

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



**\$370,452,572**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-083**

**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-10 which highlights some of these risks.**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be October 29, 2004.

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

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

**LEHMAN BROTHERS**

**THE WILLIAMS CAPITAL GROUP, L.P.**

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

## Ginnie Mae REMIC Trust 2004-083

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Group 1</b>						
AI .....	\$ 52,017,188	(5)	NTL(PAC/AD)	INV/IO	October 2034	38374JVG8
AK(1) .....	5,842,624	(5)	PAC/AD	INV	October 2034	38374JVH6
AP .....	5,436,688	(5)	PAC/AD	INV	October 2034	38374JVJ2
AT(1) .....	2,266,831	(5)	PAC/AD	INV	October 2034	38374JVK9
F .....	81,276,857	(5)	PAC/AD	FLT	October 2034	38374JVL7
VZ .....	18,000	6.00%	PAC/AD	FIX/Z	October 2034	38374JVM5
Z .....	5,159,000	6.00	SUP	FIX/Z	October 2034	38374JVN3
<b>Group 2</b>						
BA .....	20,000,000	5.25	SC/NSJ/TAC/AD	FIX	September 2034	38374JVP8
BI .....	909,090	5.50	NTL(SC/NSJ/TAC/AD)	FIX/IO	September 2034	38374JVQ6
BZ .....	6,062,383	5.50	SC/NSJ/SUP	FIX/Z	September 2034	38374JVR4
ZB .....	100,000	5.50	SC/NSJ/TAC/AD	FIX/Z	September 2034	38374JVS2
<b>Group 3</b>						
CD .....	5,935,192	(5)	PAC/AD	INV	October 2034	38374JVT0
CF .....	200,000,000	(5)	TAC/AD	FLT	October 2034	38374JVU7
CS .....	166,666,666	(5)	NTL(TAC/AD)	INV/IO	October 2034	38374JVV5
CY .....	12,134	6.00	TAC/AD	FIX/Z	October 2034	38374JWV3
CZ(1) .....	7,507,388	6.00	SUP	FIX/Z	October 2034	38374JVX1
UA(1) .....	5,483,784	(5)	NSJ/TAC/AD	INV	October 2034	38374JVV9
UB(1) .....	939,004	(5)	NSJ/TAC/AD	INV	October 2034	38374JVZ6
UC(1) .....	1,089,244	(5)	NSJ/TAC/AD	INV	October 2034	38374JWA0
UD(1) .....	2,350,194	(5)	NSJ/TAC/AD	INV	October 2034	38374JWB8
UE(1) .....	402,430	(5)	NSJ/TAC/AD	INV	October 2034	38374JWC6
UG(1) .....	466,819	(5)	NSJ/TAC/AD	INV	October 2034	38374JWD4
ZC(1) .....	20,104,000	6.00	TAC/AD	FIX/Z	October 2034	38374JWE2
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	October 2034	38374JWF9

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

**AVAILABLE INFORMATION**

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular, and
- in the case of the Group 2 securities, the disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Document”).

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

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

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

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## TERMS SHEET

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

**Sponsor:** Lehman Brothers Inc.

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** October 29, 2004

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

**Trust Assets:**

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

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 3 Trust Assets<sup>1</sup>:**

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate</u>
<b>Group 1 Trust Assets</b>			
\$100,000,000	354	6	6.500%
<b>Group 3 Trust Assets<sup>2</sup></b>			
\$244,290,189	352	8	6.435% <sup>3</sup>

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

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 3 Trust Assets, 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. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
<b>Security Group 1</b>						
AG.....	14.256% - (LIBOR × 2.16)	10.3680000%	0.00%	14.2560000%	0	6.60%
AI.....	6.60% - LIBOR	4.8000000%	0.00%	6.6000000%	0	6.60%
AK.....	16.48922248% - (LIBOR × 2.99804045)	11.0927496%	0.00%	16.4892224%	0	5.50%
AP.....	14.256% - (LIBOR × 2.16)	10.3680000%	0.00%	14.2560000%	0	6.60%
AT.....	50.99999982% - (LIBOR × 7.7272727)	8.5000000%	0.00%	8.5000000%	0	6.60%
F.....	LIBOR + 0.40%	2.2000000%	0.40%	7.0000000%	0	0.00%
<b>Security Group 3</b>						
CD.....	12.16% - (LIBOR × 2.00)	8.5600000%	0.00%	12.1600000%	0	6.08%
CF.....	LIBOR + 0.42%	2.2200000%	0.42%	6.5000000%	0	0.00%
CK.....	83.86206831% - (LIBOR × 13.79310333)	8.0000000%	0.00%	8.0000000%	0	6.08%
CM.....	13.69862923% - (LIBOR × 2.73972585)	8.7671227%	0.00%	13.6986292%	0	5.00%
CN.....	12.8654966% - (LIBOR × 2.3391812)	8.6549704%	0.00%	12.8654966%	0	5.50%
CS.....	6.08% - LIBOR	4.2800000%	0.00%	6.0800000%	0	6.08%
CT.....	88.00% - (LIBOR × 16.00)	8.0000000%	0.00%	8.0000000%	0	5.50%
CU.....	12.16% - (LIBOR × 2.00)	8.5600000%	0.00%	12.1600000%	0	6.08%
UA.....	13.69862948% - (LIBOR × 2.7397259)	8.7671228%	0.00%	13.6986294%	0	5.00%
UB.....	88.00% - (LIBOR × 16.00)	8.0000000%	0.00%	8.0000000%	0	5.50%
UC.....	83.86206831% - (LIBOR × 13.79310333)	8.0000000%	0.00%	8.0000000%	0	6.08%
UD.....	13.69862866% - (LIBOR × 2.73972573)	8.7671223%	0.00%	13.6986286%	0	5.00%
UE.....	88.00% - (LIBOR × 16.00)	8.0000000%	0.00%	8.0000000%	0	5.50%
UG.....	83.86206831% - (LIBOR × 13.79310333)	8.0000000%	0.00%	8.0000000%	0	6.08%
UH.....	12.8654966% - (LIBOR × 2.3391812)	8.6549704%	0.00%	12.8654966%	0	5.50%
UJ.....	45.03704875% - (LIBOR × 7.40740975)	8.0000000%	0.00%	8.0000000%	0	6.08%
UK.....	12.8654966% - (LIBOR × 2.3391812)	8.6549704%	0.00%	12.8654966%	0	5.50%
UL.....	45.03704875% - (LIBOR × 7.40740975)	8.0000000%	0.00%	8.0000000%	0	6.08%
UM.....	45.03704875% - (LIBOR × 7.40740975)	8.0000000%	0.00%	8.0000000%	0	6.08%
UN.....	12.16% - (LIBOR × 2.00)	8.5600000%	0.00%	12.1600000%	0	6.08%
UP.....	12.16% - (LIBOR × 2.00)	8.5600000%	0.00%	12.1600000%	0	6.08%

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

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

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

#### **SECURITY GROUP 1**

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

- The VZ Accrual Amount in the following order of priority:
  1. Concurrently:
    - a. 85.7142855636% to F, until retired
    - b. 14.2857144364% as follows:
      - i. To AP, until reduced to its Scheduled Principal Balance for that Distribution Date
      - ii. To AK and AT, pro rata, until retired
      - iii. To AP, without regard to its Scheduled Principal Balance, until retired
  2. To VZ
- The Group 1 Principal Distribution Amount and the Z Accrual Amount in the following order of priority:
  1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
    - a. Concurrently:
      - i. 85.7142855636% to F, while outstanding
      - ii. 14.2857144364% as follows:
        - (a) To AP, until reduced to its Scheduled Principal Balance for that Distribution Date
        - (b) To AK and AT, pro rata, while outstanding
        - (c) To AP, without regard to its Scheduled Principal Balance, while outstanding
    - b. To VZ, while outstanding
  2. To Z, until retired
  3. To the PAC Classes, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired

#### **SECURITY GROUP 2**

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

- The ZB Accrual Amount in the following order of priority:
  1. To BA, until retired
  2. To ZB

- The Group 2 Principal Distribution Amount and the BZ Accrual Amount in the following order of priority:
  1. If the remaining principal balance of the Group 2 Trust Assets, after giving effect to their reduction on that Distribution Date, is less than or equal to the 405% PSA Balance, then to BZ, until retired
  2. To BA and ZB, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  3. To BZ, until retired
  4. To BA and ZB, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

### **SECURITY GROUP 3**

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the “Group 3 Adjusted Principal Distribution Amount”) and the CY, CZ and ZC Accrual Amounts will be allocated as follows:

- The CY Accrual Amount in the following order of priority:
  1. Concurrently:
    - a. 92.3076921657% to CF, until retired
    - b. 7.6923078343% as follows:
      - i. To CD, until reduced to its Scheduled Principal Balance for that Distribution Date
      - ii. If the remaining principal balance of the Group 3 Trust Assets (excluding the Trustee Fee portion), after giving effect to their reduction on that Distribution Date, is less than or equal to the 551% PSA Balance, then to UD, UE and UG, pro rata, until retired
      - iii. To UA, UB and UC, pro rata, until retired
      - iv. To UD, UE and UG, pro rata, until retired
      - v. To CD, without regard to its Scheduled Principal Balance, until retired
  2. To CY
- If the principal balance of CY, before giving effect to any reduction on that Distribution Date, is greater than \$0, then the CZ and ZC Accrual Amounts in the following order of priority:
  1. To CD, CF, CY, UA, UB, UC, UD, UE and UG, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
    - a. Concurrently:
      - i. 92.3076921657% to CF, while outstanding
      - ii. 7.6923078343% as follows:
        - (a) To CD, until reduced to its Scheduled Principal Balance for that Distribution Date

- (b) If the remaining principal balance of the Group 3 Trust Assets (excluding the Trustee Fee portion), after giving effect to their reduction on that Distribution Date, is less than or equal to the 551% PSA Balance, then to UD, UE and UG, pro rata, until retired
  - (c) To UA, UB and UC, pro rata, while outstanding
  - (d) To UD, UE and UG, pro rata, while outstanding
  - (e) To CD, without regard to its Scheduled Principal Balance, while outstanding
- b. To CY, while outstanding
- 2. To ZC, until reduced to its Scheduled Principal Balance for that Distribution Date
- 3. To CZ, until retired
- 4. To ZC
- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:
  1. To CD, CF, CY, UA, UB, UC, UD, UE and UG, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
    - a. Concurrently:
      - i. 92.3076921657% to CF, while outstanding
      - ii. 7.6923078343% as follows:
        - (a) To CD, until reduced to its Scheduled Principal Balance for that Distribution Date
        - (b) If the remaining principal balance of the Group 3 Trust Assets (excluding the Trustee Fee), after giving effect to their reduction on that Distribution Date, is less than or equal to the 551% PSA Balance, then to UD, UE and UG, pro rata, while outstanding
        - (c) To UA, UB and UC, pro rata, while outstanding
        - (d) To UD, UE and UG, pro rata, while outstanding
        - (e) To CD, without regard to its Scheduled Principal Balance, while outstanding
    - b. To CY, while outstanding
  2. To ZC, until reduced to its Scheduled Principal Balance for that Distribution Date
  3. To CZ, until retired
  4. To ZC, without regard to its Scheduled Principal Balance, until retired
  5. To CD, CF, CY, UA, UB, UC, UD, UE and UG, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired



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

<u>Classes</u>	<u>Structuring Ranges or Rates</u>
AK, AP, AT, F and VZ (in the aggregate) . . . . .	450% PSA through 511% PSA
AP . . . . .	60% PSA through 550% PSA
BA and ZB (in the aggregate) . . . . .	401% PSA
CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate) . . . . .	345% PSA
CD . . . . .	60% PSA through 700% PSA
ZC . . . . .	501% PSA

**Jump Balances:** The 405% and 551% PSA Balances are included in Schedule III to this Supplement. The 405% and 551% PSA Balances were calculated using Structuring Rates of 405% and 551% PSA, respectively, and the assumed characteristics of the Mortgage Loans underlying the Group 2 or Group 3 Trust Assets, as applicable, to be delivered on the Closing Date. The actual characteristics of the Mortgage Loans underlying the Group 3 Trust Assets may vary from the characteristics assumed in preparing the 551% PSA Balances included in Schedule III to this Supplement and, if so, the Sponsor may recalculate such balances. The Sponsor will make them available on Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website (“e-Access”) shortly after the Closing Date.

**Accrual Classes:** Interest will accrue on each Accrual Class identified on the inside front cover of this Supplement at the per annum rate set forth on that page. However, no interest will be distributed to the Accrual Classes, other than Classes CZ and ZC, as interest. No interest will be distributed to Accrual Classes CZ and ZC until the Distribution Date following the Distribution Date on which the Class CY Principal Balance has been reduced to zero. Interest so accrued and unpaid on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.” After interest distributions commence on Accrual Classes CZ and ZC, interest distributions will continue until the Class Principal Balances of those Classes are reduced to zero.

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI . . . . .	\$ 52,017,188	64% of F (PAC/AD Class)
BI . . . . .	909,090	4.5454545455% of BA (SC/NSJ/TAC/AD Class)
CS . . . . .	166,666,666	83.3333333333% of CF (TAC/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 includes the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

## RISK FACTORS

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

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

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

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

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

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

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

***Support securities will be more sensitive to rates of principal payments than other securities.*** If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC and TAC classes, the related support class will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the PAC and TAC classes for that distribution date, this excess will be distributed to the related support class.

