



\$646,128,431

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2008-069

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 Ginnie Mae Certificates.

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-7 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 August 28, 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.

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						
AP(1)	\$ 66,910,993	5.75%	PAC I	FIX	38375XQG2	October 2034
DA	47,624,000	5.75	SUP	FIX	38375XQH0	March 2038
DB	20,000,000	5.50	SUP	FIX	38375XQJ6	March 2038
DE	7,890,000	5.75	SUP	FIX	38375XQK3	June 2038
DF	7,500,000	(5)	SUP	FLT	38375XQL1	March 2038
DG	6,897,465	5.75	SUP	FIX	38375XQM9	August 2038
DH	29,487,000	5.75	PAC II	FIX	38375XQN7	June 2038
DJ	3,754,000	5.75	PAC II	FIX	38375XQP2	August 2038
DL	2,175,000	5.75	PAC II	FIX	38375XQP0	August 2038
DM	2,000,000	5.25	SUP	FIX	38375XQR8	March 2038
DP	14,000,000	6.00	SUP	FIX	38375XQS6	March 2038
DS	2,500,000	(5)	SUP	INV	38375XQT4	March 2038
EP(1)	7,159,309	5.75	PAC I	FIX	38375XQL1	August 2038
FB	65,000,000	(5)	PT	FLT	38375XQV9	August 2038
FC	111,968,272	(5)	PT	FLT	38375XQW7	August 2038
LB(1)	6,511,501	5.75	PAC I	FIX	38375XQX5	July 2035
LC(1)	36,075,607	5.75	PAC I	FIX	38375XQY3	July 2038
PA(1)	38,843,279	5.75	PAC I	FIX	38375XQZ0	October 2034
PB(1)	27,262,650	5.75	PAC I	FIX	38375XRA4	July 2036
PC(1)	18,283,674	5.75	PAC I	FIX	38375XRB2	June 2037
PD(1)	6,374,775	5.75	PAC I	FIX	38375XRC0	January 2038
PE(1)	2,687,291	5.75	PAC I	FIX	38375XRD8	August 2038
SB	65,000,000	(5)	NTL (PT)	INV/IO	38375XRE6	August 2038
SC	111,968,272	(5)	NTL (PT)	INV/IO	38375XRF3	August 2038
Security Group 2						
FA	16,460,516	(5)	PT	FLT	38375XRG1	August 2038
PZ	20,000,000	6.25	SUP	FIX/Z	38375XRH9	August 2038
QA(1)	34,624,810	5.75	PAC I/AD	FIX	38375XRJ5	August 2034
QC(1)	12,779,990	5.75	PAC I/AD	FIX	38375YDJ8	July 2036
QD(1)	15,797,617	5.75	PAC I/AD	FIX	38375XRR2	July 2038
QE(1)	1,237,094	5.75	PAC I/AD	FIX	38375XRL0	August 2038
QI	4,956,885	6.50	NTL (PAC I/AD)	FIX/IO	38375XRM8	August 2038
SA	16,460,516	(5)	NTL (PT)	INV/IO	38375XRN6	August 2038
Y(1)	14,323,588	6.25	PAC II/AD	FIX	38375XRP1	August 2038
Residual						
RR	0	0.00	NPR	NPR	38375XRQ9	August 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 the 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.

Goldman, Sachs & Co.

Utendahl Capital Partners L.P.

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

AVAILABLE INFORMATION

You should purchase the securities only if you have read and understood the following documents:

- this Offering Circular Supplement (this “Supplement”) and
- the Base Offering Circular.

The Base Offering Circular is 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.

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: Goldman, Sachs & Co.

Co-Sponsor: Utendahl Capital Partners, L.P.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: August 28, 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 September 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	Ginnie Mae II	6.5%	30
2	Ginnie Mae II	6.5%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust 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 1 Trust Assets			
\$530,904,816	355	4	6.95%
Group 2 Trust Assets			
\$115,223,615	356	4	7.00%

¹ As of August 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 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 will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement.

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

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

Increased Minimum Denomination Classes: Each Class that constitutes an Interest Only or 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:

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
DF	LIBOR + 1.50%	3.96%	1.50%	7.00%	0	0.0000%
DS	19.50% – (LIBOR x 3.00)	12.12%	3.00%	19.50%	0	5.5000%
FA	LIBOR + 0.50%	2.96%	0.50%	8.00%	0	0.0000%
FB	LIBOR + 0.37%	2.83%	0.37%	8.00%	0	0.0000%
FC	LIBOR + 0.45%	2.91%	0.45%	8.00%	0	0.0000%
SA	7.50% – LIBOR	5.04%	0.00%	7.50%	0	7.5000%
SB	7.63% – LIBOR	5.17%	0.00%	7.63%	0	7.6300%
SC	7.55% – LIBOR	5.09%	0.00%	7.55%	0	7.5500%

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

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

SECURITY GROUP 1

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

1. 66.6666666667% in the following order of priority:
 - a. To AP, EP, LB, LC, PA, PB, PC, PD and PE, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
 - i. 63.2702506873% sequentially, to AP, PB, LC and PE, in that order, until retired
 - ii. 36.7297493127% sequentially, to PA, LB, PC, PD and EP, in that order, until retired
 - b. Sequentially, to DH, DJ and DL, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - c. Concurrently, to DA, DB, DF, DM, DP and DS, pro rata, until retired
 - d. Sequentially, to DE and DG, in that order, until retired

e. Sequentially, to DH, DJ and DL, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

f. To AP, EP, LB, LC, PA, PB, PC, PD and PE, in the same manner and order of priority described in step 1.a. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

2. 33.3333333333% concurrently, to FB and FC, pro rata, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the PZ Accrual Amount will be allocated as follows:

- The PZ Accrual Amount in the following order of priority:
 1. Sequentially, to QA, QC, QD and QE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To Y, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. To PZ, until retired
- The Group 2 Principal Distribution Amount, concurrently, as follows:
 1. 14.2857139138% to FA, until retired
 2. 85.7142860862% in the following order of priority:
 - a. Sequentially, to QA, QC, QD and QE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To Y, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. To PZ, until retired
 - d. To Y, without regard to its Scheduled Principal Balance, until retired
 - e. Sequentially, to QA, QC, QD and QE, in that order, 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:

<u>Class</u>	<u>Structuring Ranges</u>
PAC I Classes	
AP, EP, LB, LC, PA, PB, PC, PD and PE (in the aggregate)	100% PSA through 350% PSA
QA, QC, QD and QE (in the aggregate)	125% PSA through 350% PSA
PAC II Classes	
DH, DJ and DL (in the aggregate)	140% PSA through 340% PSA
Y	200% PSA through 350% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GI . . .	\$ 7,293,046	15.3846153846% of QA and QC (in the aggregate) (PAC I/AD Classes)
MI . . .	10,293,998	15.3846153846% of AP (PAC I Class)
NI . . .	\$ 10,293,998	15.3846153846% of AP (PAC I Class)
	<u>3,816,771</u>	14% of PB (PAC I Class)
	<u>\$ 14,110,769</u>	
QI . . .	\$ 4,956,885	7.6923076923% of QA, QC, QD and QE (in the aggregate) (PAC I/AD Classes)
SA . . .	16,460,516	100% of FA (PT Class)
SB . . .	65,000,000	100% of FB (PT Class)
SC . . .	111,968,272	100% of FC (PT Class)
WI . . .	5,326,893	15.3846153846% of QA (PAC I/AD Class)
YI . . .	2,754,536	19.2307692308% of Y (PAC II/AD 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.

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 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.

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

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

Support securities will be more sensitive to rates of principal payments than other securities. If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to

produce scheduled payments on the PAC classes, the related support classes will not receive any principal distribution on that date (other than from any applicable accrual amount). If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the related PAC classes for that distribution date, this excess will be distributed to the related support classes.

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

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

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

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially

sensitive to prepayment or interest rate risk or that have been structured to meet the investment requirements of limited categories of investors.

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

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

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

The yield and 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 will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS

The Trust MBS 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 Mortgage Loans

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

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

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

Each 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 (or accrued in the case of the Accrual Class) on any Class for any Distribution Date will consist of 30 days' interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (or accrued in the case of the Accrual Class) on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement 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 Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Class

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

Principal Distributions

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

Class Factors

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities (and any addition to the Class Principal Balance of the Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.

