
March 2031.	0.00	0.00	0.00	1,551,565.45
April 2031.	0.00	0.00	0.00	1,510,562.35
May 2031	0.00	0.00	0.00	1,470,403.84
June 2031	0.00	0.00	0.00	1,431,074.17
July 2031.	0.00	0.00	0.00	1,392,557.87
August 2031	0.00	0.00	0.00	1,354,839.71
September 2031	0.00	0.00	0.00	1,317,904.78
October 2031	0.00	0.00	0.00	1,281,738.40
November 2031	0.00	0.00	0.00	1,246,326.17
December 2031.	0.00	0.00	0.00	1,211,653.93
January 2032.	0.00	0.00	0.00	1,177,707.78
February 2032.	0.00	0.00	0.00	1,144,474.07
March 2032.	0.00	0.00	0.00	1,111,939.40
April 2032.	0.00	0.00	0.00	1,080,090.59

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
May 2032	\$ 0.00	\$ 0.00	\$ 0.00	\$ 1,048,914.71
June 2032	0.00	0.00	0.00	1,018,399.05
July 2032.	0.00	0.00	0.00	988,531.13
August 2032	0.00	0.00	0.00	959,298.71
September 2032	0.00	0.00	0.00	930,689.74
October 2032	0.00	0.00	0.00	902,692.41
November 2032	0.00	0.00	0.00	875,295.10
December 2032.	0.00	0.00	0.00	848,486.42
January 2033.	0.00	0.00	0.00	822,255.17
February 2033.	0.00	0.00	0.00	796,590.35
March 2033.	0.00	0.00	0.00	771,481.17
April 2033.	0.00	0.00	0.00	746,917.01
May 2033	0.00	0.00	0.00	722,887.47
June 2033	0.00	0.00	0.00	699,382.32
July 2033.	0.00	0.00	0.00	676,391.52
August 2033	0.00	0.00	0.00	653,905.19
September 2033	0.00	0.00	0.00	631,913.67
October 2033	0.00	0.00	0.00	610,407.43
November 2033	0.00	0.00	0.00	589,377.13
December 2033.	0.00	0.00	0.00	568,813.62
January 2034.	0.00	0.00	0.00	548,707.87
February 2034.	0.00	0.00	0.00	529,051.06
March 2034.	0.00	0.00	0.00	509,834.49
April 2034.	0.00	0.00	0.00	491,049.64
May 2034	0.00	0.00	0.00	472,688.14
June 2034	0.00	0.00	0.00	454,741.77
July 2034.	0.00	0.00	0.00	437,202.46
August 2034	0.00	0.00	0.00	420,062.28
September 2034	0.00	0.00	0.00	403,313.45
October 2034	0.00	0.00	0.00	386,948.34
November 2034	0.00	0.00	0.00	370,959.44
December 2034.	0.00	0.00	0.00	355,339.40
January 2035.	0.00	0.00	0.00	340,080.97
February 2035.	0.00	0.00	0.00	325,177.05
March 2035.	0.00	0.00	0.00	310,620.70
April 2035.	0.00	0.00	0.00	296,405.04
May 2035	0.00	0.00	0.00	282,523.38
June 2035	0.00	0.00	0.00	268,969.12
July 2035.	0.00	0.00	0.00	255,735.78
August 2035	0.00	0.00	0.00	242,817.01
September 2035	0.00	0.00	0.00	230,206.57

<u>Distribution Date</u>	<u>Classes MC and MO (in the aggregate)</u>	<u>Classes MC, MH, MO and ZH (in the aggregate)</u>	<u>Class MH</u>	<u>Classes CA, CO, DB, DO, EB, EO, NA and NO (in the aggregate)</u>
October 2035	\$ 0.00	\$ 0.00	\$ 0.00	\$ 217,898.32
November 2035	0.00	0.00	0.00	205,886.27
December 2035.	0.00	0.00	0.00	194,164.51
January 2036.	0.00	0.00	0.00	182,727.24
February 2036.	0.00	0.00	0.00	171,568.77
March 2036.	0.00	0.00	0.00	160,683.53
April 2036.	0.00	0.00	0.00	150,066.04
May 2036	0.00	0.00	0.00	139,710.90
June 2036	0.00	0.00	0.00	129,612.85
July 2036.	0.00	0.00	0.00	119,766.70
August 2036	0.00	0.00	0.00	110,167.36
September 2036	0.00	0.00	0.00	100,809.85
October 2036	0.00	0.00	0.00	91,689.25
November 2036	0.00	0.00	0.00	82,800.77
December 2036.	0.00	0.00	0.00	74,139.68
January 2037.	0.00	0.00	0.00	65,701.34
February 2037.	0.00	0.00	0.00	57,481.21
March 2037.	0.00	0.00	0.00	49,474.83
April 2037.	0.00	0.00	0.00	41,677.81
May 2037	0.00	0.00	0.00	34,085.86
June 2037	0.00	0.00	0.00	26,694.77
July 2037.	0.00	0.00	0.00	19,500.38
August 2037	0.00	0.00	0.00	12,498.64
September 2037	0.00	0.00	0.00	5,685.57
October 2037 and thereafter	0.00	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 Weighted Remaining Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
1	Ginnie Mae	2008-030	GD(3)	April 29, 2008	38374D2H1	6.0%	FIX	April 2038	SUP	\$94,802,000	0.91724347	\$86,956,515	100%	6.512%	352	7	II
1	Ginnie Mae	2008-030	TD	April 29, 2008	38374DS42	6.0%	FIX	April 2038	SUP	\$ 9,567,000	0.92458579	\$ 8,845,512	100%	6.484%	348	11	II