***The occurrence of a trigger event may significantly affect the weighted average life of non-sticky jump securities.*** The principal distribution priorities of non-sticky jump securities will change temporarily upon the occurrence of a specified trigger event on any Distribution Date as described under “Terms Sheet — Allocation of Principal” in this Supplement. A change in principal distribution priority could significantly extend or shorten the weighted average life of any non-sticky jump class from the anticipated weighted average life at the time of purchase. Consequently, an investor in non-

sticky jump securities should carefully consider the likelihood and probable frequency of the occurrence of the trigger event in analyzing the anticipated weighted average life of the securities acquired.

***The rate of payments on the underlying certificates will directly affect the rate of payments on the group 2 securities.*** The underlying certificates will be sensitive in varying degrees to:

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

As described in the underlying certificate disclosure document, the underlying certificates consist of non-sticky jump classes that, taken together, behave as a support class. The underlying certificates are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series. Accordingly, the underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

One of the underlying certificates has been issued with a class notional balance that is calculated on the basis of the class principal balance of a support class of the underlying series.

This supplement contains no information as to whether the underlying certificates have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the underlying certificate disclosure document.

***The securities may not be a suitable investment for you.*** The securities, especially the group 2 securities and, in particular, the support, interest only, inverse floating rate, non-sticky jump, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

The yield and prepayment tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you

expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

## **THE TRUST ASSETS**

### **General**

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

### **The Trust MBS (Groups 1 and 3)**

The Group 1 Trust Assets are either:

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

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

The Group 3 Trust Assets are either:

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

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

### **The Underlying Certificates (Group 2)**

The Group 2 Trust Assets are Underlying Certificates that represent beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all of a class

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

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

### **The Mortgage Loans**

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

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 3 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 3 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. *See “Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement.*

### **The Trustee Fee**

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

## **GINNIE MAE GUARANTY**

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



## DESCRIPTION OF THE SECURITIES

### General

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

### Form of Securities

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

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

Each Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

### Distributions

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

### Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.

- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

### *Categories of Classes*

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

### *Accrual Periods*

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 1 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 3 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 inside cover page of this Supplement or on Schedule I to this Supplement.

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

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

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

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

### *Accrual Classes*

Each of Class BZ, CY, CZ, VZ, Z, ZB and ZC is an Accrual Class. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

## **Principal Distributions**

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group, as applicable, and the Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. *See “— Class Factors” below.*

### *Categories of Classes*

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

### *Notional Classes*

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

## **Residual Securities**

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

## **Class Factors**

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

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible



amount of each Class is outstanding at all times, regardless of any exchanges that may occur.

- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and interest to be distributed to that Class, and investors in an Accrual Class can calculate the total amount of principal 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 inside cover page may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities or, in the case of Combination 14, 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.

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, New York 10006, Attention: Ruth Fussell. The Trustee may be contacted by telephone at (212) 515-5262 and by fax at (212) 515-1042.

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

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

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

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

### **General**

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

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

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

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

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

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

Investors in the Group 2 Securities are urged to review the discussion under “Risk Factors — The rate of payments on the underlying certificates will directly affect the rate of payments on the group 2 securities” in this Supplement.

### **Accretion Directed Classes**

Classes AK, AP, AT, BA, CD, CF, CY, F, UA, UB, UC, UD, UE, UG, VZ, ZB and ZC are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement. Classes AI, BI and CS are Notional Classes whose Class Notional Balance is determined by reference to the Class Principal Balance of Classes F, BA and CF, respectively.

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

The Accretion Directed Classes are entitled to principal payments in an amount equal to the interest accrued on the related Accrual Classes.

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

As described in this Supplement, each PAC and TAC Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range or Rate. See “*Terms Sheet — Scheduled Principal Balances.*” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

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

<b>PAC Classes</b>	<b>Initial Effective Ranges</b>
AK, AP, AT, F and VZ (in the aggregate) .....	450% PSA through 511% PSA
AP .....	60% PSA through 550% PSA
CD .....	60% PSA through 700% PSA
<b>PAC and TAC Classes</b>	<b>Initial Effective Rates</b>
CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)	345% PSA
<b>TAC Classes</b>	
BA and ZB (in the aggregate) .....	401% PSA
ZC .....	501% PSA

- The principal payment stability of the PAC Classes will be supported by the related Support Class. In addition, PAC Class CD will be supported by TAC Classes UA, UB, UC, UD, UE and UG.
- The principal payment stability of TAC Classes will be supported by the related Support Class.

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

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

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or TAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range (or if prepayment rates average the Effective Rate) for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist, and the Effective Rate for any TAC Class can change or cease to exist, depending on the actual characteristics of the related Mortgage Loans.

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

### **Assumability**

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

### **Non-Sticky Jump Classes**

Classes BA, BZ, UA, UB, UC, UD, UE, UG and ZB have been designated as Non-Sticky Jump Classes because their principal distribution priorities will change temporarily (“jump”) on any Distribution Date that the applicable trigger is met but will revert (not “stick”) on any subsequent Distribution Date that the applicable trigger is not met. See *“Terms Sheet — Allocation of Principal” in this Supplement.*

The Weighted Average Life of a Non-Sticky Jump Class that jumps ahead in priority of principal distributions may be shortened, perhaps significantly. Conversely, the Weighted Average Life of a Non-Sticky Jump Class that is jumped by another Class may be extended, perhaps significantly. The yield to investors may be less than anticipated for any Class purchased at a premium if the Weighted Average Life is shortened and for any Class purchased at a discount if the Weighted Average Life is extended.

The trigger events for the Non-Sticky Jump Classes are determined by reference to the 405% or 551% PSA Balances, which were calculated as set forth under “Terms Sheet — Jump Balances” in this Supplement.

The Sponsor may recalculate the 551% PSA Balances based upon the actual characteristics of the Group 3 Trust Assets delivered on the Closing Date, which may vary from the characteristics assumed in preparing the 551% PSA Balances set forth in Schedule III to this Supplement. If recalculated, the 551% PSA Balances will reflect the aggregate unpaid principal amount of the Group 3 Trust Assets (net of the Trustee Fee) for each Distribution Date assuming that the Mortgage Loans underlying the Group 3 Trust Assets prepay at a constant rate of 551% PSA and that each of the Mortgage Loans underlying the Group 3 Trust Assets has the same interest rate, remaining term to maturity and loan age as the weighted average mortgage rate, weighted average remaining term to maturity and weighted average loan age of the Group 3 Trust Assets delivered on the Closing Date. If recalculated, the 551% PSA Balances will be made available on e-Access shortly after the Closing Date.

## **Final Distribution Date**

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

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

## **Modeling Assumptions**

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

1. The Mortgage Loans underlying the Group 1 and 3 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 3 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1 or 3 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 3 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

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

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

5. The Closing Date for the Securities is October 29, 2004.

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

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

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

9. The 405% and 551% PSA Balances are as set forth in Schedule III.

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

## Decrement Tables

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

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

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

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

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

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

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



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

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Classes AG, AK and AT					Classes AI and F					Class AP				
	0%	450%	481%	511%	1000%	0%	450%	481%	511%	1000%	0%	450%	481%	511%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	100	83	83	83	68	98	87	87	87	78	96	92	92	92	92
October 2006	100	56	56	56	11	97	66	66	66	39	92	81	81	81	81
October 2007	100	31	31	31	0	95	46	46	46	15	88	68	68	68	38
October 2008	100	16	16	16	0	93	31	31	31	6	83	55	55	55	15
October 2009	100	7	7	7	0	91	21	21	21	2	78	43	43	43	6
October 2010	100	4	4	4	0	89	15	15	15	1	73	30	30	30	2
October 2011	100	3	3	3	0	87	10	10	10	0	68	20	20	20	1
October 2012	100	2	2	2	0	85	7	7	7	0	62	13	13	13	0
October 2013	100	2	2	2	0	82	5	5	5	0	56	9	9	9	0
October 2014	100	1	1	1	0	79	3	3	3	0	49	6	6	6	0
October 2015	100	1	1	1	0	77	2	2	2	0	42	4	4	4	0
October 2016	100	1	1	1	0	74	1	1	1	0	34	2	2	2	0
October 2017	100	1	1	1	0	70	1	1	1	0	26	1	1	1	0
October 2018	100	0	0	0	0	67	1	1	1	0	17	1	1	1	0
October 2019	100	0	0	0	0	63	0	0	0	0	8	1	1	1	0
October 2020	99	0	0	0	0	59	0	0	0	0	0	0	0	0	0
October 2021	92	0	0	0	0	55	0	0	0	0	0	0	0	0	0
October 2022	84	0	0	0	0	50	0	0	0	0	0	0	0	0	0
October 2023	76	0	0	0	0	46	0	0	0	0	0	0	0	0	0
October 2024	68	0	0	0	0	41	0	0	0	0	0	0	0	0	0
October 2025	59	0	0	0	0	35	0	0	0	0	0	0	0	0	0
October 2026	49	0	0	0	0	29	0	0	0	0	0	0	0	0	0
October 2027	39	0	0	0	0	23	0	0	0	0	0	0	0	0	0
October 2028	28	0	0	0	0	17	0	0	0	0	0	0	0	0	0
October 2029	16	0	0	0	0	10	0	0	0	0	0	0	0	0	0
October 2030	4	0	0	0	0	2	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	21.6	2.6	2.6	2.6	1.3	16.7	3.5	3.5	3.5	1.9	9.2	4.8	4.8	4.8	2.9

PSA Prepayment Assumption Rates										
Distribution Date	Class VZ					Class Z				
	0%	450%	481%	511%	1000%	0%	450%	481%	511%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2005	106	106	106	106	106	106	100	85	71	0
October 2006	113	113	113	113	113	113	100	64	28	0
October 2007	120	120	120	120	120	120	100	51	4	0
October 2008	127	127	127	127	127	127	100	48	0	0
October 2009	135	135	135	135	135	135	93	44	0	0
October 2010	143	143	143	143	143	143	81	38	0	0
October 2011	152	152	152	152	152	152	67	31	0	0
October 2012	161	161	161	161	161	161	55	25	0	0
October 2013	171	171	171	171	171	171	44	19	0	0
October 2014	182	182	182	182	116	182	34	15	0	0
October 2015	193	193	193	193	45	193	26	11	0	0
October 2016	205	205	205	205	17	205	20	9	0	0
October 2017	218	218	218	218	7	218	15	6	0	0
October 2018	231	231	231	231	3	231	11	5	0	0
October 2019	245	245	245	245	1	245	8	3	0	0
October 2020	261	261	261	261	0	261	6	2	0	0
October 2021	277	277	277	277	0	277	4	2	0	0
October 2022	294	294	294	294	0	294	3	1	0	0
October 2023	312	312	312	312	0	312	2	1	0	0
October 2024	331	264	264	264	0	331	2	1	0	0
October 2025	351	167	167	167	0	351	1	0	0	0
October 2026	373	103	103	103	0	373	1	0	0	0
October 2027	396	62	62	62	0	396	1	0	0	0
October 2028	421	36	36	36	0	421	0	0	0	0
October 2029	446	19	19	19	0	446	0	0	0	0
October 2030	474	8	8	8	0	474	0	0	0	0
October 2031	2	2	2	2	0	400	0	0	0	0
October 2032	0	0	0	0	0	275	0	0	0	0
October 2033	0	0	0	0	0	142	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.3	21.6	21.6	21.6	10.6	28.2	9.2	5.1	1.5	0.3

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BA and BI							Class BZ							
	0%	100%	200%	300%	400%	404%	405%	0%	100%	200%	300%	400%	404%	405%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	94	87	79	71	62	62	94	106	106	106	106	106	106	105	0
October 2006	92	85	60	36	12	12	45	112	112	112	112	112	112	109	0
October 2007	90	84	39	0	0	0	0	118	118	118	115	0	0	0	0
October 2008	88	81	22	0	0	0	0	125	125	125	30	0	0	0	0
October 2009	86	79	9	0	0	0	0	132	132	132	0	0	0	0	0
October 2010	84	77	0	0	0	0	0	139	139	136	0	0	0	0	0
October 2011	81	75	0	0	0	0	0	147	147	118	0	0	0	0	0
October 2012	79	72	0	0	0	0	0	155	155	107	0	0	0	0	0
October 2013	76	69	0	0	0	0	0	164	164	102	0	0	0	0	0
October 2014	73	66	0	0	0	0	0	173	173	97	0	0	0	0	0
October 2015	70	60	0	0	0	0	0	183	183	91	0	0	0	0	0
October 2016	67	52	0	0	0	0	0	193	193	84	0	0	0	0	0
October 2017	64	44	0	0	0	0	0	204	204	77	0	0	0	0	0
October 2018	60	34	0	0	0	0	0	216	216	69	0	0	0	0	0
October 2019	56	24	0	0	0	0	0	228	228	62	0	0	0	0	0
October 2020	52	13	0	0	0	0	0	241	241	55	0	0	0	0	0
October 2021	48	2	0	0	0	0	0	254	254	48	0	0	0	0	0
October 2022	44	0	0	0	0	0	0	269	240	42	0	0	0	0	0
October 2023	39	0	0	0	0	0	0	284	216	36	0	0	0	0	0
October 2024	34	0	0	0	0	0	0	300	192	31	0	0	0	0	0
October 2025	29	0	0	0	0	0	0	317	169	26	0	0	0	0	0
October 2026	23	0	0	0	0	0	0	334	146	21	0	0	0	0	0
October 2027	18	0	0	0	0	0	0	353	124	17	0	0	0	0	0
October 2028	11	0	0	0	0	0	0	373	103	14	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	391	82	10	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	314	62	7	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	232	43	5	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	144	25	3	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	53	9	1	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	15.1	10.6	2.6	1.6	1.2	1.2	1.9	27.4	23.0	14.6	3.7	2.6	2.6	2.6	0.5