- 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 the Accrual Class) can calculate the amount of principal and interest to be distributed to that Class and investors in the Accrual Class can calculate the total amount of principal and interest to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the 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 related Class or Classes of REMIC Securities and, in the case of Combinations 1, 5, 6, 7 and 10, 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 1, 5, 6, 7 or 10, the REMIC 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: Trust Administrator Ginnie Mae 2008-069. 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.

Accretion Directed Classes

Classes QA, QC, QD, QE and Y are Accretion Directed Classes. The Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Class QI is a Notional Class whose Class Notional Balance is determined by reference to the aggregate Class Principal Balances of Classes QA, QC, QD and QE.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through

the applicable pricing prepayment assumption. Class QE will have principal payment stability only through the prepayment rate shown in the table below. Classes QA, QC, QD and Y are not listed in the table below because, although they are entitled to receive payments from the Accrual Amount, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

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

- Moreover, based on the Modeling Assumptions, if the related Mortgage Loans prepay at any constant rate at or below the rate shown in the table below, the Class Principal Balance of Class QE would be reduced to zero before its Final Distribution Date, and the Weighted Average Life of Class QE would equal its maximum Weighted Average Life.
- However, the Weighted Average Life of Class QE will be reduced, and may be reduced significantly, at prepayment speeds higher than the constant rate shown in the table below. See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
QE.....	20.8	August 2038	350% PSA

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

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. 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 Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC Classes are as follows:

PAC I Classes

Initial Effective Ranges

AP, EP, LB, LC, PA, PB, PC, PD and PE (in the aggregate)	100% PSA through 350% PSA
QA, QC, QD and QE (in the aggregate)	98% PSA through 350% PSA

PAC II Classes

Initial Effective Ranges

DH, DJ and DL (in the aggregate)	140% PSA through 340% PSA
Y	172% PSA through 350% PSA

- The principal payment stability of the PAC I Classes will be supported by the related PAC II and related Support Classes.
- The principal payment stability of the PAC II Classes will be supported by the related Support Classes.

If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range 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. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range 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 Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time 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 for any PAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC 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 for any PAC Class, its supporting Classes may be retired earlier than that PAC 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

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

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the 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 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 September 2008.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is August 28, 2008.

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

7. 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 tables, 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	Classes AP, MA, MB, MC, MD, MI and PA					Classes DA, DB, DF, DM, DP and DS					Class DE					Class DG				
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	97	89	89	89	89	100	100	93	83	71	100	100	100	100	100	100	100	100	100	100
August 2010	94	71	71	71	71	100	100	80	52	20	100	100	100	100	100	100	100	100	100	100
August 2011	91	49	49	49	49	100	100	66	21	0	100	100	100	100	0	100	100	100	100	0
August 2012	87	29	29	29	10	100	100	56	1	0	100	100	100	100	0	100	100	100	100	0
August 2013	83	9	9	9	0	100	100	49	0	0	100	100	100	0	0	100	100	100	58	0
August 2014	79	0	0	0	0	100	100	44	0	0	100	100	100	0	0	100	100	100	0	0
August 2015	75	0	0	0	0	100	100	41	0	0	100	100	100	0	0	100	100	100	0	0
August 2016	70	0	0	0	0	100	100	38	0	0	100	100	100	0	0	100	100	100	0	0
August 2017	65	0	0	0	0	100	100	35	0	0	100	100	100	0	0	100	100	100	0	0
August 2018	59	0	0	0	0	100	100	31	0	0	100	100	100	0	0	100	100	100	0	0
August 2019	53	0	0	0	0	100	100	26	0	0	100	100	100	0	0	100	100	100	0	0
August 2020	46	0	0	0	0	100	100	22	0	0	100	100	100	0	0	100	100	100	0	0
August 2021	39	0	0	0	0	100	100	18	0	0	100	100	100	0	0	100	100	100	0	0
August 2022	31	0	0	0	0	100	98	13	0	0	100	100	100	0	0	100	100	100	0	0
August 2023	22	0	0	0	0	100	89	10	0	0	100	100	100	0	0	100	100	100	0	0
August 2024	13	0	0	0	0	100	80	6	0	0	100	100	100	0	0	100	100	100	0	0
August 2025	3	0	0	0	0	100	72	3	0	0	100	100	100	0	0	100	100	100	0	0
August 2026	0	0	0	0	0	100	63	0	0	0	100	100	100	0	0	100	100	100	0	0
August 2027	0	0	0	0	0	100	55	0	0	0	100	100	69	0	0	100	100	100	0	0
August 2028	0	0	0	0	0	100	46	0	0	0	100	100	42	0	0	100	100	100	0	0
August 2029	0	0	0	0	0	100	39	0	0	0	100	100	18	0	0	100	100	100	0	0
August 2030	0	0	0	0	0	100	31	0	0	0	100	100	0	0	0	100	100	97	0	0
August 2031	0	0	0	0	0	100	24	0	0	0	100	100	0	0	0	100	100	76	0	0
August 2032	0	0	0	0	0	100	17	0	0	0	100	100	0	0	0	100	100	58	0	0
August 2033	0	0	0	0	0	100	10	0	0	0	100	100	0	0	0	100	100	43	0	0
August 2034	0	0	0	0	0	98	4	0	0	0	100	100	0	0	0	100	100	31	0	0
August 2035	0	0	0	0	0	73	0	0	0	0	100	79	0	0	0	100	100	20	0	0
August 2036	0	0	0	0	0	45	0	0	0	0	100	12	0	0	0	100	100	11	0	0
August 2037	0	0	0	0	0	16	0	0	0	0	100	0	0	0	0	100	41	4	0	0
August 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)	10.6	3.0	3.0	3.0	2.7	27.8	19.8	6.8	2.1	1.4	29.7	27.4	19.8	4.4	2.5	29.9	28.9	24.9	5.1	2.6

PSA Prepayment Assumption Rates																				
Distribution Date	Class DH					Class DJ					Class DL					Class EP				
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	90	90	90	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	70	70	70	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	47	47	11	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2012	100	100	28	28	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	100
August 2013	100	100	13	13	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	100
August 2014	100	100	1	0	0	100	100	100	63	0	100	100	100	100	0	100	100	100	100	100
August 2015	100	100	0	0	0	100	100	32	0	0	100	100	100	24	0	100	100	100	100	100
August 2016	100	99	0	0	0	100	100	10	0	0	100	100	100	0	0	100	100	100	100	100
August 2017	100	90	0	0	0	100	100	0	0	0	100	100	100	0	0	100	100	100	100	90
August 2018	100	74	0	0	0	100	100	0	0	0	100	100	83	0	0	100	100	100	100	62
August 2019	100	53	0	0	0	100	100	0	0	0	100	100	67	0	0	100	100	100	100	42
August 2020	100	29	0	0	0	100	100	0	0	0	100	100	52	0	0	100	100	100	100	29
August 2021	100	3	0	0	0	100	100	0	0	0	100	100	38	0	0	100	83	83	83	20
August 2022	100	0	0	0	0	100	0	0	0	0	100	26	26	0	0	100	63	63	63	13
August 2023	100	0	0	0	0	100	0	0	0	0	100	16	16	0	0	100	48	48	48	9
August 2024	100	0	0	0	0	100	0	0	0	0	100	7	7	0	0	100	37	37	37	6
August 2025	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	28	28	28	4
August 2026	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	21	21	21	3
August 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	15	15	15	2
August 2028	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	11	11	11	1
August 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	8	8	8	1
August 2030	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	6	6	6	0
August 2031	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	4	4	4	0
August 2032	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	22	3	3	3	0
August 2033	45	0	0	0	0	100	0	0	0	0	100	0	0	0	0	2	2	2	2	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 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)	24.9	11.0	3.0	3.0	2.3	25.7	13.4	6.9	6.1	3.2	25.9	14.1	12.4	6.8	3.2	23.8	15.8	15.8	15.8	11.3