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

(2) Underlying Certificate Factors are as of June 2008.

(3) MX Class.

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



\$759,683,094

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**

Ginnie Mae REMIC Trust 2008-030

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.

The Trust and its Assets

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
AB	\$131,583,000	4.2%	PAC I	FIX	38374DQ36	February 2037
DA(1)	52,407,000	6.0	SUP	FIX	38374DQ77	March 2037
DB(1)	12,035,000	6.0	SUP	FIX	38374DQ85	October 2037
DC(1)	10,732,000	6.0	SUP	FIX	38374DQ93	April 2038
IO	39,474,900	6.0	NTL (PAC I)	FIX/IO	38374DQ44	February 2037
KA(1)	19,628,000	6.0	PAC II	FIX	38374DQ69	April 2038
PB(1)	23,615,000	6.0	PAC I	FIX	38374DQ51	April 2038
Security Group 2						
AC	250,000,000	4.0	PAC	FIX	38374DR27	June 2037
AZ(1)	8,178,000	6.0	SUP	FIX/Z	38374DS26	April 2038
CT	120,000,000	(5)	SCH/AD	INV/DLY	38374DR50	April 2038
IC(1)	120,000,000	(5)	NTL (SCH/AD)	FLT/IO/DLY	38374DR68	April 2038
MA	19,350,000	6.0	TAC/AD	FIX	38374DR84	April 2038
MZ(1)	50,000	6.0	SCH/AD	FIX/Z	38374DR92	April 2038
PI	83,333,333	6.0	NTL (PAC)	FIX/IO	38374DR35	June 2037
PO(1)	16,000,000	0.0	SCH/AD	PO	38374DR76	April 2038
PX(1)	32,366,000	6.0	PAC	FIX	38374DR43	April 2038
TD(1)	9,567,000	6.0	SUP	FIX	38374DS42	April 2038
Security Group 3						
TE(1)	54,172,094	5.5	SC/PT	FIX	38374DS67	September 2035
Residual						
RR	0	0.0	NPR	NPR	38374DS75	April 2038

- (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.

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 Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be April 29, 2008.

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

LOOP CAPITAL MARKETS, LLC

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

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: April 29, 2008

Distribution Date: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2008.

Trust Assets:

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

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

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the 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 2 Trust Assets¹:

Principal Balance ²	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate ³
Group 1 Trust Assets			
\$250,000,000	355	5	6.5%
Group 2 Trust Assets			
\$455,511,000	349	10	6.5%

¹ As of April 1, 2008.

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

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

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

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

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the front cover 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
CT	4426.80% – (LIBOR x 680)	6.8%	0.0%	6.8%	19	6.51%
CX	(LIBOR x 5100) – 33150%	0.0%	0.0%	51.0%	19	6.50%
IC	(LIBOR x 680) – 4420%	0.0%	0.0%	6.8%	19	6.50%

(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 in the following order of priority:

1. Sequentially, to AB and PB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To KA, until reduced to its Scheduled Principal Balance for that Distribution Date
3. Sequentially, to DA, DB and DC, in that order, until retired
4. To KA, without regard to its Scheduled Principal Balance, until retired
5. Sequentially, to AB and PB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the AZ and MZ Accrual Amounts will be allocated as follows:

- The MZ Accrual Amount in the following order of priority:
 1. To MA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. To MZ, until retired
- The AZ Accrual Amount in the following order of priority:
 1. To the Scheduled Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CT and PO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To MA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To MZ, until retired
 - d. To MA, without regard to its Scheduled Principal Balance, until retired
 - e. Concurrently, to CT and PO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 2. To AZ, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to AC and PX, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. Concurrently, as follows:
 - a. 94.4745733345% in the following order of priority:
 - (i) To the Scheduled Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - a. Concurrently, to CT and PO, pro rata, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To MA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To MZ, until retired
 - d. To MA, without regard to its Scheduled Principal Balance, until retired
 - e. Concurrently, to CT and PO, pro rata, without regard to their Aggregate Scheduled Principal Balance, until retired
 - (ii) To AZ, until retired
 - (iii) To the Scheduled Classes, in the same order and manner of priority as described in 2.a.(i) above, but without regard to their Aggregate Scheduled Principal Balance, until retired

b. 5.5254266655% to TD, until retired

3. Sequentially, to AC and PX, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PAC Classes	
AC and PX (in the aggregate)	100% PSA through 325% PSA
PAC I Classes	
AB and PB (in the aggregate)	100% PSA through 325% PSA
PAC II Class	
KA	137% PSA through 325% PSA
Scheduled and TAC Classes	
CT, MA, MZ and PO (in the aggregate)	(1)
Scheduled Classes	
CT and PO (in the aggregate)	(2)
TAC Class	
MA	337% PSA

(1) The Aggregate Scheduled Principal Balances for CT, MA, MZ and PO were calculated based on the PSA Rate in effect for each Distribution Date as indicated below:

May 2008	150.000% PSA
June 2008	171.875% PSA
July 2008	193.750% PSA
August 2008	215.625% PSA
September 2008	237.500% PSA
October 2008	259.375% PSA
November 2008	281.250% PSA
December 2008	303.125% PSA
January 2009 and thereafter	325.000% PSA

(2) The Aggregate Scheduled Principal Balances for CT and PO were calculated based on the PSA Rate in effect for each Distribution Date as indicated below:

May 2008	150.00% PSA
June 2008	157.50% PSA
July 2008	165.00% PSA
August 2008	172.50% PSA
September 2008	180.00% PSA
October 2008	187.50% PSA
November 2008	195.00% PSA
December 2008	202.50% PSA
January 2009	210.00% PSA
February 2009	217.50% PSA
March 2009	225.00% PSA
April 2009	232.50% PSA
May 2009	240.00% PSA
June 2009	247.50% PSA
July 2009	255.00% PSA
August 2009	262.50% PSA
September 2009	270.00% PSA
October 2009	277.50% PSA
November 2009	285.00% PSA
December 2009	292.50% PSA
January 2010 and thereafter	300.00% PSA

While the PAC and TAC Classes may exhibit an Effective Range or Rate of constant prepayment rates at which such Classes will receive Scheduled Payments, the CT, MA, MZ and PO Classes (in the aggregate) do not exhibit an Effective Range or Rate of constant prepayment rates at which such Classes will receive Scheduled Payments.

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI	\$ 1,504,375	12.5% of DB (SUP Class)
CI	6,550,875	12.5% of DA (SUP Class)
EI	1,341,500	12.5% of DC (SUP Class)
GI	9,396,750	12.5% of DA, DB and DC (in the aggregate) (SUP Classes)
	<u>2,453,500</u>	12.5% of KA (PAC II Class)
	<u>\$ 11,850,250</u>	
IC	\$120,000,000	100% of CT (SCH/AD Class)
IJ	5,394,333	16.6666666667% of PX (PAC Class)
IO	39,474,900	30% of AB (PAC I Class)
IP	3,935,833	16.6666666667% of PB (PAC I Class)
JI	14,774,207	27.2727272727% of TE (SC/PT Class)
KI	2,453,500	12.5% of KA (PAC II Class)
PI	83,333,333	33.3333333333% of AC (PAC Class)
TI	1,195,875	12.5% of TD (SUP 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 represents the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1(6)								
KA	\$ 19,628,000	KB	\$ 19,628,000	PAC II	5.25%	FIX	38374DS83	April 2038
		KC	19,628,000	PAC II	5.50	FIX	38374DS91	April 2038
		KD	19,628,000	PAC II	5.75	FIX	38374DT25	April 2038
		KI	2,453,500	NTL (PAC II)	6.00	FIX/IO	38374DT33	April 2038
Combination 2(6)								
DA	\$ 52,407,000	AT	\$ 52,407,000	SUP	5.25%	FIX	38374DT41	March 2037
		CB	52,407,000	SUP	5.50	FIX	38374DT58	March 2037
		CD	52,407,000	SUP	5.75	FIX	38374DT66	March 2037
		CI	6,550,875	NTL (SUP)	6.00	FIX/IO	38374DT74	March 2037
Combination 3(6)								
DB	\$ 12,035,000	BA	\$ 12,035,000	SUP	5.25%	FIX	38374DT82	October 2037
		BC	12,035,000	SUP	5.50	FIX	38374DT90	October 2037
		BD	12,035,000	SUP	5.75	FIX	38374DU23	October 2037
		BI	1,504,375	NTL (SUP)	6.00	FIX/IO	38374DU31	October 2037
Combination 4(6)								
DC	\$ 10,732,000	EA	\$ 10,732,000	SUP	5.25%	FIX	38374DU49	April 2038
		EB	10,732,000	SUP	5.50	FIX	38374DU56	April 2038
		ED	10,732,000	SUP	5.75	FIX	38374DU64	April 2038
		EI	1,341,500	NTL (SUP)	6.00	FIX/IO	38374DU72	April 2038
Combination 5(6)								
KA	\$ 19,628,000	GA	\$ 19,628,000	SUP	5.25%	FIX	38374DV55	April 2038
DA	52,407,000	GB	94,802,000	SUP	5.50	FIX	38374DV63	April 2038
DB	12,035,000	GC	94,802,000	SUP	5.75	FIX	38374DV71	April 2038
DC	10,732,000	GD	94,802,000	SUP	6.00	FIX	38374D2H1	April 2038
		GI	11,850,250	NTL (SUP)	6.00	FIX/IO	38374DV89	April 2038