**PSA Prepayment Assumption Rates**

Distribution Date	Class ZB						
	0%	100%	200%	300%	400%	404%	405%
Initial Percent	100	100	100	100	100	100	100
October 2005	106	106	106	106	106	106	106
October 2006	112	112	112	112	112	112	112
October 2007	118	118	118	0	0	0	0
October 2008	125	125	125	0	0	0	0
October 2009	132	132	132	0	0	0	0
October 2010	139	139	0	0	0	0	0
October 2011	147	147	0	0	0	0	0
October 2012	155	155	0	0	0	0	0
October 2013	164	164	0	0	0	0	0
October 2014	173	173	0	0	0	0	0
October 2015	183	183	0	0	0	0	0
October 2016	193	193	0	0	0	0	0
October 2017	204	204	0	0	0	0	0
October 2018	216	216	0	0	0	0	0
October 2019	228	228	0	0	0	0	0
October 2020	241	241	0	0	0	0	0
October 2021	254	254	0	0	0	0	0
October 2022	269	0	0	0	0	0	0
October 2023	284	0	0	0	0	0	0
October 2024	300	0	0	0	0	0	0
October 2025	317	0	0	0	0	0	0
October 2026	334	0	0	0	0	0	0
October 2027	353	0	0	0	0	0	0
October 2028	373	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0
Weighted Average							
Life (years)	25.0	17.2	5.9	3.0	2.2	2.2	2.9



**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class CD					Classes CF and CS					Classes CK, CM, CN, CT, CU and UM				
	0%	60%	185%	700%	900%	0%	60%	185%	700%	900%	0%	60%	185%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	95	89	89	89	89	98	96	92	87	82	100	100	94	86	78
October 2006	89	73	73	73	73	96	90	80	55	42	100	100	83	46	26
October 2007	84	56	56	56	54	94	84	67	32	19	100	100	73	18	0
October 2008	77	39	39	39	24	92	78	56	18	9	100	100	65	6	0
October 2009	70	22	22	22	11	89	72	46	10	4	100	100	59	4	0
October 2010	63	10	10	10	5	87	67	37	6	2	100	98	52	4	0
October 2011	56	3	3	3	2	84	61	29	3	1	100	93	43	4	0
October 2012	47	0	0	0	1	81	55	21	2	0	100	86	33	3	0
October 2013	38	0	0	0	0	78	50	14	1	0	100	77	23	2	0
October 2014	29	0	0	0	0	75	44	8	1	0	100	68	13	1	0
October 2015	19	0	0	0	0	71	38	3	0	0	100	59	4	1	0
October 2016	8	0	0	0	0	67	33	0	0	0	100	51	0	0	0
October 2017	0	0	0	0	0	63	27	0	0	0	98	42	0	0	0
October 2018	0	0	0	0	0	59	22	0	0	0	91	34	0	0	0
October 2019	0	0	0	0	0	54	16	0	0	0	83	25	0	0	0
October 2020	0	0	0	0	0	49	10	0	0	0	76	16	0	0	0
October 2021	0	0	0	0	0	43	5	0	0	0	67	7	0	0	0
October 2022	0	0	0	0	0	37	0	0	0	0	58	0	0	0	0
October 2023	0	0	0	0	0	31	0	0	0	0	48	0	0	0	0
October 2024	0	0	0	0	0	24	0	0	0	0	38	0	0	0	0
October 2025	0	0	0	0	0	17	0	0	0	0	26	0	0	0	0
October 2026	0	0	0	0	0	9	0	0	0	0	14	0	0	0	0
October 2027	0	0	0	0	0	1	0	0	0	0	1	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	7.3	3.4	3.4	3.4	3.1	14.5	9.0	5.0	2.7	2.1	18.5	12.1	5.9	2.2	1.6

**PSA Prepayment Assumption Rates**

Distribution Date	Class CX				Class CY				Class CZ						
	0%	60%	185%	700%	900%	0%	60%	185%	700%	900%	0%	60%	185%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	106	106	106	15	0	106	106	106	106	106	106	106	106	106	0
October 2006	113	113	113	0	0	113	113	113	113	113	113	113	113	0	0
October 2007	120	120	120	0	0	120	120	120	120	120	120	120	120	0	0
October 2008	127	127	127	0	0	127	127	127	127	127	127	127	127	0	0
October 2009	135	135	135	0	0	135	135	135	135	135	135	135	135	0	0
October 2010	143	143	143	0	0	143	143	143	143	143	143	143	143	0	0
October 2011	152	152	152	0	0	152	152	152	152	152	152	152	152	0	0
October 2012	161	161	161	0	0	161	161	161	161	161	161	161	161	0	0
October 2013	171	171	171	0	0	171	171	171	171	171	171	171	171	0	0
October 2014	182	182	182	0	0	182	182	182	182	182	182	182	182	0	0
October 2015	193	193	193	0	0	193	193	193	193	193	193	193	193	0	0
October 2016	205	205	185	0	0	205	205	0	205	205	205	205	199	0	0
October 2017	218	218	159	0	0	218	218	0	218	116	218	218	199	0	0
October 2018	231	231	136	0	0	231	231	0	231	52	231	231	199	0	0
October 2019	245	245	116	0	0	245	245	0	245	23	245	245	199	0	0
October 2020	261	261	99	0	0	261	261	0	261	10	261	261	199	0	0
October 2021	277	277	83	0	0	277	277	0	184	4	277	277	199	0	0
October 2022	294	285	70	0	0	294	0	0	101	2	294	291	199	0	0
October 2023	312	258	58	0	0	312	0	0	55	1	312	291	199	0	0
October 2024	331	231	48	0	0	331	0	0	30	0	331	291	178	0	0
October 2025	351	205	39	0	0	351	0	0	16	0	351	291	145	0	0
October 2026	373	179	32	0	0	373	0	0	8	0	373	291	117	0	0
October 2027	396	154	25	0	0	396	0	0	4	0	396	291	93	0	0
October 2028	358	128	19	0	0	0	0	0	2	0	400	291	71	0	0
October 2029	309	104	14	0	0	0	0	0	1	0	400	291	53	0	0
October 2030	256	79	10	0	0	0	0	0	0	0	400	291	37	0	0
October 2031	199	55	7	0	0	0	0	0	0	0	400	203	24	0	0
October 2032	137	31	3	0	0	0	0	0	0	0	400	115	13	0	0
October 2033	71	8	1	0	0	0	0	0	0	0	262	29	3	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	26.9	23.4	17.1	0.7	0.4	23.1	17.8	11.5	18.0	13.5	29.3	27.7	23.2	0.3	0.2

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes UA, UB, UC, UH, UJ and UN							Classes UD, UE, UG, UK, UL and UP						
	0%	60%	185%	550%	551%	700%	900%	0%	60%	185%	550%	551%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	100	100	91	79	100	100	100	100	100	100	100	52	52	28
October 2006	100	100	76	45	88	65	37	100	100	100	100	0	0	0
October 2007	100	100	62	9	52	26	0	100	100	100	100	0	0	0
October 2008	100	100	50	0	32	9	0	100	100	100	76	0	0	0
October 2009	100	100	41	0	24	5	0	100	100	100	56	0	0	0
October 2010	100	97	31	0	19	5	0	100	100	100	46	0	0	0
October 2011	100	90	18	0	16	5	0	100	100	100	37	0	0	0
October 2012	100	80	4	0	12	4	0	100	100	100	28	0	0	0
October 2013	100	67	0	0	8	2	0	100	100	75	18	0	0	0
October 2014	100	55	0	0	5	1	0	100	100	43	12	0	0	0
October 2015	100	42	0	0	3	1	0	100	100	14	8	0	0	0
October 2016	100	30	0	0	2	0	0	100	100	0	5	0	0	0
October 2017	97	17	0	0	1	0	0	100	100	0	3	0	0	0
October 2018	87	5	0	0	1	0	0	100	100	0	2	0	0	0
October 2019	76	0	0	0	1	0	0	100	83	0	1	0	0	0
October 2020	65	0	0	0	0	0	0	100	54	0	1	0	0	0
October 2021	53	0	0	0	0	0	0	100	24	0	0	0	0	0
October 2022	40	0	0	0	0	0	0	100	0	0	0	0	0	0
October 2023	26	0	0	0	0	0	0	100	0	0	0	0	0	0
October 2024	11	0	0	0	0	0	0	100	0	0	0	0	0	0
October 2025	0	0	0	0	0	0	0	88	0	0	0	0	0	0
October 2026	0	0	0	0	0	0	0	48	0	0	0	0	0	0
October 2027	0	0	0	0	0	0	0	5	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average														
Life (years)	17.1	10.3	4.3	1.8	4.2	2.8	1.9	21.9	16.1	9.8	6.5	1.0	0.9	0.8

**PSA Prepayment Assumption Rates**

Distribution Date	Class ZC				
	0%	60%	185%	700%	900%
Initial Percent	100	100	100	100	100
October 2005	106	106	106	21	0
October 2006	113	113	113	0	0
October 2007	120	120	120	0	0
October 2008	127	127	127	0	0
October 2009	135	135	135	0	0
October 2010	143	143	143	0	0
October 2011	152	152	152	0	0
October 2012	161	161	161	0	0
October 2013	171	171	171	0	0
October 2014	182	182	182	0	0
October 2015	193	193	193	0	0
October 2016	205	205	179	0	0
October 2017	218	218	144	0	0
October 2018	231	231	113	0	0
October 2019	245	245	85	0	0
October 2020	261	261	61	0	0
October 2021	277	277	40	0	0
October 2022	294	283	22	0	0
October 2023	312	246	6	0	0
October 2024	331	209	0	0	0
October 2025	351	173	0	0	0
October 2026	373	137	0	0	0
October 2027	396	102	0	0	0
October 2028	342	68	0	0	0
October 2029	275	34	0	0	0
October 2030	202	0	0	0	0
October 2031	124	0	0	0	0
October 2032	39	0	0	0	0
October 2033	0	0	0	0	0
October 2034	0	0	0	0	0
Weighted Average					
Life (years)	26.0	21.8	14.8	0.8	0.5

## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price; the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios; in the case of the Group 2 Securities, the investor's own projection of payment rates on the Underlying Certificates under a variety of scenarios; and, in the case of the Floating Rate or Inverse Floating Rate Classes, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR, and certain Inverse Floating Rate Classes may not benefit from particularly low levels of LIBOR, because the rates on such Classes are capped at maximum rates 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 46 or 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 AG to Prepayments**

**Assumed Price 95.25%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>450%</u>	<u>481%</u>	<u>511%</u>	<u>1000%</u>
0.8% .....	15.4%	15.4%	15.4%	17.2%
1.8% .....	13.0%	13.0%	13.0%	14.9%
4.8% .....	6.2%	6.2%	6.2%	8.2%
6.6% and above .....	2.1%	2.1%	2.1%	4.2%

**Sensitivity of Class AI to Prepayments**

**Assumed Price 9.375%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>450%</u>	<u>481%</u>	<u>511%</u>	<u>1000%</u>
0.8% .....	41.3%	41.3%	41.3%	13.5%
1.8% .....	27.9%	27.9%	27.9%	(1.1)%
4.8% .....	(11.7)%	(11.7)%	(11.7)%	(46.3)%
6.6% and above .....	**	**	**	**

**Sensitivity of Class AK to Prepayments**

**Assumed Price 93.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>450%</u>	<u>481%</u>	<u>511%</u>	<u>1000%</u>
0.8% .....	18.4%	18.4%	18.4%	21.1%
1.8% .....	15.1%	15.1%	15.1%	17.9%
3.8% .....	8.6%	8.6%	8.6%	11.5%
5.5% and above .....	3.1%	3.1%	3.1%	6.1%

**Sensitivity of Class AP to Prepayments**

**Assumed Price 104.8125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>450%</u>	<u>481%</u>	<u>511%</u>	<u>1000%</u>
0.8% .....	11.3%	11.3%	11.3%	10.7%
1.8% .....	9.2%	9.2%	9.2%	8.6%
4.8% .....	2.9%	2.9%	2.9%	2.3%
6.6% and above .....	(0.9)%	(0.9)%	(0.9)%	(1.5)%

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

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

**Sensitivity of Class AT to Prepayments**  
**Assumed Price 101.125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>450%</u>	<u>481%</u>	<u>511%</u>	<u>1000%</u>
5.50% and below . . . . .	8.1%	8.1%	8.1%	7.7%
6.05% . . . . .	3.9%	3.9%	3.9%	3.5%
6.60% and above . . . . .	(0.3)%	(0.3)%	(0.3)%	(0.6)%

**SECURITY GROUP 2**

**Sensitivity of Class BI to Prepayments**  
**Assumed Price 9.5%\***

<u>PSA Prepayment Assumption Rates</u>						
<u>100%</u>	<u>200%</u>	<u>267%</u>	<u>300%</u>	<u>400%</u>	<u>404%</u>	<u>405%</u>
54.3%	24.7%	0.2%	(10.4)%	(37.1)%	(37.3)%	6.4%

**SECURITY GROUP 3**

**Sensitivity of Class CD to Prepayments**  
**Assumed Price 102.5%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
0.80% . . . . .	9.8%	9.8%	9.8%	9.7%
1.80% . . . . .	7.8%	7.8%	7.8%	7.7%
3.80% . . . . .	3.9%	3.9%	3.9%	3.8%
6.08% and above . . . . .	(0.6)%	(0.6)%	(0.6)%	(0.6)%

**Sensitivity of Class CK to Prepayments**  
**Assumed Price 97.625%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
5.50% and below . . . . .	8.5%	8.7%	9.4%	9.9%
5.79% . . . . .	4.3%	4.6%	5.3%	5.8%
6.08% and above . . . . .	0.2%	0.5%	1.3%	1.9%