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Classes FB, FC, SB and SC					Classes L and P					Classes LA, NA, NB, NC, ND and NI					Class LB					
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	99	97	94	92	88	99	95	95	95	95	98	92	92	92	92	100	100	100	100	100	100
August 2010	98	91	84	76	68	97	86	86	86	86	96	79	79	79	79	100	100	100	100	100	100
August 2011	97	85	72	60	47	95	75	75	75	75	93	63	63	63	63	100	100	100	100	100	100
August 2012	96	79	61	46	32	94	64	64	64	55	91	48	48	48	34	100	100	100	100	100	100
August 2013	95	73	52	36	22	92	54	54	54	38	88	34	34	34	11	100	100	100	100	0	0
August 2014	94	67	44	28	15	90	45	45	45	26	85	21	21	21	0	100	47	47	47	0	0
August 2015	92	62	38	22	11	87	36	36	36	18	82	10	10	10	0	100	0	0	0	0	0
August 2016	91	57	32	17	7	85	28	28	28	12	78	0	0	0	0	100	0	0	0	0	0
August 2017	89	53	27	13	5	82	22	22	22	8	74	0	0	0	0	100	0	0	0	0	0
August 2018	88	49	23	10	3	79	17	17	17	6	70	0	0	0	0	100	0	0	0	0	0
August 2019	86	45	19	8	2	76	13	13	13	4	66	0	0	0	0	100	0	0	0	0	0
August 2020	84	41	16	6	2	73	10	10	10	3	61	0	0	0	0	100	0	0	0	0	0
August 2021	82	37	14	5	1	69	8	8	8	2	55	0	0	0	0	100	0	0	0	0	0
August 2022	79	34	11	3	1	65	6	6	6	1	50	0	0	0	0	100	0	0	0	0	0
August 2023	77	31	9	3	0	61	4	4	4	1	43	0	0	0	0	100	0	0	0	0	0
August 2024	74	28	8	2	0	56	3	3	3	1	37	0	0	0	0	100	0	0	0	0	0
August 2025	71	25	6	2	0	51	3	3	3	0	29	0	0	0	0	100	0	0	0	0	0
August 2026	68	22	5	1	0	46	2	2	2	0	22	0	0	0	0	53	0	0	0	0	0
August 2027	64	19	4	1	0	40	1	1	1	0	14	0	0	0	0	0	0	0	0	0	0
August 2028	60	17	4	1	0	33	1	1	1	0	6	0	0	0	0	0	0	0	0	0	0
August 2029	56	15	3	0	0	26	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	52	13	2	0	0	19	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	47	11	2	0	0	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	42	9	1	0	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	36	7	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	30	5	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	23	4	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	16	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	8	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.5	11.3	6.9	4.8	3.6	15.8	6.3	6.3	6.3	4.8	12.9	4.0	4.0	4.0	3.3	18.1	6.0	6.0	6.0	6.0	4.5

PSA Prepayment Assumption Rates

Distribution Date	Class LC					Class PB					Class PC					Class PD					
	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	0%	100%	225%	350%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2011	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2012	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2013	100	100	100	100	100	100	100	100	100	41	100	100	100	100	85	100	100	100	100	100	100
August 2014	100	100	100	100	88	100	78	78	78	0	100	100	100	100	35	100	100	100	100	100	100
August 2015	100	100	100	100	58	100	36	36	36	0	100	80	80	80	1	100	100	100	100	100	100
August 2016	100	97	97	97	38	100	0	0	0	0	100	46	46	46	0	100	100	100	100	36	0
August 2017	100	74	74	74	23	100	0	0	0	0	100	19	19	19	0	100	100	100	100	0	0
August 2018	100	55	55	55	14	100	0	0	0	0	100	0	0	0	0	100	94	94	94	0	0
August 2019	100	41	41	41	7	100	0	0	0	0	100	0	0	0	0	100	46	46	46	0	0
August 2020	100	30	30	30	2	100	0	0	0	0	100	0	0	0	0	100	10	10	10	0	0
August 2021	100	21	21	21	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
August 2022	100	14	14	14	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
August 2023	100	9	9	9	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
August 2024	100	5	5	5	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
August 2025	100	2	2	2	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
August 2026	100	0	0	0	0	81	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
August 2027	100	0	0	0	0	52	0	0	0	0	94	0	0	0	0	100	0	0	0	0	0
August 2028	100	0	0	0	0	21	0	0	0	0	67	0	0	0	0	100	0	0	0	0	0
August 2029	90	0	0	0	0	0	0	0	0	0	38	0	0	0	0	100	0	0	0	0	0
August 2030	62	0	0	0	0	0	0	0	0	0	6	0	0	0	0	100	0	0	0	0	0
August 2031	33	0	0	0	0	0	0	0	0	0	0	0	0	0	0	19	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.4	11.0	11.0	11.0	7.8	19.0	6.7	6.7	6.7	4.9	20.6	8.0	8.0	8.0	5.8	22.7	11.0	11.0	11.0	11.0	7.8

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Class PE				
	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100
August 2009	100	100	100	100	100
August 2010	100	100	100	100	100
August 2011	100	100	100	100	100
August 2012	100	100	100	100	100
August 2013	100	100	100	100	100
August 2014	100	100	100	100	100
August 2015	100	100	100	100	100
August 2016	100	100	100	100	100
August 2017	100	100	100	100	100
August 2018	100	100	100	100	100
August 2019	100	100	100	100	100
August 2020	100	100	100	100	100
August 2021	100	100	100	100	90
August 2022	100	100	100	100	61
August 2023	100	100	100	100	41
August 2024	100	100	100	100	27
August 2025	100	100	100	100	18
August 2026	100	95	95	95	12
August 2027	100	71	71	71	8
August 2028	100	52	52	52	5
August 2029	100	38	38	38	3
August 2030	100	27	27	27	2
August 2031	100	19	19	19	1
August 2032	100	13	13	13	1
August 2033	9	9	9	9	0
August 2034	6	6	6	6	0
August 2035	3	3	3	3	0
August 2036	2	2	2	2	0
August 2037	1	1	1	1	0
August 2038	0	0	0	0	0
Weighted Average Life (years)	24.4	20.9	20.9	20.9	15.2

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes FA and SA					Classes GA, GB, GC, GD, GI and QB					Class PZ				
	0%	125%	230%	350%	500%	0%	125%	230%	350%	500%	0%	125%	230%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	99	96	94	92	89	96	92	92	92	92	106	106	97	85	69
August 2010	98	90	83	76	68	91	79	79	79	79	113	113	91	56	13
August 2011	97	82	71	60	47	86	63	63	63	62	121	120	85	28	0
August 2012	96	75	60	46	32	80	48	48	48	32	128	128	81	11	0
August 2013	95	68	51	36	22	74	34	34	34	11	137	136	78	3	0
August 2014	94	62	44	28	15	68	21	21	21	0	145	145	76	0	0
August 2015	92	57	37	22	11	61	10	10	10	0	155	154	74	0	0
August 2016	91	51	31	17	7	54	0	0	0	0	165	164	71	0	0
August 2017	89	47	26	13	5	46	0	0	0	0	175	165	66	0	0
August 2018	88	42	22	10	3	38	0	0	0	0	187	158	60	0	0
August 2019	86	38	19	8	2	29	0	0	0	0	199	149	54	0	0
August 2020	84	34	16	6	2	19	0	0	0	0	211	139	48	0	0
August 2021	82	31	13	5	1	9	0	0	0	0	225	129	42	0	0
August 2022	79	27	11	4	1	0	0	0	0	0	239	118	37	0	0
August 2023	77	24	9	3	0	0	0	0	0	0	255	108	32	0	0
August 2024	74	22	8	2	0	0	0	0	0	0	271	97	27	0	0
August 2025	71	19	6	2	0	0	0	0	0	0	289	87	23	0	0
August 2026	68	17	5	1	0	0	0	0	0	0	307	77	19	0	0
August 2027	64	15	4	1	0	0	0	0	0	0	313	68	16	0	0
August 2028	60	13	3	1	0	0	0	0	0	0	296	60	13	0	0
August 2029	56	11	3	0	0	0	0	0	0	0	276	51	11	0	0
August 2030	52	9	2	0	0	0	0	0	0	0	255	44	9	0	0
August 2031	47	8	2	0	0	0	0	0	0	0	231	36	7	0	0
August 2032	42	6	1	0	0	0	0	0	0	0	206	30	5	0	0
August 2033	36	5	1	0	0	0	0	0	0	0	178	23	4	0	0
August 2034	30	4	1	0	0	0	0	0	0	0	148	18	3	0	0
August 2035	23	3	0	0	0	0	0	0	0	0	115	12	2	0	0
August 2036	16	2	0	0	0	0	0	0	0	0	80	7	1	0	0
August 2037	8	1	0	0	0	0	0	0	0	0	42	3	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.5	10.1	6.8	4.8	3.6	8.0	4.0	4.0	4.0	3.3	25.2	17.9	11.8	2.3	1.3