REMIC Securities		MX Securities							
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
			Original Class Principal Balance or Class Notional Balance(2)						
Combination 6(6)									
PB	\$ 23,615,000	IP	\$ 3,935,833	NTL (PAC I)	6.00%	FIX/IO	38374DV48	April 2038	
		PC	23,615,000	PAC I	5.00	FIX	38374DU80	April 2038	
		PD	23,615,000	PAC I	5.25	FIX	38374DU98	April 2038	
		PE	23,615,000	PAC I	5.50	FIX	38374DV22	April 2038	
		PG	23,615,000	PAC I	5.75	FIX	38374DV30	April 2038	
Security Group 2									
Combination 7(6)									
PX	\$ 32,366,000	JA	\$32,366,000	PAC	5.00%	FIX	38374DV97	April 2038	
		JB	32,366,000	PAC	5.25	FIX	38374DW21	April 2038	
		JC	32,366,000	PAC	5.50	FIX	38374DW39	April 2038	
		JD	32,366,000	PAC	5.75	FIX	38374DW47	April 2038	
		IJ	5,394,333	NTL (PAC)	6.00	FIX/IO	38374DW54	April 2038	
Combination 8(6)									
TD	\$ 9,567,000	TA	\$ 9,567,000	SUP	5.25%	FIX	38374DY60	April 2038	
		TB	9,567,000	SUP	5.50	FIX	38374DY78	April 2038	
		TC	9,567,000	SUP	5.75	FIX	38374DY86	April 2038	
		TI	1,195,875	NTL (SUP)	6.00	FIX/IO	38374DZ28	April 2038	
Combination 9									
IC	\$120,000,000	CX	\$16,000,000	SCH/AD	(5)	FLT/DLY	38374DZ93	April 2038	
PO	16,000,000								
Combination 10									
AZ	\$ 8,178,000	TZ	\$ 8,228,000	SUP	6.0%	FIX/Z	38374DW70	April 2038	
MZ	50,000								

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance	Maximum		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
		Original Class Principal Balance or Class Notional Balance(2)	Related MX Class					
Security Group 3 Combination 11(6) TE	\$ 54,172,094	CA	\$ 54,172,094	SC/PT	4.00%	FIX	38374D2A6	September 2035
		CH	54,172,094	SC/PT	4.25	FIX	38374D2B4	September 2035
		CP	54,172,094	SC/PT	4.50	FIX	38374D2C2	September 2035
		DG	54,172,094	SC/PT	4.75	FIX	38374D2D0	September 2035
		DN	54,172,094	SC/PT	5.00	FIX	38374D2E8	September 2035
		DT	54,172,094	SC/PT	5.25	FIX	38374D2F5	September 2035
		JJ	14,774,207	NTL (SC/PT)	5.50	FIX/IO	38374D2G3	September 2035

(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 Combinations 1, 2, 3, 4, 5, 6, 7, 8 and 11, various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.



\$395,802,027

**Government National
Mortgage Association**

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**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-056**

OFFERING CIRCULAR SUPPLEMENT
June 20, 2008

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