**Sensitivity of Class CM to Prepayments**  
**Assumed Price 89.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
0.8% . . . . .	13.7%	15.0%	18.6%	20.7%
1.8% . . . . .	10.6%	11.8%	15.5%	17.6%
3.8% . . . . .	4.6%	5.7%	9.4%	11.6%
5.0% and above . . . . .	1.0%	2.1%	5.7%	8.1%

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

**Sensitivity of Class CN to Prepayments**  
**Assumed Price 90.5%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
0.8% .....	12.9%	13.9%	17.0%	18.8%
1.8% .....	10.3%	11.3%	14.4%	16.2%
3.8% .....	5.1%	6.1%	9.2%	11.2%
5.5% and above .....	0.9%	1.8%	4.9%	6.9%

**Sensitivity of Class CS to Prepayments**  
**Assumed Price 6.78125%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
0.80% .....	83.6%	74.9%	54.1%	42.2%
1.80% .....	64.9%	56.0%	34.3%	21.9%
3.80% .....	29.2%	19.1%	(4.5)%	(18.2)%
6.08% and above .....	**	**	**	**

**Sensitivity of Class CT to Prepayments**  
**Assumed Price 96.25%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
5.00% and below .....	8.7%	9.0%	10.2%	10.9%
5.25% .....	4.5%	4.9%	6.0%	6.8%
5.50% and above .....	0.4%	0.7%	2.0%	2.8%

**Sensitivity of Class CU to Prepayments**  
**Assumed Price 90.75%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
0.80% .....	12.3%	13.3%	16.3%	18.1%
1.80% .....	10.1%	11.1%	14.1%	15.9%
3.80% .....	5.7%	6.7%	9.7%	11.6%
6.08% and above .....	0.9%	1.8%	4.8%	6.7%

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

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

**Sensitivity of Class UA to Prepayments  
Assumed Price 86.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
0.8% .....	14.5%	17.0%	21.9%	17.1%	19.0%	21.4%
1.8% .....	11.3%	13.8%	18.8%	13.9%	15.8%	18.3%
3.8% .....	5.1%	7.5%	12.5%	7.6%	9.5%	12.1%
5.0% and above .....	1.5%	3.8%	8.9%	3.9%	5.9%	8.5%

**Sensitivity of Class UB to Prepayments  
Assumed Price 96.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
5.00% and below .....	8.7%	9.4%	10.7%	9.4%	9.9%	10.6%
5.25% .....	4.6%	5.2%	6.6%	5.2%	5.8%	6.5%
5.50% and above .....	0.4%	1.1%	2.5%	1.1%	1.7%	2.4%

**Sensitivity of Class UC to Prepayments  
Assumed Price 98.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
5.50% and below .....	8.4%	8.7%	9.4%	8.8%	9.0%	9.3%
5.79% .....	4.3%	4.6%	5.3%	4.7%	4.9%	5.3%
6.08% and above .....	0.2%	0.6%	1.4%	0.6%	0.9%	1.3%

**Sensitivity of Class UD to Prepayments  
Assumed Price 94.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
0.8% .....	12.7%	12.9%	13.3%	18.7%	19.2%	20.3%
1.8% .....	9.7%	9.9%	10.3%	15.9%	16.3%	17.5%
3.8% .....	3.8%	4.1%	4.5%	10.2%	10.7%	11.9%
5.0% and above .....	0.4%	0.7%	1.1%	6.9%	7.4%	8.6%

**Sensitivity of Class UE to Prepayments  
Assumed Price 97.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
5.00% and below .....	8.5%	8.6%	8.8%	11.5%	11.7%	12.3%
5.25% .....	4.3%	4.4%	4.6%	7.5%	7.7%	8.3%
5.50% and above .....	0.2%	0.4%	0.5%	3.6%	3.8%	4.5%

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



**Sensitivity of Class UG to Prepayments  
Assumed Price 98.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>					
	<b>60%</b>	<b>185%</b>	<b>550%</b>	<b>551%</b>	<b>700%</b>	<b>900%</b>
5.50% and below.....	8.4%	8.4%	8.6%	10.3%	10.5%	10.9%
5.79% .....	4.2%	4.3%	4.4%	6.4%	6.6%	7.0%
6.08% and above .....	0.2%	0.3%	0.4%	2.5%	2.7%	3.1%

**Sensitivity of Class UH to Prepayments  
Assumed Price 87.5%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>					
	<b>60%</b>	<b>185%</b>	<b>550%</b>	<b>551%</b>	<b>700%</b>	<b>900%</b>
0.8% .....	13.6%	15.8%	20.1%	15.9%	17.5%	19.7%
1.8% .....	10.9%	13.1%	17.5%	13.2%	14.8%	17.0%
3.8% .....	5.7%	7.8%	12.2%	7.9%	9.6%	11.9%
5.5% and above .....	1.4%	3.4%	7.8%	3.5%	5.2%	7.6%

**Sensitivity of Class UJ to Prepayments  
Assumed Price 97.0%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>					
	<b>60%</b>	<b>185%</b>	<b>550%</b>	<b>551%</b>	<b>700%</b>	<b>900%</b>
5.00% and below.....	8.6%	9.1%	10.0%	9.1%	9.5%	10.0%
5.54% .....	4.4%	4.9%	6.0%	4.9%	5.3%	5.9%
6.08% and above .....	0.3%	0.8%	1.9%	0.9%	1.3%	1.9%

**Sensitivity of Class UK to Prepayments  
Assumed Price 94.4375%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>					
	<b>60%</b>	<b>185%</b>	<b>550%</b>	<b>551%</b>	<b>700%</b>	<b>900%</b>
0.8% .....	12.0%	12.2%	12.6%	17.7%	18.0%	19.1%
1.8% .....	9.5%	9.7%	10.1%	15.2%	15.6%	16.7%
3.8% .....	4.5%	4.8%	5.1%	10.4%	10.8%	12.0%
5.5% and above .....	0.4%	0.6%	1.0%	6.4%	6.8%	8.0%

**Sensitivity of Class UL to Prepayments  
Assumed Price 97.5%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>					
	<b>60%</b>	<b>185%</b>	<b>550%</b>	<b>551%</b>	<b>700%</b>	<b>900%</b>
5.00% and below.....	8.4%	8.5%	8.7%	10.9%	11.1%	11.6%
5.54% .....	4.3%	4.4%	4.5%	7.0%	7.1%	7.7%
6.08% and above .....	0.2%	0.3%	0.5%	3.0%	3.2%	3.8%

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

**Sensitivity of Class UM to Prepayments**  
**Assumed Price 97.25%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>60%</u>	<u>185%</u>	<u>700%</u>	<u>900%</u>
5.00% and below . . . . .	8.5%	8.8%	9.6%	10.1%
5.54% . . . . .	4.4%	4.6%	5.5%	6.1%
6.08% and above . . . . .	0.3%	0.6%	1.5%	2.1%

**Sensitivity of Class UN to Prepayments**  
**Assumed Price 89.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
0.80% . . . . .	12.8%	14.7%	18.4%	14.8%	16.2%	18.1%
1.80% . . . . .	10.5%	12.4%	16.2%	12.5%	13.9%	15.9%
3.80% . . . . .	6.1%	7.9%	11.8%	8.0%	9.5%	11.5%
6.08% and above . . . . .	1.2%	3.0%	6.8%	3.0%	4.5%	6.6%

**Sensitivity of Class UP to Prepayments**  
**Assumed Price 95.0%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>					
	<u>60%</u>	<u>185%</u>	<u>550%</u>	<u>551%</u>	<u>700%</u>	<u>900%</u>
0.80% . . . . .	11.5%	11.7%	12.0%	16.5%	16.9%	17.8%
1.80% . . . . .	9.3%	9.5%	9.8%	14.4%	14.8%	15.8%
3.80% . . . . .	5.1%	5.3%	5.6%	10.4%	10.7%	11.7%
6.08% and above . . . . .	0.4%	0.6%	0.9%	5.8%	6.2%	7.2%

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

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

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

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

**REMIC Elections**

In the opinion of Cadwalader, Wickersham & Taft 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 AI, BI and CS Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on these securities at the prepayment assumptions described below.

The Class BZ, CY, CZ, VZ, Z, ZB and ZC 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.

In addition to 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, in the case of the Floating Rate and Inverse Floating Rate Securities, the constant LIBOR value described below, Classes AK, UA, UB, UC, UD and UE are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (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 481% PSA in the case of the Group 1 Securities, 200% PSA in the case of the Group 2 Securities and 185% PSA in the case of the Group 3 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Securities, the constant value of LIBOR to be used for these determinations is 1.80%. 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 Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. It is not expected that the Pooling REMIC will have a substantial amount of taxable income or loss in any period. However, even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Issuing REMIC may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

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

### **MX Securities**

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

### **ERISA MATTERS**

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

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

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

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

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

### **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from (1) October 1, 2004 on the Fixed Rate Classes, (2) October 16, 2004 on the Group 1 Floating Rate and Inverse Floating Rate Classes and (3) October 20, 2004 on the Group 3 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

### **INCREASE IN SIZE**

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Group 1 and 3 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 551% PSA Balances, the Scheduled Principal Balances and the Aggregate Scheduled Principal Balances, as applicable, will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Sidley Austin Brown & Wood LLP, New York, New York, and the Law Offices of Joseph C. Reid, P.A., New York, New York; for the Trust by Cadwalader, Wickersham & Taft LLP, Washington, D.C., and Marcell Solomon & Associates, P.C., Greenbelt, Maryland; and for the Trustee by Seward & Kissel LLP, New York, New York.

**Schedule I**

**Available Combinations(1)**

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
AK	\$ 5,842,624	AG	\$ 8,109,455	PAC/AD	(5)	INV	38374JWG7	October 2034
AT	2,266,831							
<b>Security Group 3</b>								
Combination 2								
CZ	\$ 7,507,388	CX	\$ 27,611,388	SUP	6.0%	FIX/Z	38374JWH5	October 2034
ZC	20,104,000							
Combination 3								
UA	\$ 5,483,784	UH	\$ 6,422,788	NSJ/TAC/AD	(5)	INV	38374JWJ1	October 2034
UB	939,004							
Combination 4								
UB	\$ 939,004	UJ	\$ 2,028,248	NSJ/TAC/AD	(5)	INV	38374JWK8	October 2034
UC	1,089,244							
Combination 5								
UD	\$ 2,350,194	UK	\$ 2,752,624	NSJ/TAC/AD	(5)	INV	38374JWL6	October 2034
UE	402,430							
Combination 6								
UE	\$ 402,430	UL	\$ 869,249	NSJ/TAC/AD	(5)	INV	38374JWM4	October 2034
UG	466,819							
Combination 7								
UC	\$ 1,089,244	CK	\$ 1,556,063	TAC/AD	(5)	INV	38374JWN2	October 2034
UG	466,819							

REMIC Securities

MX Securities

Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 8								
UB	\$ 939,004	CT	\$ 1,341,434	TAC/AD	(5)	INV	38374JWP7	October 2034
UE	402,430							
Combination 9								
UB	\$ 939,004	UM	\$ 2,897,497	TAC/AD	(5)	INV	38374JWQ5	October 2034
UC	1,089,244							
UE	402,430							
UG	466,819							
Combination 10								
UA	\$ 5,483,784	CM	\$ 7,833,978	TAC/AD	(5)	INV	38374JWR3	October 2034
UD	2,350,194							
Combination 11								
UA	\$ 5,483,784	CU	\$ 10,731,475	TAC/AD	(5)	INV	38374JWS1	October 2034
UB	939,004							
UC	1,089,244							
UD	2,350,194							
UE	402,430							
UG	466,819							
Combination 12								
UA	\$ 5,483,784	UN	\$ 7,512,032	NSJ/TAC/AD	(5)	INV	38374JWT9	October 2034
UB	939,004							
UC	1,089,244							
Combination 13								
UD	\$ 2,350,194	UP	\$ 3,219,443	NSJ/TAC/AD	(5)	INV	38374JWU6	October 2034
UE	402,430							
UG	466,819							



REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 14								
UH(6)	\$ 6,422,788	CN	\$ 9,175,412	TAC/AD	(5)	INV	38374JWV4	October 2034
UK(6)	2,752,624							

- (1) All exchanges must comply with minimum denominations restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal 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) See "Terms Sheet — Interest Rates" in this Supplement.
- (6) MX Class.