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes Q and QI					Classes QA, WA, WB, WC, WD and WI					Class QC					Class QD				
	0%	125%	230%	350%	500%	0%	125%	230%	350%	500%	0%	125%	230%	350%	500%	0%	125%	230%	350%	500%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2009	97	94	94	94	94	94	90	90	90	90	100	100	100	100	100	100	100	100	100	100
August 2010	93	85	85	85	85	87	71	71	71	71	100	100	100	100	100	100	100	100	100	100
August 2011	89	73	73	73	72	80	49	49	49	48	100	100	100	100	100	100	100	100	100	100
August 2012	85	62	62	62	50	73	29	29	29	6	100	100	100	100	100	100	100	100	100	100
August 2013	81	52	52	52	34	65	10	10	10	0	100	100	100	100	39	100	100	100	100	100
August 2014	76	42	42	42	24	56	0	0	0	0	100	79	79	79	0	100	100	100	100	88
August 2015	71	33	33	33	16	47	0	0	0	0	100	35	35	35	0	100	100	100	100	58
August 2016	66	26	26	26	11	37	0	0	0	0	100	0	0	0	0	100	98	98	98	38
August 2017	60	20	20	20	8	26	0	0	0	0	100	0	0	0	0	100	74	74	74	23
August 2018	54	16	16	16	5	15	0	0	0	0	100	0	0	0	0	100	55	55	55	14
August 2019	48	12	12	12	4	3	0	0	0	0	100	0	0	0	0	100	41	41	41	7
August 2020	41	9	9	9	2	0	0	0	0	0	72	0	0	0	0	100	30	30	30	2
August 2021	33	7	7	7	2	0	0	0	0	0	34	0	0	0	0	100	21	21	21	0
August 2022	25	5	5	5	1	0	0	0	0	0	0	0	0	0	0	94	14	14	14	0
August 2023	16	4	4	4	1	0	0	0	0	0	0	0	0	0	0	59	9	9	9	0
August 2024	7	3	3	3	1	0	0	0	0	0	0	0	0	0	0	21	5	5	5	0
August 2025	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0
August 2026	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2027	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2028	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2029	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2036	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2037	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 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)	10.0	6.0	6.0	6.0	4.6	6.4	3.0	3.0	3.0	2.6	12.6	6.7	6.7	6.7	4.9	15.3	11.0	11.0	11.0	7.8

PSA Prepayment Assumption Rates

Distribution Date	Class QE					Classes Y, YA, YB, YC, YD, YE and YI				
	0%	125%	230%	350%	500%	0%	125%	230%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	100	100	100	100	92	89	89
August 2010	100	100	100	100	100	100	100	82	68	68
August 2011	100	100	100	100	100	100	100	72	45	45
August 2012	100	100	100	100	100	100	100	61	27	27
August 2013	100	100	100	100	100	100	100	50	14	14
August 2014	100	100	100	100	100	100	100	38	4	4
August 2015	100	100	100	100	100	100	100	25	0	0
August 2016	100	100	100	100	100	100	100	9	0	0
August 2017	100	100	100	100	100	100	100	0	0	0
August 2018	100	100	100	100	100	100	100	0	0	0
August 2019	100	100	100	100	100	100	100	0	0	0
August 2020	100	100	100	100	100	100	100	0	0	0
August 2021	100	100	100	100	100	100	100	0	0	0
August 2022	100	100	100	100	100	100	100	0	0	0
August 2023	100	100	100	100	100	100	100	0	0	0
August 2024	100	100	100	100	100	100	100	0	0	0
August 2025	100	100	100	100	100	100	100	0	0	0
August 2026	91	91	91	91	12	31	0	0	0	0
August 2027	68	68	68	68	8	0	0	0	0	0
August 2028	50	50	50	50	5	0	0	0	0	0
August 2029	37	37	37	37	3	0	0	0	0	0
August 2030	26	26	26	26	2	0	0	0	0	0
August 2031	19	19	19	19	1	0	0	0	0	0
August 2032	13	13	13	13	1	0	0	0	0	0
August 2033	9	9	9	9	0	0	0	0	0	0
August 2034	6	6	6	6	0	0	0	0	0	0
August 2035	3	3	3	3	0	0	0	0	0	0
August 2036	2	2	2	2	0	0	0	0	0	0
August 2037	1	1	1	1	0	0	0	0	0	0
August 2038	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.8	20.8	20.8	20.8	15.1	17.6	4.8	3.0	3.0	2.1

Yield Considerations

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

Prepayments: Effect on Yields

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount, 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 prepay at the same rate at any one time. The timing of changes in the rate of prepayments may affect the actual yield to an investor, even if the average rate of principal prepayments is consistent with the investor's expectation. In general, the earlier a prepayment of principal on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR because the rate on such Classes is capped at a maximum rate described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

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

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

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

SECURITY GROUP 1

**Sensitivity of Class DS to Prepayments
Assumed Price 99.12500%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
1.46000%	15.7%	15.8%	16.0%	16.2%
2.46000%	12.6%	12.7%	12.9%	13.2%
4.46000%	6.3%	6.5%	6.9%	7.2%
5.50000% and above	3.1%	3.3%	3.7%	4.1%

**Sensitivity of Class MI to Prepayments
Assumed Price 14.00000%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>719%</u>
18.1%	18.1%	18.1%	13.6%	0.0%

**Sensitivity of Class NI to Prepayments
Assumed Price 17.50000%***

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>655%</u>
16.7%	16.7%	16.7%	10.0%	0.0%

**Sensitivity of Class SB to Prepayments
Assumed Price 9.37500%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
1.46000%	68.5%	62.3%	56.0%	48.2%
2.46000%	55.4%	49.0%	42.5%	34.6%
4.46000%	30.0%	23.3%	16.4%	7.9%
7.63000% and above	**	**	**	**

**Sensitivity of Class SC to Prepayments
Assumed Price 9.25000%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
1.46000%	68.6%	62.4%	56.0%	48.3%
2.46000%	55.2%	48.9%	42.4%	34.4%
4.46000%	29.5%	22.8%	15.9%	7.4%
7.55000% and above	**	**	**	**

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

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

SECURITY GROUP 2

**Sensitivity of Class GI to Prepayments
Assumed Price 17.50000%***

PSA Prepayment Assumption Rates				
<u>125%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>	<u>635%</u>
16.6%	16.6%	16.6%	9.2%	0.1%

**Sensitivity of Class QI to Prepayments
Assumed Price 23.00000%***

PSA Prepayment Assumption Rates				
<u>125%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>	<u>669%</u>
14.4%	14.4%	14.4%	8.6%	0.0%

**Sensitivity of Class SA to Prepayments
Assumed Price 9.93750%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>125%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>
1.46000%	60.9%	55.6%	49.4%	41.6%
2.46000%	48.6%	43.2%	36.9%	28.8%
4.46000%	24.8%	19.1%	12.4%	3.8%
7.50000% and above	**	**	**	**

**Sensitivity of Class WI to Prepayments
Assumed Price 14.50000%***

PSA Prepayment Assumption Rates				
<u>125%</u>	<u>230%</u>	<u>350%</u>	<u>500%</u>	<u>645%</u>
15.8%	15.8%	15.8%	9.9%	0.0%

**Sensitivity of Class YI to Prepayments
Assumed Price 14.00000%***

PSA Prepayment Assumption Rates				
<u>125%</u>	<u>230%</u>	<u>350%</u>	<u>479%</u>	<u>500%</u>
33.9%	17.4%	17.4%	0.0%	(3.0)%

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

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

Regular Securities

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

The Class QI, SA, SB and SC 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 original issue discount (“OID”) rules based on the expected payments on these Securities at the prepayment assumptions described below.

The Class PZ 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 assumptions described below.

Other than the Regular Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, for the Classes listed below, the interest rate value 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 in the case of the Group 1 Securities and 230% PSA in the case of the Group 2 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate

Classes, the interest rate value to be used for these determinations is the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates”. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the *Base Offering Circular*.

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

Residual Securities

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

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

MX Securities

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

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

ERISA MATTERS

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular and MX Securities will qualify as “guaranteed governmental mortgage pool certificates” within the meaning of a Department of Labor regulation, the effect of which is to provide that mortgage loans

and participations therein underlying a “guaranteed governmental mortgage pool certificate” will not be considered assets of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), or subject to section 4975 of the Code (each, a “Plan”), solely by reason of the Plan’s purchase and holding of that certificate.

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) August 1, 2008 on the Fixed Rate Classes and (2) August 20, 2008, on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Seward & Kissel LLP.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1(5)								
AP	\$66,910,993	MA	\$ 66,910,993	PAC I	4.75%	FIX	38375XRR7	October 2034
		MB	66,910,993	PAC I	5.00	FIX	38375XRS5	October 2034
		MC	66,910,993	PAC I	5.25	FIX	38375XRT3	October 2034
		MD	66,910,993	PAC I	5.50	FIX	38375XRU0	October 2034
		MI	10,293,998	NTL (PAC I)	6.50	FIX/IO	38375XRV8	October 2034
Combination 2								
AP	\$66,910,993	L	\$132,936,541	PAC I	5.75%	FIX	38375XRW6	August 2038
LC	36,075,607							
PB	27,262,650							
PE	2,687,291							
Combination 3								
EP	\$ 7,159,309	P	\$ 77,172,538	PAC I	5.75%	FIX	38375XRX4	August 2038
LB	6,511,501							
PA	38,843,279							
PC	18,283,674							
PD	6,374,775							
Combination 4								
AP	\$66,910,993	LA	\$ 91,720,004	PAC I	5.75%	FIX	38375XRY2	July 2036
PB	24,809,011							

REMIC Securities			MX Securities					
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 5(5)								
AP	\$66,910,993	NA	\$ 91,720,004	PAC I	4.75%	FIX	38375XZRZ9	July 2036
PB	24,809,011	NB	91,720,004	PAC I	5.00	FIX	38375XSA3	July 2036
		NC	91,720,004	PAC I	5.25	FIX	38375XSB1	July 2036
		ND	91,720,004	PAC I	5.50	FIX	38375XSC9	July 2036
		NI	14,110,769	NTL (PAC I)	6.50	FIX/IO	38375XSD7	July 2036
Security Group 2								
Combination 6(5)								
QA	\$34,624,810	WA	\$ 34,624,810	PAC I/AD	4.75%	FIX	38375XSE5	August 2034
		WB	34,624,810	PAC I/AD	5.00	FIX	38375XSF2	August 2034
		WC	34,624,810	PAC I/AD	5.25	FIX	38375XSG0	August 2034
		WD	34,624,810	PAC I/AD	5.50	FIX	38375XSH8	August 2034
		WI	5,326,893	NTL (PAC I/AD)	6.50	FIX/IO	38375XSJ4	August 2034
Combination 7(5)								
QA	\$34,624,810	GA	\$ 47,404,800	PAC I/AD	4.75%	FIX	38375XSK1	July 2036
QC	12,779,990	GB	47,404,800	PAC I/AD	5.00	FIX	38375XSL9	July 2036
		GC	47,404,800	PAC I/AD	5.25	FIX	38375XSM7	July 2036
		GD	47,404,800	PAC I/AD	5.50	FIX	38375XSN5	July 2036
		GI	7,293,046	NTL (PAC I/AD)	6.50	FIX/IO	38375XSP0	July 2036
Combination 8								
QA	\$34,624,810	QB	\$ 47,404,800	PAC I/AD	5.75%	FIX	38375XSQ8	July 2036
QC	12,779,990							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9								
QA	\$34,624,810	Q	\$ 64,439,511	PAC I/AD	5.75%	FIX	38375XSR6	August 2038
QC	12,779,990							
QD	15,797,617							
QE	1,237,094							
Combination 10(5)								
Y	\$14,323,588	YA	\$ 14,323,588	PAC II/AD	5.75%	FIX	38375XSS4	August 2038
		YB	14,323,588	PAC II/AD	5.50	FIX	38375XST2	August 2038
		YC	14,323,588	PAC II/AD	5.25	FIX	38375XSU9	August 2038
		YD	14,323,588	PAC II/AD	5.00	FIX	38375XSV7	August 2038
		YE	14,323,588	PAC II/AD	6.00	FIX	38375XSW5	August 2038
		YI	2,754,536	NTL (PAC II/AD)	6.50	FIX/IO	38375XSX3	August 2038

(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 1, 5, 6, 7 and 10, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>AP, EP, LB, LC, PA, PB, PC, PD and PE (in the aggregate)</u>	<u>DH, DJ and DL (in the aggregate)</u>	<u>QA, QC, QD and QE (in the aggregate)</u>	<u>Y</u>
Initial Balance	\$210,109,079.00	\$35,416,000.00	\$64,439,511.00	\$14,323,588.00
September 2008	209,510,180.28	35,296,810.21	64,252,989.90	14,260,979.52
October 2008	208,850,846.71	35,153,977.22	64,045,485.81	14,185,943.26
November 2008	208,131,285.28	34,987,621.17	63,817,075.94	14,098,552.08
December 2008	207,351,734.27	34,797,891.54	63,567,851.02	13,998,899.64
January 2009	206,512,463.15	34,584,967.05	63,297,915.29	13,887,100.37
February 2009	205,613,772.44	34,349,055.61	63,007,386.41	13,763,289.37
March 2009	204,655,993.61	34,090,394.06	62,696,395.40	13,627,622.29
April 2009	203,639,488.87	33,809,248.00	62,365,086.57	13,480,275.17
May 2009	202,564,651.01	33,505,911.54	62,013,617.43	13,321,444.20
June 2009	201,431,903.13	33,180,706.99	61,642,158.58	13,151,345.48
July 2009	200,241,698.41	32,833,984.51	61,250,893.55	12,970,214.69
August 2009	198,994,519.85	32,466,121.70	60,840,018.71	12,778,306.77
September 2009	197,690,879.95	32,077,523.16	60,409,743.11	12,575,895.50
October 2009	196,331,320.35	31,668,620.07	59,960,288.26	12,363,273.12
November 2009	194,916,411.52	31,239,869.57	59,491,888.04	12,140,749.76
December 2009	193,446,752.38	30,791,754.23	59,004,788.42	11,908,653.03
January 2010	191,922,969.83	30,324,781.47	58,499,247.31	11,667,327.40
February 2010	190,345,718.40	29,839,482.88	57,975,534.32	11,417,133.59
March 2010	188,715,679.74	29,336,413.49	57,433,930.51	11,158,448.01
April 2010	187,033,562.15	28,816,151.13	56,874,728.19	10,891,662.03
May 2010	185,300,100.08	28,279,295.58	56,298,230.59	10,617,181.29
June 2010	183,516,053.64	27,726,467.78	55,704,751.68	10,335,424.97
July 2010	181,682,207.96	27,158,309.05	55,094,615.80	10,046,825.02
August 2010	179,799,372.73	26,575,480.10	54,468,157.42	9,751,825.36
September 2010	177,868,381.53	25,978,660.23	53,825,720.82	9,450,881.05
October 2010	175,890,091.22	25,368,546.36	53,167,659.78	9,144,457.43
November 2010	173,921,774.89	24,767,796.36	52,513,919.49	8,844,328.91
December 2010	171,963,381.13	24,176,320.03	51,864,471.95	8,550,409.10
January 2011	170,014,858.77	23,594,027.95	51,219,289.31	8,262,612.68
February 2011	168,076,156.92	23,020,831.47	50,578,343.91	7,980,855.32
March 2011	166,147,224.95	22,456,642.67	49,941,608.28	7,705,053.74
April 2011	164,228,012.49	21,901,374.40	49,309,055.11	7,435,125.64
May 2011	162,318,469.42	21,354,940.24	48,680,657.27	7,170,989.73
June 2011	160,418,545.90	20,817,254.52	48,056,387.83	6,912,565.71
July 2011	158,528,192.33	20,288,232.29	47,436,220.00	6,659,774.21
August 2011	156,647,359.35	19,767,789.35	46,820,127.18	6,412,536.88
September 2011	154,775,997.89	19,255,842.19	46,208,082.94	6,170,776.26
October 2011	152,914,059.11	18,752,308.03	45,600,061.04	5,934,415.87