Schedule II

SCHEDULED PRINCIPAL BALANCES

	Classes AK, AP, AT, F and VZ (in the aggregate)	Class AP	Classes BA and ZB (in the aggregate)	Class CD	Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)	Class ZC
Initial Balance . . . . .	\$94,841,000.00	\$5,436,688.00	\$20,100,000.00	\$5,935,192.00	\$216,678,801.00	\$20,104,000.00
November 2004 . . . . .	94,181,022.32	5,409,547.19	19,721,816.83	5,889,496.64	215,005,139.89	19,627,926.47
December 2004 . . . . .	93,470,886.69	5,380,904.48	19,286,417.32	5,841,805.77	213,190,578.96	19,088,815.37
January 2005 . . . . .	92,685,719.99	5,350,765.36	18,794,159.24	5,792,127.75	211,237,051.76	18,488,602.83
February 2005 . . . . .	91,826,618.82	5,319,135.73	18,245,517.45	5,740,471.56	209,146,744.21	17,829,514.77
March 2005 . . . . .	90,894,857.44	5,286,022.01	17,641,083.89	5,686,846.78	206,922,091.25	17,114,060.97
April 2005 . . . . .	89,891,885.67	5,251,431.04	16,981,567.17	5,631,263.60	204,565,772.62	16,345,027.47
May 2005 . . . . .	88,819,326.04	5,215,370.14	16,267,791.76	5,573,732.82	202,080,707.95	15,525,467.43
June 2005 . . . . .	87,678,970.37	5,177,847.10	15,500,696.81	5,514,265.80	199,470,051.10	14,658,690.21
July 2005 . . . . .	86,472,775.49	5,138,870.13	14,681,334.56	5,452,874.53	196,737,183.66	13,748,249.03
August 2005 . . . . .	85,202,858.43	5,098,447.92	13,810,868.27	5,389,571.55	193,885,707.90	12,797,926.86
September 2005 . . . . .	83,871,490.83	5,056,589.59	13,177,322.56	5,324,370.00	190,919,438.81	11,811,720.98
October 2005 . . . . .	82,481,092.70	5,013,304.72	12,508,984.62	5,257,283.60	187,842,395.60	10,793,826.03
November 2005 . . . . .	81,034,225.56	4,968,603.31	11,807,211.17	5,188,326.62	184,658,792.45	9,748,615.69
December 2005 . . . . .	79,533,584.97	4,922,495.83	11,073,451.03	5,117,513.90	181,373,028.68	8,680,623.04
January 2006 . . . . .	77,981,992.38	4,874,993.14	10,309,891.37	5,044,860.85	177,989,678.23	7,594,519.85
February 2006 . . . . .	76,382,386.55	4,826,106.55	9,518,111.81	4,970,383.40	174,513,478.61	6,495,094.73
March 2006 . . . . .	74,737,814.32	4,775,847.78	8,700,725.17	4,894,098.04	170,949,319.35	5,387,230.25
April 2006 . . . . .	73,051,420.90	4,724,229.00	7,859,404.58	4,816,021.81	167,302,229.85	4,275,879.42
May 2006 . . . . .	71,326,439.81	4,671,262.75	6,995,893.11	4,736,172.25	163,577,366.80	3,166,041.32
June 2006 . . . . .	69,566,182.24	4,616,961.99	6,111,998.47	4,654,567.42	159,780,001.25	2,062,736.22
July 2006 . . . . .	67,774,026.23	4,561,340.10	5,214,141.91	4,571,225.92	155,915,505.18	970,980.37
August 2006 . . . . .	65,953,405.35	4,504,410.83	4,303,952.93	4,486,166.83	151,989,337.83	0.00
September 2006 . . . . .	64,107,797.28	4,446,188.32	3,383,600.63	4,401,227.75	148,137,420.63	0.00
October 2006 . . . . .	62,240,712.08	4,386,687.11	2,454,858.10	4,316,407.76	144,358,274.96	0.00
November 2006 . . . . .	60,423,469.99	4,327,299.91	1,521,515.55	4,231,705.91	140,650,450.93	0.00
December 2006 . . . . .	58,654,749.65	4,268,026.13	588,368.13	4,147,121.24	137,012,526.88	0.00
January 2007 . . . . .	56,933,264.50	4,208,865.18	0.00	4,062,652.83	133,443,108.75	0.00
February 2007 . . . . .	55,257,761.96	4,149,816.46	0.00	3,978,299.73	129,940,829.63	0.00
March 2007 . . . . .	53,627,022.44	4,090,879.38	0.00	3,894,061.00	126,504,349.15	0.00
April 2007 . . . . .	52,039,858.57	4,032,053.35	0.00	3,809,935.69	123,132,353.05	0.00
May 2007 . . . . .	50,495,114.27	3,973,337.78	0.00	3,725,922.87	119,823,552.58	0.00
June 2007 . . . . .	48,991,663.99	3,914,732.07	0.00	3,642,021.59	116,576,684.09	0.00
July 2007 . . . . .	47,528,411.87	3,856,235.64	0.00	3,558,230.91	113,390,508.50	0.00
August 2007 . . . . .	46,104,290.97	3,797,847.90	0.00	3,474,549.89	110,263,810.79	0.00
September 2007 . . . . .	44,718,262.52	3,739,568.25	0.00	3,390,977.59	107,195,399.62	0.00
October 2007 . . . . .	43,369,315.17	3,681,396.12	0.00	3,307,513.07	104,184,106.79	0.00
November 2007 . . . . .	42,056,464.26	3,623,330.92	0.00	3,224,155.39	101,228,786.82	0.00
December 2007 . . . . .	40,778,751.15	3,565,372.05	0.00	3,140,903.61	98,328,316.51	0.00
January 2008 . . . . .	39,535,242.49	3,507,518.95	0.00	3,057,756.78	95,481,594.52	0.00
February 2008 . . . . .	38,325,029.60	3,449,771.01	0.00	2,974,713.97	92,687,540.91	0.00
March 2008 . . . . .	37,147,227.79	3,392,127.66	0.00	2,891,774.23	89,945,096.74	0.00
April 2008 . . . . .	36,000,975.75	3,334,588.31	0.00	2,808,936.63	87,253,223.68	0.00
May 2008 . . . . .	34,885,434.92	3,277,152.39	0.00	2,726,200.23	84,610,903.60	0.00
June 2008 . . . . .	33,799,788.89	3,219,819.30	0.00	2,643,564.08	82,017,138.13	0.00
July 2008 . . . . .	32,743,242.84	3,162,588.47	0.00	2,561,027.24	79,470,948.37	0.00
August 2008 . . . . .	31,719,299.23	3,105,459.32	0.00	2,478,588.78	76,971,374.41	0.00
September 2008 . . . . .	30,727,116.96	3,048,431.27	0.00	2,396,247.76	74,517,475.04	0.00
October 2008 . . . . .	29,765,716.99	2,991,503.74	0.00	2,314,003.22	72,108,327.34	0.00
November 2008 . . . . .	28,834,150.31	2,934,676.15	0.00	2,231,854.24	69,743,026.35	0.00

	<b>Classes AK, AP, AT, F and VZ (in the aggregate)</b>	<b>Class AP</b>	<b>Classes BA and ZB (in the aggregate)</b>	<b>Class CD</b>	<b>Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)</b>	<b>Class ZC</b>
December 2008 . . . . .	\$27,931,497.03	\$2,877,947.93	\$ 0.00	\$2,149,799.88	\$ 67,420,684.67	\$ 0.00
January 2009 . . . . .	27,056,865.50	2,821,318.48	0.00	2,067,839.18	65,140,432.21	0.00
February 2009 . . . . .	26,209,391.39	2,764,787.25	0.00	1,985,971.22	62,901,415.77	0.00
March 2009 . . . . .	25,388,236.94	2,708,353.65	0.00	1,904,195.04	60,702,798.72	0.00
April 2009 . . . . .	24,592,590.08	2,652,017.11	0.00	1,822,509.72	58,543,760.75	0.00
May 2009 . . . . .	23,821,663.65	2,595,777.05	0.00	1,740,914.30	56,423,497.45	0.00
June 2009 . . . . .	23,074,694.70	2,539,632.90	0.00	1,659,407.85	54,341,220.07	0.00
July 2009 . . . . .	22,350,943.67	2,483,584.09	0.00	1,577,989.43	52,296,155.19	0.00
August 2009 . . . . .	21,649,693.73	2,427,630.03	0.00	1,496,658.09	50,287,544.44	0.00
September 2009 . . . . .	20,970,250.05	2,371,770.17	0.00	1,415,412.89	48,314,644.18	0.00
October 2009 . . . . .	20,311,939.15	2,316,003.93	0.00	1,334,252.90	46,376,725.21	0.00
November 2009 . . . . .	19,674,108.25	2,260,330.73	0.00	1,255,780.20	44,473,072.53	0.00
December 2009 . . . . .	19,056,124.61	2,204,750.00	0.00	1,180,881.36	42,602,985.03	0.00
January 2010 . . . . .	18,457,374.94	2,149,261.18	0.00	1,109,394.16	40,765,775.20	0.00
February 2010 . . . . .	17,877,264.80	2,093,863.70	0.00	1,041,163.75	38,960,768.94	0.00
March 2010 . . . . .	17,315,218.02	2,038,556.98	0.00	976,042.26	37,187,305.20	0.00
April 2010 . . . . .	16,770,676.14	1,983,340.46	0.00	913,888.54	35,444,735.80	0.00
May 2010 . . . . .	16,243,097.88	1,928,213.57	0.00	854,567.82	33,732,425.15	0.00
June 2010 . . . . .	15,731,958.59	1,873,175.73	0.00	797,951.42	32,049,750.00	0.00
July 2010 . . . . .	15,236,749.75	1,818,226.40	0.00	743,916.49	30,396,099.22	0.00
August 2010 . . . . .	14,756,978.51	1,763,364.99	0.00	692,345.77	28,770,873.53	0.00
September 2010 . . . . .	14,292,167.16	1,708,590.94	0.00	643,127.27	27,173,485.30	0.00
October 2010 . . . . .	13,841,852.68	1,653,903.68	0.00	596,154.09	25,603,358.31	0.00
November 2010 . . . . .	13,405,586.32	1,599,302.66	0.00	551,324.19	24,059,927.54	0.00
December 2010 . . . . .	12,982,933.13	1,544,787.30	0.00	508,540.12	22,542,638.91	0.00
January 2011 . . . . .	12,573,471.54	1,491,650.30	0.00	467,708.88	21,050,949.13	0.00
February 2011 . . . . .	12,176,792.97	1,440,319.91	0.00	428,741.64	19,584,325.42	0.00
March 2011 . . . . .	11,792,501.42	1,390,735.10	0.00	391,553.65	18,142,245.36	0.00
April 2011 . . . . .	11,420,213.07	1,342,836.88	0.00	356,063.96	16,724,196.67	0.00
May 2011 . . . . .	11,059,555.94	1,296,568.22	0.00	322,195.31	15,329,677.00	0.00
June 2011 . . . . .	10,710,169.50	1,251,874.04	0.00	289,873.93	13,958,193.74	0.00
July 2011 . . . . .	10,371,704.32	1,208,701.09	0.00	259,029.41	12,609,263.84	0.00
August 2011 . . . . .	10,043,821.74	1,166,997.93	0.00	229,594.53	11,282,413.61	0.00
September 2011 . . . . .	9,726,193.55	1,126,714.84	0.00	201,505.11	9,977,178.56	0.00
October 2011 . . . . .	9,418,501.63	1,087,803.76	0.00	174,699.88	8,693,103.18	0.00
November 2011 . . . . .	9,120,437.70	1,050,218.26	0.00	149,120.36	7,429,740.81	0.00
December 2011 . . . . .	8,831,702.96	1,013,913.48	0.00	124,710.74	6,186,653.42	0.00
January 2012 . . . . .	8,552,007.84	978,846.06	0.00	101,417.69	4,963,411.49	0.00
February 2012 . . . . .	8,281,071.67	944,974.10	0.00	79,190.37	3,759,593.81	0.00
March 2012 . . . . .	8,018,622.47	912,257.11	0.00	57,980.18	2,574,787.31	0.00
April 2012 . . . . .	7,764,396.65	880,655.96	0.00	37,740.78	1,408,586.94	0.00
May 2012 . . . . .	7,518,138.73	850,132.85	0.00	18,427.91	260,595.47	0.00
June 2012 . . . . .	7,279,601.14	820,651.24	0.00	0.00	0.00	0.00
July 2012 . . . . .	7,048,543.93	792,175.83	0.00	0.00	0.00	0.00
August 2012 . . . . .	6,824,734.57	764,672.51	0.00	0.00	0.00	0.00
September 2012 . . . . .	6,607,947.70	738,108.31	0.00	0.00	0.00	0.00
October 2012 . . . . .	6,397,964.94	712,451.38	0.00	0.00	0.00	0.00
November 2012 . . . . .	6,194,574.64	687,670.93	0.00	0.00	0.00	0.00
December 2012 . . . . .	5,997,571.68	663,737.23	0.00	0.00	0.00	0.00
January 2013 . . . . .	5,806,757.29	640,621.54	0.00	0.00	0.00	0.00
February 2013 . . . . .	5,621,938.84	618,296.09	0.00	0.00	0.00	0.00
March 2013 . . . . .	5,442,929.66	596,734.04	0.00	0.00	0.00	0.00
April 2013 . . . . .	5,269,548.84	575,909.47	0.00	0.00	0.00	0.00
May 2013 . . . . .	5,101,621.06	555,797.32	0.00	0.00	0.00	0.00
June 2013 . . . . .	4,938,976.45	536,373.40	0.00	0.00	0.00	0.00