<u>Distribution Date</u>	<u>AP, EP, LB, LC, PA, PB, PC, PD and PE (in the aggregate)</u>	<u>DH, DJ and DL (in the aggregate)</u>	<u>QA, QC, QD and QE (in the aggregate)</u>	<u>Y</u>
November 2011	\$151,061,494.41	\$18,257,104.80	\$44,996,035.37	\$ 5,703,380.13
December 2011	149,218,255.47	17,770,151.14	44,395,980.02	5,477,594.41
January 2012	147,384,294.19	17,291,366.36	43,799,869.24	5,256,984.95
February 2012	145,559,562.74	16,820,670.49	43,207,677.44	5,041,478.90
March 2012	143,744,013.52	16,357,984.24	42,619,379.22	4,831,004.31
April 2012	141,937,599.19	15,903,228.98	42,034,949.30	4,625,490.09
May 2012	140,140,272.63	15,456,326.80	41,454,362.61	4,424,866.01
June 2012	138,351,986.98	15,017,200.41	40,877,594.22	4,229,062.72
July 2012	136,572,695.62	14,585,773.21	40,304,619.35	4,038,011.70
August 2012	134,802,352.17	14,161,969.26	39,735,413.41	3,851,645.25
September 2012	133,040,910.48	13,745,713.27	39,169,951.95	3,669,896.54
October 2012	131,288,324.64	13,336,930.60	38,608,210.68	3,492,699.52
November 2012	129,544,548.98	12,935,547.25	38,050,165.46	3,319,988.96
December 2012	127,809,538.07	12,541,489.85	37,495,792.33	3,151,700.43
January 2013	126,083,246.70	12,154,685.68	36,945,067.47	2,987,770.29
February 2013	124,365,629.90	11,775,062.64	36,397,967.20	2,828,135.68
March 2013	122,656,642.94	11,402,549.25	35,854,468.03	2,672,734.51
April 2013	120,956,241.29	11,037,074.66	35,314,546.58	2,521,505.46
May 2013	119,264,380.69	10,678,568.61	34,778,179.66	2,374,387.95
June 2013	117,581,017.08	10,326,961.47	34,245,344.20	2,231,322.16
July 2013	115,906,106.62	9,982,184.20	33,716,017.30	2,092,249.00
August 2013	114,239,605.73	9,644,168.36	33,190,176.19	1,957,110.11
September 2013	112,581,471.02	9,312,846.12	32,667,798.27	1,825,847.84
October 2013	110,931,659.34	8,988,150.20	32,148,861.06	1,698,405.28
November 2013	109,290,127.76	8,670,013.93	31,633,342.25	1,574,726.18
December 2013	107,656,833.57	8,358,371.23	31,121,219.66	1,454,755.03
January 2014	106,031,734.27	8,053,156.57	30,612,471.26	1,338,436.99
February 2014	104,414,787.59	7,754,305.01	30,107,075.15	1,225,717.88
March 2014	102,805,951.47	7,461,752.15	29,605,009.60	1,116,544.21
April 2014	101,205,184.08	7,175,434.17	29,106,252.99	1,010,863.17
May 2014	99,612,443.79	6,895,287.80	28,610,783.86	908,622.58
June 2014	98,027,689.19	6,621,250.32	28,118,580.87	809,770.91
July 2014	96,450,879.08	6,353,259.56	27,629,622.85	714,257.30
August 2014	94,881,972.47	6,091,253.90	27,143,888.73	622,031.48
September 2014	93,320,928.59	5,835,172.23	26,661,357.60	533,043.84
October 2014	91,767,706.88	5,584,954.00	26,182,008.67	447,245.38
November 2014	90,222,266.98	5,340,539.17	25,705,821.31	368,797.57
December 2014	88,684,568.73	5,101,868.26	25,232,775.00	298,500.62
January 2015	87,154,572.20	4,868,882.26	24,762,849.36	236,148.35
February 2015	85,632,237.64	4,641,522.72	24,296,024.15	181,538.96
March 2015	84,117,525.53	4,419,731.68	23,832,279.23	134,474.92
April 2015	82,610,396.53	4,203,451.69	23,371,594.64	94,762.90
May 2015	81,110,811.51	3,992,625.82	22,913,950.52	62,213.67

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June 2015	\$ 79,618,731.55	\$ 3,787,197.61	\$22,459,327.12	\$ 36,642.05
July 2015	78,134,117.92	3,587,111.11	22,007,704.86	17,866.78
August 2015	76,656,932.09	3,392,310.89	21,559,064.27	5,710.49
September 2015	75,187,135.73	3,219,872.70	21,113,385.98	0.00
October 2015	73,724,690.72	3,072,607.43	20,671,215.40	0.00
November 2015	72,269,559.10	2,949,919.51	20,238,078.09	0.00
December 2015	70,821,703.15	2,851,225.34	19,813,792.39	0.00
January 2016	69,381,085.31	2,775,953.13	19,398,180.27	0.00
February 2016	67,947,668.24	2,723,542.64	18,991,067.25	0.00
March 2016	66,521,414.75	2,693,444.97	18,592,282.30	0.00
April 2016	65,122,315.49	2,665,094.70	18,201,657.81	0.00
May 2016	63,751,879.30	2,636,419.29	17,819,029.51	0.00
June 2016	62,409,528.69	2,607,443.41	17,444,236.40	0.00
July 2016	61,094,697.68	2,578,190.87	17,077,120.67	0.00
August 2016	59,806,831.55	2,548,684.70	16,717,527.67	0.00
September 2016	58,545,386.67	2,518,947.09	16,365,305.84	0.00
October 2016	57,309,830.22	2,488,999.47	16,020,306.62	0.00
November 2016	56,099,640.02	2,458,862.50	15,682,384.42	0.00
December 2016	54,914,304.30	2,428,556.14	15,351,396.55	0.00
January 2017	53,753,321.49	2,398,099.62	15,027,203.16	0.00
February 2017	52,616,200.03	2,367,511.46	14,709,667.20	0.00
March 2017	51,502,458.19	2,336,809.53	14,398,654.35	0.00
April 2017	50,411,623.81	2,306,011.04	14,094,032.97	0.00
May 2017	49,343,234.18	2,275,132.56	13,795,674.03	0.00
June 2017	48,296,835.83	2,244,190.06	13,503,451.09	0.00
July 2017	47,271,984.34	2,213,198.89	13,217,240.23	0.00
August 2017	46,268,244.14	2,182,173.83	12,936,920.00	0.00
September 2017	45,285,188.40	2,151,129.08	12,662,371.39	0.00
October 2017	44,322,398.79	2,120,078.32	12,393,477.73	0.00
November 2017	43,379,465.33	2,089,034.68	12,130,124.72	0.00
December 2017	42,455,986.25	2,058,010.77	11,872,200.33	0.00
January 2018	41,551,567.81	2,027,018.70	11,619,594.74	0.00
February 2018	40,665,824.13	1,996,070.10	11,372,200.36	0.00
March 2018	39,798,377.04	1,965,176.12	11,129,911.74	0.00
April 2018	38,948,855.94	1,934,347.45	10,892,625.53	0.00
May 2018	38,116,897.65	1,903,594.34	10,660,240.44	0.00
June 2018	37,302,146.23	1,872,926.62	10,432,657.23	0.00
July 2018	36,504,252.88	1,842,353.68	10,209,778.62	0.00
August 2018	35,722,875.78	1,811,884.50	9,991,509.28	0.00
September 2018	34,957,679.94	1,781,527.68	9,777,755.79	0.00
October 2018	34,208,337.08	1,751,291.45	9,568,426.61	0.00
November 2018	33,474,525.49	1,721,183.64	9,363,432.01	0.00
December 2018	32,755,929.90	1,691,211.75	9,162,684.08	0.00

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January 2019	\$ 32,052,241.36	\$ 1,661,382.91	\$ 8,966,096.64	\$ 0.00
February 2019	31,363,157.10	1,631,703.93	8,773,585.25	0.00
March 2019	30,688,380.43	1,602,181.26	8,585,067.18	0.00
April 2019	30,027,620.59	1,572,821.08	8,400,461.32	0.00
May 2019	29,380,592.65	1,543,629.23	8,219,688.22	0.00
June 2019	28,747,017.39	1,514,611.28	8,042,669.99	0.00
July 2019	28,126,621.21	1,485,772.46	7,869,330.33	0.00
August 2019	27,519,135.96	1,457,117.79	7,699,594.44	0.00
September 2019	26,924,298.90	1,428,651.97	7,533,389.04	0.00
October 2019	26,341,852.53	1,400,379.47	7,370,642.32	0.00
November 2019	25,771,544.56	1,372,304.47	7,211,283.90	0.00
December 2019	25,213,127.72	1,344,430.94	7,055,244.81	0.00
January 2020	24,666,359.72	1,316,762.61	6,902,457.46	0.00
February 2020	24,131,003.14	1,289,302.95	6,752,855.65	0.00
March 2020	23,606,825.32	1,262,055.26	6,606,374.47	0.00
April 2020	23,093,598.28	1,235,022.57	6,462,950.32	0.00
May 2020	22,591,098.61	1,208,207.75	6,322,520.88	0.00
June 2020	22,099,107.39	1,181,613.44	6,185,025.10	0.00
July 2020	21,617,410.11	1,155,242.10	6,050,403.14	0.00
August 2020	21,145,796.56	1,129,096.00	5,918,596.34	0.00
September 2020	20,684,060.76	1,103,177.23	5,789,547.27	0.00
October 2020	20,232,000.89	1,077,487.70	5,663,199.61	0.00
November 2020	19,789,419.15	1,052,029.18	5,539,498.18	0.00
December 2020	19,356,121.76	1,026,803.22	5,418,388.94	0.00
January 2021	18,931,918.80	1,001,811.28	5,299,818.89	0.00
February 2021	18,516,624.22	977,054.62	5,183,736.13	0.00
March 2021	18,110,055.67	952,534.38	5,070,089.80	0.00
April 2021	17,712,034.50	928,251.55	4,958,830.04	0.00
May 2021	17,322,385.64	904,207.00	4,849,908.03	0.00
June 2021	16,940,937.57	880,401.42	4,743,275.90	0.00
July 2021	16,567,522.20	856,835.44	4,638,886.76	0.00
August 2021	16,201,974.83	833,509.54	4,536,694.67	0.00
September 2021	15,844,134.11	810,424.07	4,436,654.60	0.00
October 2021	15,493,841.91	787,579.29	4,338,722.43	0.00
November 2021	15,150,943.30	764,975.34	4,242,854.94	0.00
December 2021	14,815,286.47	742,612.26	4,149,009.78	0.00
January 2022	14,486,722.70	720,489.99	4,057,145.44	0.00
February 2022	14,165,106.23	698,608.37	3,967,221.25	0.00
March 2022	13,850,294.27	676,967.16	3,879,197.39	0.00
April 2022	13,542,146.91	655,566.01	3,793,034.79	0.00
May 2022	13,240,527.05	634,404.52	3,708,695.22	0.00
June 2022	12,945,300.38	613,482.18	3,626,141.20	0.00
July 2022	12,656,335.30	592,798.39	3,545,335.99	0.00

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August 2022	\$ 12,373,502.85	\$ 572,352.53	\$ 3,466,243.62	\$ 0.00
September 2022	12,096,676.69	552,143.86	3,388,828.84	0.00
October 2022	11,825,733.05	532,171.57	3,313,057.10	0.00
November 2022	11,560,550.64	512,434.82	3,238,894.56	0.00
December 2022	11,301,010.64	492,932.67	3,166,308.05	0.00
January 2023	11,046,996.61	473,664.17	3,095,265.10	0.00
February 2023	10,798,394.50	454,628.25	3,025,733.86	0.00
March 2023	10,555,092.55	435,823.83	2,957,683.16	0.00
April 2023	10,316,981.26	417,249.77	2,891,082.42	0.00
May 2023	10,083,953.36	398,904.86	2,825,901.72	0.00
June 2023	9,855,903.75	380,787.87	2,762,111.72	0.00
July 2023	9,632,729.45	362,897.52	2,699,683.68	0.00
August 2023	9,414,329.58	345,232.47	2,638,589.45	0.00
September 2023	9,200,605.30	327,791.36	2,578,801.44	0.00
October 2023	8,991,459.77	310,572.79	2,520,292.62	0.00
November 2023	8,786,798.14	293,575.29	2,463,036.53	0.00
December 2023	8,586,527.44	276,797.42	2,407,007.20	0.00
January 2024	8,390,556.63	260,237.64	2,352,179.24	0.00
February 2024	8,198,796.50	243,894.43	2,298,527.74	0.00
March 2024	8,011,159.64	227,766.23	2,246,028.30	0.00
April 2024	7,827,560.45	211,851.42	2,194,657.04	0.00
May 2024	7,647,915.04	196,148.40	2,144,390.52	0.00
June 2024	7,472,141.22	180,655.53	2,095,205.82	0.00
July 2024	7,300,158.51	165,371.14	2,047,080.46	0.00
August 2024	7,131,888.03	150,293.54	1,999,992.44	0.00
September 2024	6,967,252.52	135,421.03	1,953,920.17	0.00
October 2024	6,806,176.29	120,751.90	1,908,842.53	0.00
November 2024	6,648,585.18	106,284.40	1,864,738.83	0.00
December 2024	6,494,406.57	92,016.79	1,821,588.78	0.00
January 2025	6,343,569.30	77,947.28	1,779,372.52	0.00
February 2025	6,196,003.64	64,074.12	1,738,070.58	0.00
March 2025	6,051,641.32	50,395.52	1,697,663.92	0.00
April 2025	5,910,415.44	36,909.66	1,658,133.83	0.00
May 2025	5,772,260.47	23,614.75	1,619,462.05	0.00
June 2025	5,637,112.21	10,508.97	1,581,630.63	0.00
July 2025	5,504,907.78	0.00	1,544,622.02	0.00
August 2025	5,375,585.58	0.00	1,508,419.03	0.00
September 2025	5,249,085.26	0.00	1,473,004.80	0.00
October 2025	5,125,347.72	0.00	1,438,362.84	0.00
November 2025	5,004,315.05	0.00	1,404,476.97	0.00
December 2025	4,885,930.54	0.00	1,371,331.36	0.00
January 2026	4,770,138.62	0.00	1,338,910.50	0.00
February 2026	4,656,884.88	0.00	1,307,199.18	0.00

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March 2026	\$ 4,546,116.00	\$ 0.00	\$ 1,276,182.53	\$ 0.00
April 2026	4,437,779.78	0.00	1,245,845.96	0.00
May 2026	4,331,825.05	0.00	1,216,175.19	0.00
June 2026	4,228,201.72	0.00	1,187,156.23	0.00
July 2026	4,126,860.72	0.00	1,158,775.37	0.00
August 2026	4,027,753.97	0.00	1,131,019.19	0.00
September 2026	3,930,834.41	0.00	1,103,874.55	0.00
October 2026	3,836,055.89	0.00	1,077,328.56	0.00
November 2026	3,743,373.27	0.00	1,051,368.61	0.00
December 2026	3,652,742.29	0.00	1,025,982.34	0.00
January 2027	3,564,119.62	0.00	1,001,157.66	0.00
February 2027	3,477,462.81	0.00	976,882.70	0.00
March 2027	3,392,730.30	0.00	953,145.85	0.00
April 2027	3,309,881.36	0.00	929,935.74	0.00
May 2027	3,228,876.12	0.00	907,241.24	0.00
June 2027	3,149,675.50	0.00	885,051.43	0.00
July 2027	3,072,241.27	0.00	863,355.63	0.00
August 2027	2,996,535.94	0.00	842,143.37	0.00
September 2027	2,922,522.82	0.00	821,404.40	0.00
October 2027	2,850,165.97	0.00	801,128.68	0.00
November 2027	2,779,430.19	0.00	781,306.38	0.00
December 2027	2,710,281.00	0.00	761,927.87	0.00
January 2028	2,642,684.65	0.00	742,983.72	0.00
February 2028	2,576,608.05	0.00	724,464.69	0.00
March 2028	2,512,018.84	0.00	706,361.72	0.00
April 2028	2,448,885.29	0.00	688,665.97	0.00
May 2028	2,387,176.35	0.00	671,368.76	0.00
June 2028	2,326,861.59	0.00	654,461.58	0.00
July 2028	2,267,911.24	0.00	637,936.11	0.00
August 2028	2,210,296.10	0.00	621,784.21	0.00
September 2028	2,153,987.62	0.00	605,997.89	0.00
October 2028	2,098,957.82	0.00	590,569.33	0.00
November 2028	2,045,179.29	0.00	575,490.89	0.00
December 2028	1,992,625.22	0.00	560,755.05	0.00
January 2029	1,941,269.32	0.00	546,354.49	0.00
February 2029	1,891,085.86	0.00	532,282.00	0.00
March 2029	1,842,049.66	0.00	518,530.56	0.00
April 2029	1,794,136.03	0.00	505,093.27	0.00
May 2029	1,747,320.82	0.00	491,963.37	0.00
June 2029	1,701,580.37	0.00	479,134.25	0.00
July 2029	1,656,891.50	0.00	466,599.44	0.00
August 2029	1,613,231.55	0.00	454,352.60	0.00
September 2029	1,570,578.29	0.00	442,387.53	0.00