	<b>Classes AK, AP, AT, F and VZ (in the aggregate)</b>	<b>Class AP</b>	<b>Classes BA and ZB (in the aggregate)</b>	<b>Class CD</b>	<b>Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)</b>	<b>Class ZC</b>
July 2013	\$ 4,781,450.35	\$ 517,614.29	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
August 2013	4,628,883.24	499,497.42	0.00	0.00	0.00	0.00
September 2013	4,481,120.50	482,000.93	0.00	0.00	0.00	0.00
October 2013	4,338,012.31	465,103.74	0.00	0.00	0.00	0.00
November 2013	4,199,413.48	448,785.45	0.00	0.00	0.00	0.00
December 2013	4,065,183.33	433,026.36	0.00	0.00	0.00	0.00
January 2014	3,935,185.53	417,807.45	0.00	0.00	0.00	0.00
February 2014	3,809,287.96	403,110.31	0.00	0.00	0.00	0.00
March 2014	3,687,362.60	388,917.20	0.00	0.00	0.00	0.00
April 2014	3,569,285.39	375,210.93	0.00	0.00	0.00	0.00
May 2014	3,454,936.15	361,974.92	0.00	0.00	0.00	0.00
June 2014	3,344,198.36	349,193.15	0.00	0.00	0.00	0.00
July 2014	3,236,959.18	336,850.14	0.00	0.00	0.00	0.00
August 2014	3,133,109.22	324,930.92	0.00	0.00	0.00	0.00
September 2014	3,032,542.50	313,421.03	0.00	0.00	0.00	0.00
October 2014	2,935,156.33	302,306.53	0.00	0.00	0.00	0.00
November 2014	2,840,851.20	291,573.91	0.00	0.00	0.00	0.00
December 2014	2,749,530.69	281,210.15	0.00	0.00	0.00	0.00
January 2015	2,661,101.38	271,202.64	0.00	0.00	0.00	0.00
February 2015	2,575,472.74	261,539.22	0.00	0.00	0.00	0.00
March 2015	2,492,557.04	252,208.15	0.00	0.00	0.00	0.00
April 2015	2,412,269.31	243,198.06	0.00	0.00	0.00	0.00
May 2015	2,334,527.19	234,497.98	0.00	0.00	0.00	0.00
June 2015	2,259,250.87	226,097.31	0.00	0.00	0.00	0.00
July 2015	2,186,363.06	217,985.82	0.00	0.00	0.00	0.00
August 2015	2,115,788.84	210,153.61	0.00	0.00	0.00	0.00
September 2015	2,047,455.63	202,591.12	0.00	0.00	0.00	0.00
October 2015	1,981,293.09	195,289.13	0.00	0.00	0.00	0.00
November 2015	1,917,233.11	188,238.71	0.00	0.00	0.00	0.00
December 2015	1,855,209.65	181,431.26	0.00	0.00	0.00	0.00
January 2016	1,795,158.75	174,858.43	0.00	0.00	0.00	0.00
February 2016	1,737,018.44	168,512.20	0.00	0.00	0.00	0.00
March 2016	1,680,728.67	162,384.80	0.00	0.00	0.00	0.00
April 2016	1,626,231.28	156,468.72	0.00	0.00	0.00	0.00
May 2016	1,573,469.90	150,756.71	0.00	0.00	0.00	0.00
June 2016	1,522,389.92	145,241.77	0.00	0.00	0.00	0.00
July 2016	1,472,938.43	139,917.14	0.00	0.00	0.00	0.00
August 2016	1,425,064.19	134,776.28	0.00	0.00	0.00	0.00
September 2016	1,378,717.53	129,812.89	0.00	0.00	0.00	0.00
October 2016	1,333,850.33	125,020.85	0.00	0.00	0.00	0.00
November 2016	1,290,416.00	120,394.29	0.00	0.00	0.00	0.00
December 2016	1,248,369.38	115,927.51	0.00	0.00	0.00	0.00
January 2017	1,207,666.71	111,615.02	0.00	0.00	0.00	0.00
February 2017	1,168,265.62	107,451.51	0.00	0.00	0.00	0.00
March 2017	1,130,125.04	103,431.85	0.00	0.00	0.00	0.00
April 2017	1,093,205.21	99,551.09	0.00	0.00	0.00	0.00
May 2017	1,057,467.59	95,804.44	0.00	0.00	0.00	0.00
June 2017	1,022,874.84	92,187.29	0.00	0.00	0.00	0.00
July 2017	989,390.81	88,695.16	0.00	0.00	0.00	0.00
August 2017	956,980.46	85,323.76	0.00	0.00	0.00	0.00
September 2017	925,609.85	82,068.91	0.00	0.00	0.00	0.00
October 2017	895,246.11	78,926.59	0.00	0.00	0.00	0.00
November 2017	865,857.38	75,892.91	0.00	0.00	0.00	0.00
December 2017	837,412.82	72,964.14	0.00	0.00	0.00	0.00
January 2018	809,882.55	70,136.63	0.00	0.00	0.00	0.00

	Classes AK, AP, AT, F and VZ (in the aggregate)	Class AP	Classes BA and ZB (in the aggregate)	Class CD	Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)	Class ZC
February 2018	\$ 783,237.60	\$ 67,406.89	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
March 2018	757,449.93	64,771.54	0.00	0.00	0.00	0.00
April 2018	732,492.39	62,227.32	0.00	0.00	0.00	0.00
May 2018	708,338.65	59,771.06	0.00	0.00	0.00	0.00
June 2018	684,963.23	57,399.73	0.00	0.00	0.00	0.00
July 2018	662,341.44	55,110.39	0.00	0.00	0.00	0.00
August 2018	640,449.36	52,900.18	0.00	0.00	0.00	0.00
September 2018	619,263.82	50,766.37	0.00	0.00	0.00	0.00
October 2018	598,762.38	48,706.31	0.00	0.00	0.00	0.00
November 2018	578,923.31	46,717.44	0.00	0.00	0.00	0.00
December 2018	559,725.56	44,797.28	0.00	0.00	0.00	0.00
January 2019	541,148.74	42,943.46	0.00	0.00	0.00	0.00
February 2019	523,173.09	41,153.66	0.00	0.00	0.00	0.00
March 2019	505,779.49	39,425.66	0.00	0.00	0.00	0.00
April 2019	488,949.40	37,757.31	0.00	0.00	0.00	0.00
May 2019	472,664.88	36,146.53	0.00	0.00	0.00	0.00
June 2019	456,908.54	34,591.32	0.00	0.00	0.00	0.00
July 2019	441,663.56	33,089.74	0.00	0.00	0.00	0.00
August 2019	426,913.62	31,639.92	0.00	0.00	0.00	0.00
September 2019	412,642.94	30,240.06	0.00	0.00	0.00	0.00
October 2019	398,836.21	28,888.42	0.00	0.00	0.00	0.00
November 2019	385,478.63	27,583.30	0.00	0.00	0.00	0.00
December 2019	372,555.85	26,323.09	0.00	0.00	0.00	0.00
January 2020	360,053.98	25,106.22	0.00	0.00	0.00	0.00
February 2020	347,959.55	23,931.16	0.00	0.00	0.00	0.00
March 2020	336,259.54	22,796.46	0.00	0.00	0.00	0.00
April 2020	324,941.33	21,700.70	0.00	0.00	0.00	0.00
May 2020	313,992.69	20,642.52	0.00	0.00	0.00	0.00
June 2020	303,401.79	19,620.59	0.00	0.00	0.00	0.00
July 2020	293,157.17	18,633.66	0.00	0.00	0.00	0.00
August 2020	283,247.71	17,680.48	0.00	0.00	0.00	0.00
September 2020	273,662.69	16,759.88	0.00	0.00	0.00	0.00
October 2020	264,391.68	15,870.70	0.00	0.00	0.00	0.00
November 2020	255,424.60	15,011.84	0.00	0.00	0.00	0.00
December 2020	246,751.70	14,182.24	0.00	0.00	0.00	0.00
January 2021	238,363.51	13,380.86	0.00	0.00	0.00	0.00
February 2021	230,250.90	12,606.71	0.00	0.00	0.00	0.00
March 2021	222,404.98	11,858.83	0.00	0.00	0.00	0.00
April 2021	214,817.19	11,136.28	0.00	0.00	0.00	0.00
May 2021	207,479.20	10,438.18	0.00	0.00	0.00	0.00
June 2021	200,382.98	9,763.66	0.00	0.00	0.00	0.00
July 2021	193,520.72	9,111.88	0.00	0.00	0.00	0.00
August 2021	186,884.89	8,482.04	0.00	0.00	0.00	0.00
September 2021	180,468.18	7,873.36	0.00	0.00	0.00	0.00
October 2021	174,263.52	7,285.09	0.00	0.00	0.00	0.00
November 2021	168,264.05	6,716.50	0.00	0.00	0.00	0.00
December 2021	162,463.15	6,166.90	0.00	0.00	0.00	0.00
January 2022	156,854.39	5,635.60	0.00	0.00	0.00	0.00
February 2022	151,431.56	5,121.96	0.00	0.00	0.00	0.00
March 2022	146,188.65	4,625.35	0.00	0.00	0.00	0.00
April 2022	141,119.82	4,145.15	0.00	0.00	0.00	0.00
May 2022	136,219.43	3,680.78	0.00	0.00	0.00	0.00
June 2022	131,482.02	3,231.68	0.00	0.00	0.00	0.00
July 2022	126,902.31	2,797.30	0.00	0.00	0.00	0.00
August 2022	122,475.17	2,377.10	0.00	0.00	0.00	0.00

	<b>Classes AK, AP, AT, F and VZ (in the aggregate)</b>	<b>Class AP</b>	<b>Classes BA and ZB (in the aggregate)</b>	<b>Class CD</b>	<b>Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)</b>	<b>Class ZC</b>
September 2022 . . . .	\$ 118,195.65	\$ 1,970.59	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
October 2022 . . . . .	114,058.95	1,577.27	0.00	0.00	0.00	0.00
November 2022 . . . . .	110,060.43	1,196.66	0.00	0.00	0.00	0.00
December 2022 . . . . .	106,195.59	828.30	0.00	0.00	0.00	0.00
January 2023 . . . . .	102,460.08	471.76	0.00	0.00	0.00	0.00
February 2023 . . . . .	98,849.68	126.61	0.00	0.00	0.00	0.00
March 2023 . . . . .	95,360.32	0.00	0.00	0.00	0.00	0.00
April 2023 . . . . .	91,988.04	0.00	0.00	0.00	0.00	0.00
May 2023 . . . . .	88,729.03	0.00	0.00	0.00	0.00	0.00
June 2023 . . . . .	85,579.59	0.00	0.00	0.00	0.00	0.00
July 2023 . . . . .	82,536.13	0.00	0.00	0.00	0.00	0.00
August 2023 . . . . .	79,595.19	0.00	0.00	0.00	0.00	0.00
September 2023 . . . .	76,753.42	0.00	0.00	0.00	0.00	0.00
October 2023 . . . . .	74,007.56	0.00	0.00	0.00	0.00	0.00
November 2023 . . . . .	71,354.48	0.00	0.00	0.00	0.00	0.00
December 2023 . . . . .	68,791.12	0.00	0.00	0.00	0.00	0.00
January 2024 . . . . .	66,314.56	0.00	0.00	0.00	0.00	0.00
February 2024 . . . . .	63,921.93	0.00	0.00	0.00	0.00	0.00
March 2024 . . . . .	61,610.48	0.00	0.00	0.00	0.00	0.00
April 2024 . . . . .	59,377.53	0.00	0.00	0.00	0.00	0.00
May 2024 . . . . .	57,220.51	0.00	0.00	0.00	0.00	0.00
June 2024 . . . . .	55,136.92	0.00	0.00	0.00	0.00	0.00
July 2024 . . . . .	53,124.33	0.00	0.00	0.00	0.00	0.00
August 2024 . . . . .	51,180.41	0.00	0.00	0.00	0.00	0.00
September 2024 . . . .	49,302.88	0.00	0.00	0.00	0.00	0.00
October 2024 . . . . .	47,489.55	0.00	0.00	0.00	0.00	0.00
November 2024 . . . . .	45,738.31	0.00	0.00	0.00	0.00	0.00
December 2024 . . . . .	44,047.09	0.00	0.00	0.00	0.00	0.00
January 2025 . . . . .	42,413.91	0.00	0.00	0.00	0.00	0.00
February 2025 . . . . .	40,836.85	0.00	0.00	0.00	0.00	0.00
March 2025 . . . . .	39,314.04	0.00	0.00	0.00	0.00	0.00
April 2025 . . . . .	37,843.69	0.00	0.00	0.00	0.00	0.00
May 2025 . . . . .	36,424.06	0.00	0.00	0.00	0.00	0.00
June 2025 . . . . .	35,053.45	0.00	0.00	0.00	0.00	0.00
July 2025 . . . . .	33,730.23	0.00	0.00	0.00	0.00	0.00
August 2025 . . . . .	32,452.84	0.00	0.00	0.00	0.00	0.00
September 2025 . . . .	31,219.73	0.00	0.00	0.00	0.00	0.00
October 2025 . . . . .	30,029.44	0.00	0.00	0.00	0.00	0.00
November 2025 . . . . .	28,880.53	0.00	0.00	0.00	0.00	0.00
December 2025 . . . . .	27,771.62	0.00	0.00	0.00	0.00	0.00
January 2026 . . . . .	26,701.38	0.00	0.00	0.00	0.00	0.00
February 2026 . . . . .	25,668.50	0.00	0.00	0.00	0.00	0.00
March 2026 . . . . .	24,671.74	0.00	0.00	0.00	0.00	0.00
April 2026 . . . . .	23,709.89	0.00	0.00	0.00	0.00	0.00
May 2026 . . . . .	22,781.77	0.00	0.00	0.00	0.00	0.00
June 2026 . . . . .	21,886.25	0.00	0.00	0.00	0.00	0.00
July 2026 . . . . .	21,022.24	0.00	0.00	0.00	0.00	0.00
August 2026 . . . . .	20,188.66	0.00	0.00	0.00	0.00	0.00
September 2026 . . . .	19,384.51	0.00	0.00	0.00	0.00	0.00
October 2026 . . . . .	18,608.78	0.00	0.00	0.00	0.00	0.00
November 2026 . . . . .	17,860.52	0.00	0.00	0.00	0.00	0.00
December 2026 . . . . .	17,138.79	0.00	0.00	0.00	0.00	0.00
January 2027 . . . . .	16,442.70	0.00	0.00	0.00	0.00	0.00
February 2027 . . . . .	15,771.38	0.00	0.00	0.00	0.00	0.00
March 2027 . . . . .	15,123.99	0.00	0.00	0.00	0.00	0.00