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October 2029	\$ 1,528,909.98	\$ 0.00	\$ 430,698.14	\$ 0.00
November 2029	1,488,205.32	0.00	419,278.48	0.00
December 2029	1,448,443.44	0.00	408,122.72	0.00
January 2030	1,409,603.95	0.00	397,225.16	0.00
February 2030	1,371,666.83	0.00	386,580.21	0.00
March 2030	1,334,612.52	0.00	376,182.39	0.00
April 2030	1,298,421.85	0.00	366,026.36	0.00
May 2030	1,263,076.05	0.00	356,106.85	0.00
June 2030	1,228,556.75	0.00	346,418.75	0.00
July 2030	1,194,845.95	0.00	336,957.01	0.00
August 2030	1,161,926.04	0.00	327,716.71	0.00
September 2030	1,129,779.78	0.00	318,693.04	0.00
October 2030	1,098,390.28	0.00	309,881.27	0.00
November 2030	1,067,741.01	0.00	301,276.79	0.00
December 2030	1,037,815.79	0.00	292,875.05	0.00
January 2031	1,008,598.77	0.00	284,671.65	0.00
February 2031	980,074.43	0.00	276,662.24	0.00
March 2031	952,227.60	0.00	268,842.57	0.00
April 2031	925,043.40	0.00	261,208.48	0.00
May 2031	898,507.27	0.00	253,755.91	0.00
June 2031	872,604.98	0.00	246,480.88	0.00
July 2031	847,322.56	0.00	239,379.48	0.00
August 2031	822,646.37	0.00	232,447.89	0.00
September 2031	798,563.03	0.00	225,682.38	0.00
October 2031	775,059.46	0.00	219,079.28	0.00
November 2031	752,122.85	0.00	212,635.01	0.00
December 2031	729,740.66	0.00	206,346.08	0.00
January 2032	707,900.61	0.00	200,209.03	0.00
February 2032	686,590.68	0.00	194,220.52	0.00
March 2032	665,799.12	0.00	188,377.25	0.00
April 2032	645,514.41	0.00	182,676.01	0.00
May 2032	625,725.28	0.00	177,113.64	0.00
June 2032	606,420.70	0.00	171,687.05	0.00
July 2032	587,589.87	0.00	166,393.23	0.00
August 2032	569,222.23	0.00	161,229.22	0.00
September 2032	551,307.42	0.00	156,192.12	0.00
October 2032	533,835.33	0.00	151,279.11	0.00
November 2032	516,796.04	0.00	146,487.41	0.00
December 2032	500,179.87	0.00	141,814.30	0.00
January 2033	483,977.30	0.00	137,257.14	0.00
February 2033	468,179.06	0.00	132,813.33	0.00
March 2033	452,776.05	0.00	128,480.31	0.00
April 2033	437,759.37	0.00	124,255.61	0.00

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May 2033	\$ 423,120.31	\$ 0.00	\$ 120,136.77	\$ 0.00
June 2033	408,850.36	0.00	116,121.43	0.00
July 2033	394,941.16	0.00	112,207.24	0.00
August 2033	381,384.55	0.00	108,391.92	0.00
September 2033	368,172.55	0.00	104,673.23	0.00
October 2033	355,297.34	0.00	101,049.00	0.00
November 2033	342,751.27	0.00	97,517.06	0.00
December 2033	330,526.85	0.00	94,075.34	0.00
January 2034	318,616.76	0.00	90,721.79	0.00
February 2034	307,013.82	0.00	87,454.38	0.00
March 2034	295,711.03	0.00	84,271.17	0.00
April 2034	284,701.52	0.00	81,170.23	0.00
May 2034	273,978.58	0.00	78,149.68	0.00
June 2034	263,535.63	0.00	75,207.69	0.00
July 2034	253,366.24	0.00	72,342.44	0.00
August 2034	243,464.12	0.00	69,552.19	0.00
September 2034	233,823.12	0.00	66,835.20	0.00
October 2034	224,437.21	0.00	64,189.80	0.00
November 2034	215,300.50	0.00	61,614.32	0.00
December 2034	206,407.23	0.00	59,107.17	0.00
January 2035	197,751.75	0.00	56,666.75	0.00
February 2035	189,328.55	0.00	54,291.53	0.00
March 2035	181,132.23	0.00	51,979.99	0.00
April 2035	173,157.51	0.00	49,730.66	0.00
May 2035	165,399.21	0.00	47,542.08	0.00
June 2035	157,852.30	0.00	45,412.84	0.00
July 2035	150,511.82	0.00	43,341.56	0.00
August 2035	143,372.93	0.00	41,326.88	0.00
September 2035	136,430.90	0.00	39,367.49	0.00
October 2035	129,681.12	0.00	37,462.07	0.00
November 2035	123,119.04	0.00	35,609.36	0.00
December 2035	116,740.24	0.00	33,808.13	0.00
January 2036	110,540.39	0.00	32,057.16	0.00
February 2036	104,515.25	0.00	30,355.26	0.00
March 2036	98,660.68	0.00	28,701.28	0.00
April 2036	92,972.63	0.00	27,094.07	0.00
May 2036	87,447.12	0.00	25,532.53	0.00
June 2036	82,080.30	0.00	24,015.57	0.00
July 2036	76,868.35	0.00	22,542.13	0.00
August 2036	71,807.58	0.00	21,111.16	0.00
September 2036	66,894.36	0.00	19,721.66	0.00
October 2036	62,125.15	0.00	18,372.63	0.00
November 2036	57,496.46	0.00	17,063.10	0.00

<u>Distribution Date</u>	<u>AP, EP, LB, LC, PA, PB, PC, PD and PE (in the aggregate)</u>	<u>DH, DJ and DL (in the aggregate)</u>	<u>QA, QC, QD and QE (in the aggregate)</u>	<u>Y</u>
December 2036	\$ 53,004.92	\$ 0.00	\$ 15,792.12	\$ 0.00
January 2037	48,647.21	0.00	14,558.75	0.00
February 2037	44,420.08	0.00	13,362.10	0.00
March 2037	40,320.36	0.00	12,201.26	0.00
April 2037	36,344.95	0.00	11,075.38	0.00
May 2037	32,490.82	0.00	9,983.60	0.00
June 2037	28,755.01	0.00	8,925.09	0.00
July 2037	25,134.61	0.00	7,899.04	0.00
August 2037	21,626.79	0.00	6,904.65	0.00
September 2037	18,228.79	0.00	5,941.15	0.00
October 2037	14,937.89	0.00	5,007.78	0.00
November 2037	11,751.45	0.00	4,103.79	0.00
December 2037	8,666.87	0.00	3,228.47	0.00
January 2038	5,681.63	0.00	2,381.09	0.00
February 2038	2,793.25	0.00	1,560.97	0.00
March 2038	0.00	0.00	767.43	0.00
April 2038 and thereafter . . .	0.00	0.00	0.00	0.00



\$646,128,431

**Government National
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OFFERING CIRCULAR SUPPLEMENT
August 21, 2008

**Goldman, Sachs & Co.
Utendahl Capital Partners, L.P.**