	<b>Classes AK, AP, AT, F and VZ (in the aggregate)</b>	<b>Class AP</b>	<b>Classes BA and ZB (in the aggregate)</b>	<b>Class CD</b>	<b>Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)</b>	<b>Class ZC</b>
April 2027.....	\$ 14,499.72	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
May 2027.....	13,897.79	0.00	0.00	0.00	0.00	0.00
June 2027.....	13,317.42	0.00	0.00	0.00	0.00	0.00
July 2027.....	12,757.90	0.00	0.00	0.00	0.00	0.00
August 2027.....	12,218.50	0.00	0.00	0.00	0.00	0.00
September 2027....	11,698.54	0.00	0.00	0.00	0.00	0.00
October 2027.....	11,197.36	0.00	0.00	0.00	0.00	0.00
November 2027.....	10,714.31	0.00	0.00	0.00	0.00	0.00
December 2027.....	10,248.78	0.00	0.00	0.00	0.00	0.00
January 2028.....	9,800.16	0.00	0.00	0.00	0.00	0.00
February 2028.....	9,367.87	0.00	0.00	0.00	0.00	0.00
March 2028.....	8,951.35	0.00	0.00	0.00	0.00	0.00
April 2028.....	8,550.05	0.00	0.00	0.00	0.00	0.00
May 2028.....	8,163.46	0.00	0.00	0.00	0.00	0.00
June 2028.....	7,791.07	0.00	0.00	0.00	0.00	0.00
July 2028.....	7,432.38	0.00	0.00	0.00	0.00	0.00
August 2028.....	7,086.92	0.00	0.00	0.00	0.00	0.00
September 2028....	6,754.23	0.00	0.00	0.00	0.00	0.00
October 2028.....	6,433.87	0.00	0.00	0.00	0.00	0.00
November 2028.....	6,125.41	0.00	0.00	0.00	0.00	0.00
December 2028.....	5,828.44	0.00	0.00	0.00	0.00	0.00
January 2029.....	5,542.56	0.00	0.00	0.00	0.00	0.00
February 2029.....	5,267.37	0.00	0.00	0.00	0.00	0.00
March 2029.....	5,002.51	0.00	0.00	0.00	0.00	0.00
April 2029.....	4,747.61	0.00	0.00	0.00	0.00	0.00
May 2029.....	4,502.33	0.00	0.00	0.00	0.00	0.00
June 2029.....	4,266.33	0.00	0.00	0.00	0.00	0.00
July 2029.....	4,039.28	0.00	0.00	0.00	0.00	0.00
August 2029.....	3,820.87	0.00	0.00	0.00	0.00	0.00
September 2029....	3,610.79	0.00	0.00	0.00	0.00	0.00
October 2029.....	3,408.74	0.00	0.00	0.00	0.00	0.00
November 2029.....	3,214.45	0.00	0.00	0.00	0.00	0.00
December 2029.....	3,027.64	0.00	0.00	0.00	0.00	0.00
January 2030.....	2,848.05	0.00	0.00	0.00	0.00	0.00
February 2030.....	2,675.41	0.00	0.00	0.00	0.00	0.00
March 2030.....	2,509.47	0.00	0.00	0.00	0.00	0.00
April 2030.....	2,350.01	0.00	0.00	0.00	0.00	0.00
May 2030.....	2,196.79	0.00	0.00	0.00	0.00	0.00
June 2030.....	2,049.58	0.00	0.00	0.00	0.00	0.00
July 2030.....	1,908.18	0.00	0.00	0.00	0.00	0.00
August 2030.....	1,772.36	0.00	0.00	0.00	0.00	0.00
September 2030....	1,641.93	0.00	0.00	0.00	0.00	0.00
October 2030.....	1,516.70	0.00	0.00	0.00	0.00	0.00
November 2030.....	1,396.48	0.00	0.00	0.00	0.00	0.00
December 2030.....	1,281.08	0.00	0.00	0.00	0.00	0.00
January 2031.....	1,170.34	0.00	0.00	0.00	0.00	0.00
February 2031.....	1,064.07	0.00	0.00	0.00	0.00	0.00
March 2031.....	962.13	0.00	0.00	0.00	0.00	0.00
April 2031.....	864.35	0.00	0.00	0.00	0.00	0.00
May 2031.....	770.57	0.00	0.00	0.00	0.00	0.00
June 2031.....	680.66	0.00	0.00	0.00	0.00	0.00
July 2031.....	594.47	0.00	0.00	0.00	0.00	0.00
August 2031.....	511.86	0.00	0.00	0.00	0.00	0.00
September 2031....	432.70	0.00	0.00	0.00	0.00	0.00
October 2031.....	356.86	0.00	0.00	0.00	0.00	0.00



	<b>Classes AK, AP, AT, F and VZ (in the aggregate)</b>	<b>Class AP</b>	<b>Classes BA and ZB (in the aggregate)</b>	<b>Class CD</b>	<b>Classes CD, CF, CY, UA, UB, UC, UD, UE and UG (in the aggregate)</b>	<b>Class ZC</b>
November 2031 . . . . .	\$ 284.22	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
December 2031 . . . . .	214.67	0.00	0.00	0.00	0.00	0.00
January 2032 . . . . .	148.08	0.00	0.00	0.00	0.00	0.00
February 2032 . . . . .	84.34	0.00	0.00	0.00	0.00	0.00
March 2032 . . . . .	23.35	0.00	0.00	0.00	0.00	0.00
April 2032 and thereafter . . . . .	0.00	0.00	0.00	0.00	0.00	0.00

**Schedule III**

**405% and 551% PSA BALANCES**

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
Initial Balance .....	\$26,162,384.27	\$244,290,189.00
November 2004 .....	25,809,282.76	241,939,937.83
December 2004 .....	25,398,519.04	239,365,186.28
January 2005 .....	24,930,456.91	236,570,571.29
February 2005 .....	24,405,579.65	233,561,390.01
March 2005 .....	23,824,489.97	230,343,587.73
April 2005 .....	23,187,909.62	226,923,742.52
May 2005 .....	22,496,678.57	223,309,046.66
June 2005 .....	21,751,753.78	219,507,284.85
July 2005 .....	20,954,207.55	215,526,809.24
August 2005 .....	20,105,225.47	211,376,511.44
September 2005 .....	19,492,856.61	207,065,791.52
October 2005 .....	18,845,414.68	202,604,524.17
November 2005 .....	18,164,284.92	198,003,022.16
December 2005 .....	17,450,946.55	193,271,997.27
January 2006 .....	16,707,625.53	188,422,518.82
February 2006 .....	15,935,934.43	183,465,970.10
March 2006 .....	15,138,530.05	178,414,002.90
April 2006 .....	14,317,120.14	173,278,490.25
May 2006 .....	13,473,483.61	168,071,477.88
June 2006 .....	12,609,465.14	162,805,134.45
July 2006 .....	11,731,567.62	157,491,700.93
August 2006 .....	10,841,453.36	152,143,439.44
September 2006 .....	9,941,329.66	146,975,751.78
October 2006 .....	9,033,003.85	141,982,569.34
November 2006 .....	8,120,319.26	137,158,026.72
December 2006 .....	7,208,132.00	132,496,454.89
January 2007 .....	6,300,064.39	127,992,374.71
February 2007 .....	5,384,041.00	123,640,490.53
March 2007 .....	4,498,843.65	119,435,684.08
April 2007 .....	3,643,698.65	115,373,008.58
May 2007 .....	2,817,850.58	111,447,682.95
June 2007 .....	2,020,562.05	107,655,086.33
July 2007 .....	1,251,113.13	103,990,752.72
August 2007 .....	508,801.05	100,450,365.77
September 2007 .....	0.00	97,029,753.84

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
October 2007 .....	\$ 0.00	\$ 93,724,885.09
November 2007 .....	0.00	90,531,862.90
December 2007 .....	0.00	87,446,921.26
January 2008 .....	0.00	84,466,420.47
February 2008 .....	0.00	81,586,842.89
March 2008 .....	0.00	78,804,788.87
April 2008 .....	0.00	76,116,972.81
May 2008 .....	0.00	73,520,219.31
June 2008 .....	0.00	71,011,459.55
July 2008 .....	0.00	68,587,727.67
August 2008 .....	0.00	66,246,157.34
September 2008 .....	0.00	63,983,978.46
October 2008 .....	0.00	61,798,513.91
November 2008 .....	0.00	59,687,176.44
December 2008 .....	0.00	57,647,465.70
January 2009 .....	0.00	55,676,965.27
February 2009 .....	0.00	53,773,339.91
March 2009 .....	0.00	51,934,332.83
April 2009 .....	0.00	50,157,763.02
May 2009 .....	0.00	48,441,522.79
June 2009 .....	0.00	46,783,575.23
July 2009 .....	0.00	45,181,951.92
August 2009 .....	0.00	43,634,750.60
September 2009 .....	0.00	42,140,132.92
October 2009 .....	0.00	40,696,322.38
November 2009 .....	0.00	39,301,602.18
December 2009 .....	0.00	37,954,313.28
January 2010 .....	0.00	36,652,852.43
February 2010 .....	0.00	35,395,670.30
March 2010 .....	0.00	34,181,269.69
April 2010 .....	0.00	33,008,203.78
May 2010 .....	0.00	31,875,074.44
June 2010 .....	0.00	30,780,530.60
July 2010 .....	0.00	29,723,266.65
August 2010 .....	0.00	28,702,020.94
September 2010 .....	0.00	27,715,574.33
October 2010 .....	0.00	26,762,748.69
November 2010 .....	0.00	25,842,405.60
December 2010 .....	0.00	24,953,444.97
January 2011 .....	0.00	24,094,803.80

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
February 2011.....	\$ 0.00	\$ 23,265,454.88
March 2011 .....	0.00	22,464,405.62
April 2011 .....	0.00	21,690,696.89
May 2011 .....	0.00	20,943,401.91
June 2011 .....	0.00	20,221,625.12
July 2011 .....	0.00	19,524,501.16
August 2011 .....	0.00	18,851,193.87
September 2011 .....	0.00	18,200,895.29
October 2011 .....	0.00	17,572,824.71
November 2011 .....	0.00	16,966,227.76
December 2011 .....	0.00	16,380,375.54
January 2012 .....	0.00	15,814,563.75
February 2012.....	0.00	15,268,111.84
March 2012 .....	0.00	14,740,362.27
April 2012 .....	0.00	14,230,679.69
May 2012 .....	0.00	13,738,450.20
June 2012 .....	0.00	13,263,080.65
July 2012 .....	0.00	12,803,997.91
August 2012 .....	0.00	12,360,648.25
September 2012 .....	0.00	11,932,496.62
October 2012 .....	0.00	11,519,026.06
November 2012 .....	0.00	11,119,737.11
December 2012 .....	0.00	10,734,147.18
January 2013 .....	0.00	10,361,790.00
February 2013.....	0.00	10,002,215.07
March 2013 .....	0.00	9,654,987.13
April 2013 .....	0.00	9,319,685.67
May 2013 .....	0.00	8,995,904.38
June 2013 .....	0.00	8,683,250.72
July 2013 .....	0.00	8,381,345.43
August 2013 .....	0.00	8,089,822.10
September 2013 .....	0.00	7,808,326.73
October 2013 .....	0.00	7,536,517.30
November 2013 .....	0.00	7,274,063.39
December 2013 .....	0.00	7,020,645.76
January 2014 .....	0.00	6,775,956.01
February 2014.....	0.00	6,539,696.18
March 2014 .....	0.00	6,311,578.42
April 2014 .....	0.00	6,091,324.62
May 2014 .....	0.00	5,878,666.14

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
June 2014 .....	\$ 0.00	\$ 5,673,343.42
July 2014 .....	0.00	5,475,105.72
August 2014 .....	0.00	5,283,710.82
September 2014 .....	0.00	5,098,924.70
October 2014 .....	0.00	4,920,521.31
November 2014 .....	0.00	4,748,282.24
December 2014 .....	0.00	4,581,996.54
January 2015 .....	0.00	4,421,460.40
February 2015 .....	0.00	4,266,476.94
March 2015 .....	0.00	4,116,855.97
April 2015 .....	0.00	3,972,413.77
May 2015 .....	0.00	3,832,972.87
June 2015 .....	0.00	3,698,361.82
July 2015 .....	0.00	3,568,415.02
August 2015 .....	0.00	3,442,972.49
September 2015 .....	0.00	3,321,879.70
October 2015 .....	0.00	3,204,987.37
November 2015 .....	0.00	3,092,151.32
December 2015 .....	0.00	2,983,232.27
January 2016 .....	0.00	2,878,095.68
February 2016 .....	0.00	2,776,611.59
March 2016 .....	0.00	2,678,654.48
April 2016 .....	0.00	2,584,103.11
May 2016 .....	0.00	2,492,840.36
June 2016 .....	0.00	2,404,753.10
July 2016 .....	0.00	2,319,732.09
August 2016 .....	0.00	2,237,671.77
September 2016 .....	0.00	2,158,470.22
October 2016 .....	0.00	2,082,028.98
November 2016 .....	0.00	2,008,252.96
December 2016 .....	0.00	1,937,050.31
January 2017 .....	0.00	1,868,332.31
February 2017 .....	0.00	1,802,013.30
March 2017 .....	0.00	1,738,010.51
April 2017 .....	0.00	1,676,244.03
May 2017 .....	0.00	1,616,636.66
June 2017 .....	0.00	1,559,113.85
July 2017 .....	0.00	1,503,603.61
August 2017 .....	0.00	1,450,036.38
September 2017 .....	0.00	1,398,345.03

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
October 2017 .....	\$ 0.00	\$ 1,348,464.67
November 2017 .....	0.00	1,300,332.69
December 2017 .....	0.00	1,253,888.58
January 2018 .....	0.00	1,209,073.93
February 2018.....	0.00	1,165,832.31
March 2018 .....	0.00	1,124,109.25
April 2018 .....	0.00	1,083,852.13
May 2018 .....	0.00	1,045,010.13
June 2018 .....	0.00	1,007,534.19
July 2018 .....	0.00	971,376.92
August 2018 .....	0.00	936,492.57
September 2018 .....	0.00	902,836.95
October 2018 .....	0.00	870,367.38
November 2018 .....	0.00	839,042.67
December 2018 .....	0.00	808,823.04
January 2019 .....	0.00	779,670.05
February 2019.....	0.00	751,546.61
March 2019 .....	0.00	724,416.90
April 2019 .....	0.00	698,246.34
May 2019 .....	0.00	673,001.51
June 2019 .....	0.00	648,650.17
July 2019 .....	0.00	625,161.19
August 2019 .....	0.00	602,504.49
September 2019 .....	0.00	580,651.05
October 2019 .....	0.00	559,572.84
November 2019 .....	0.00	539,242.79
December 2019 .....	0.00	519,634.78
January 2020 .....	0.00	500,723.57
February 2020.....	0.00	482,484.82
March 2020 .....	0.00	464,895.00
April 2020 .....	0.00	447,931.41
May 2020 .....	0.00	431,572.14
June 2020 .....	0.00	415,796.02
July 2020 .....	0.00	400,582.62
August 2020 .....	0.00	385,912.21
September 2020 .....	0.00	371,765.77
October 2020 .....	0.00	358,124.90
November 2020 .....	0.00	344,971.85
December 2020 .....	0.00	332,289.51
January 2021 .....	0.00	320,061.33

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
February 2021 .....	\$ 0.00	\$ 308,271.34
March 2021 .....	0.00	296,904.15
April 2021 .....	0.00	285,944.86
May 2021 .....	0.00	275,379.12
June 2021 .....	0.00	265,193.07
July 2021 .....	0.00	255,373.33
August 2021 .....	0.00	245,906.99
September 2021 .....	0.00	236,781.57
October 2021 .....	0.00	227,985.04
November 2021 .....	0.00	219,505.80
December 2021 .....	0.00	211,332.62
January 2022 .....	0.00	203,454.70
February 2022 .....	0.00	195,861.58
March 2022 .....	0.00	188,543.18
April 2022 .....	0.00	181,489.79
May 2022 .....	0.00	174,692.00
June 2022 .....	0.00	168,140.75
July 2022 .....	0.00	161,827.31
August 2022 .....	0.00	155,743.23
September 2022 .....	0.00	149,880.36
October 2022 .....	0.00	144,230.85
November 2022 .....	0.00	138,787.11
December 2022 .....	0.00	133,541.81
January 2023 .....	0.00	128,487.90
February 2023 .....	0.00	123,618.55
March 2023 .....	0.00	118,927.18
April 2023 .....	0.00	114,407.46
May 2023 .....	0.00	110,053.24
June 2023 .....	0.00	105,858.63
July 2023 .....	0.00	101,817.91
August 2023 .....	0.00	97,925.59
September 2023 .....	0.00	94,176.35
October 2023 .....	0.00	90,565.08
November 2023 .....	0.00	87,086.82
December 2023 .....	0.00	83,736.80
January 2024 .....	0.00	80,510.43
February 2024 .....	0.00	77,403.27
March 2024 .....	0.00	74,411.03
April 2024 .....	0.00	71,529.57
May 2024 .....	0.00	68,754.92



	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
June 2024 .....	\$ 0.00	\$ 66,083.23
July 2024 .....	0.00	63,510.78
August 2024 .....	0.00	61,034.00
September 2024 .....	0.00	58,649.43
October 2024 .....	0.00	56,353.74
November 2024 .....	0.00	54,143.72
December 2024 .....	0.00	52,016.27
January 2025 .....	0.00	49,968.41
February 2025 .....	0.00	47,997.23
March 2025 .....	0.00	46,099.98
April 2025 .....	0.00	44,273.95
May 2025 .....	0.00	42,516.57
June 2025 .....	0.00	40,825.34
July 2025 .....	0.00	39,197.85
August 2025 .....	0.00	37,631.78
September 2025 .....	0.00	36,124.89
October 2025 .....	0.00	34,675.03
November 2025 .....	0.00	33,280.10
December 2025 .....	0.00	31,938.11
January 2026 .....	0.00	30,647.11
February 2026 .....	0.00	29,405.24
March 2026 .....	0.00	28,210.70
April 2026 .....	0.00	27,061.74
May 2026 .....	0.00	25,956.71
June 2026 .....	0.00	24,893.98
July 2026 .....	0.00	23,871.99
August 2026 .....	0.00	22,889.25
September 2026 .....	0.00	21,944.31
October 2026 .....	0.00	21,035.77
November 2026 .....	0.00	20,162.30
December 2026 .....	0.00	19,322.58
January 2027 .....	0.00	18,515.38
February 2027 .....	0.00	17,739.48
March 2027 .....	0.00	16,993.73
April 2027 .....	0.00	16,277.00
May 2027 .....	0.00	15,588.23
June 2027 .....	0.00	14,926.35
July 2027 .....	0.00	14,290.38
August 2027 .....	0.00	13,679.35
September 2027 .....	0.00	13,092.33

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
October 2027 .....	\$ 0.00	\$ 12,528.41
November 2027 .....	0.00	11,986.73
December 2027 .....	0.00	11,466.46
January 2028 .....	0.00	10,966.80
February 2028 .....	0.00	10,486.96
March 2028 .....	0.00	10,026.21
April 2028 .....	0.00	9,583.83
May 2028 .....	0.00	9,159.11
June 2028 .....	0.00	8,751.40
July 2028 .....	0.00	8,360.05
August 2028 .....	0.00	7,984.44
September 2028 .....	0.00	7,623.97
October 2028 .....	0.00	7,278.08
November 2028 .....	0.00	6,946.19
December 2028 .....	0.00	6,627.78
January 2029 .....	0.00	6,322.34
February 2029 .....	0.00	6,029.37
March 2029 .....	0.00	5,748.40
April 2029 .....	0.00	5,478.95
May 2029 .....	0.00	5,220.59
June 2029 .....	0.00	4,972.90
July 2029 .....	0.00	4,735.46
August 2029 .....	0.00	4,507.88
September 2029 .....	0.00	4,289.77
October 2029 .....	0.00	4,080.77
November 2029 .....	0.00	3,880.53
December 2029 .....	0.00	3,688.70
January 2030 .....	0.00	3,504.97
February 2030 .....	0.00	3,329.00
March 2030 .....	0.00	3,160.51
April 2030 .....	0.00	2,999.19
May 2030 .....	0.00	2,844.77
June 2030 .....	0.00	2,696.97
July 2030 .....	0.00	2,555.53
August 2030 .....	0.00	2,420.21
September 2030 .....	0.00	2,290.77
October 2030 .....	0.00	2,166.96
November 2030 .....	0.00	2,048.56
December 2030 .....	0.00	1,935.37
January 2031 .....	0.00	1,827.16

	<b>Group 2 Jump Balances 405% PSA</b>	<b>Group 3 Jump Balances 551% PSA</b>
February 2031.....	\$ 0.00	\$ 1,723.76
March 2031 .....	0.00	1,624.95
April 2031 .....	0.00	1,530.56
May 2031 .....	0.00	1,440.41
June 2031 .....	0.00	1,354.33
July 2031 .....	0.00	1,272.15
August 2031 .....	0.00	1,193.72
September 2031 .....	0.00	1,118.88
October 2031 .....	0.00	1,047.48
November 2031 .....	0.00	979.40
December 2031 .....	0.00	914.49
January 2032 .....	0.00	852.61
February 2032.....	0.00	793.66
March 2032 .....	0.00	737.50
April 2032 .....	0.00	684.02
May 2032 .....	0.00	633.11
June 2032 .....	0.00	584.66
July 2032 .....	0.00	538.57
August 2032 .....	0.00	494.74
September 2032 .....	0.00	453.07
October 2032 .....	0.00	413.48
November 2032 .....	0.00	375.88
December 2032 .....	0.00	340.18
January 2033 .....	0.00	306.30
February 2033.....	0.00	274.16
March 2033 .....	0.00	243.69
April 2033 .....	0.00	214.82
May 2033 .....	0.00	187.47
June 2033 .....	0.00	161.59
July 2033 .....	0.00	137.10
August 2033 .....	0.00	113.95
September 2033 .....	0.00	92.08
October 2033 .....	0.00	71.43
November 2033 .....	0.00	51.95
December 2033 .....	0.00	33.58
January 2034 .....	0.00	16.28
February 2034 and thereafter .....	0.00	0.00

**Exhibit A**

**Underlying Certificates**

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Class Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2004-073	IP	9/30/2004	38374HY95	5.50%	FIX/IO	September 2034	NTL (NSI/SUP/AD)	\$ 909,090	0.99997571	\$ 909,067	100%	6.058%	354	4	II
2	Ginnie Mae	2004-073	PK	9/30/2004	38374HZ45	5.25	FIX	September 2034	NSI/SUP/AD	20,000,000	0.99997571	19,999,514	100	6.058	354	4	II
2	Ginnie Mae	2004-073	PY	9/30/2004	38374HZ52	5.50	FIX/Z	September 2034	NSI/SUP/AD	106,000	1.00458330	106,485	100	6.058	354	4	II
2	Ginnie Mae	2004-073	ZP	9/30/2004	38374HZ86	5.50	FIX/Z	September 2034	NSI/SUP	6,478,000	0.93491576	6,056,384	100	6.058	354	4	II

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

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

**Cover Page and Terms Sheet  
from Underlying Certificate Disclosure Document**

Offering Circular Supplement  
(To Base Offering Circular dated August 1, 2004)



**\$260,484,526**

**Government National Mortgage Association  
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-073**

**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-11 which highlights some of these risks.**

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**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be September 30, 2004.

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

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

**LEHMAN BROTHERS**

**THE WILLIAMS CAPITAL GROUP, L.P.**

The date of this Offering Circular Supplement is September 23, 2004.

### Ginnie Mae REMIC Trust 2004-073

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Security Group 1</b>						
GC(1) .....	\$ 3,016,000	5.50%	PAC	FIX	August 2022	38374HY38
GI(1) .....	14,059,000	5.50	NTL (PAC)	FIX/IO	August 2033	38374HY46
GK(1) .....	8,907,000	5.50	PAC	FIX	May 2025	38374HY53
GO(1) .....	14,059,000	0.00	PAC	PO	August 2033	38374HY61
GT(1) .....	7,552,000	5.50	PAC	FIX	May 2027	38374HY79
GZ(1) .....	2,916,000	5.50	PAC	FIX/Z	September 2034	38374HY87
IP .....	909,090	5.50	NTL (NSJ/SUP/AD)	FIX/IO	September 2034	38374HY95
PD(1) .....	12,112,000	5.50	PAC	FIX	February 2030	38374HZ29
PE(1) .....	5,456,000	5.50	PAC	FIX	March 2031	38374HZ37
PK .....	20,000,000	5.25	NSJ/SUP/AD	FIX	September 2034	38374HZ45
PY .....	106,000	5.50	NSJ/SUP/AD	FIX/Z	September 2034	38374HZ52
VA(1) .....	2,380,000	5.50	AD/PAC	FIX	August 2015	38374HZ60
VB(1) .....	2,018,000	5.50	PAC/AD	FIX	July 2021	38374HZ78
ZP .....	6,478,000	5.50	NSJ/SUP	FIX/Z	September 2034	38374HZ86
<b>Security Group 2</b>						
AZ .....	9,017,000	6.00	SUP	FIX/Z	September 2034	38374HZ94
F .....	135,387,429	(5)	PAC/AD	FLT	September 2034	38374H2A7
JG(1) .....	3,720,052	(5)	PAC/AD	INV	September 2034	38374H2B5
JH(1) .....	669,251	(5)	PAC/AD	INV	September 2034	38374H2C3
JL(1) .....	82,506,861	(5)	NTL (PAC/AD)	INV/IO	September 2034	38374H2D1
JM(1) .....	12,918,940	0.00	PAC/AD	PO	September 2034	38374H2E9
JS .....	1,223,335	(5)	PAC/AD	INV	September 2034	38374H2F6
JU .....	100,000	(5)	PAC/AD	INV	September 2034	38374H2G4
JY .....	1,097,178	(5)	PAC/AD	INV	September 2034	38374H2H2
UL(1) .....	30,275,817	(5)	NTL (PAC/AD)	INV/IO	September 2034	38374H2J8
UN .....	2,835,815	(5)	PAC/AD	INV	September 2034	38374H2K5
ZA .....	31,000	6.00	PAC/AD	FIX/Z	September 2034	38374H2L3
<b>Security Group 3</b>						
AI(1) .....	17,505,510	(5)	NTL (SC/PT)	INV/IO	August 2034	38374H2M1
AL(1) .....	24,097,936	(5)	NTL (SC/PT)	INV/IO	August 2034	38374H2N9
AO(1) .....	8,484,526	0.00	SC/PT	PO	August 2034	38374H2P4
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	September 2034	38374H2Q2

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for each Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class in Security Groups 1 and 2 will be reduced is indicated in parentheses. The Class Notional Balance of each Notional Class in Security Group 3 will be reduced with certain Classes in Series 2004-066.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.



## TERMS SHEET

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

**Sponsor:** Lehman Brothers Inc.

**Trustee:** Wells Fargo Bank, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** September 30, 2004

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

**Trust Assets:**

Trust Asset Group	Trust Asset Type	Certificate Rate	Original Term To Maturity (in years)
1	Ginnie Mae II	5.5%	30
2	Ginnie Mae I	6.0%	30
3	Underlying Certificates	(1)	(1)

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

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

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets<sup>1</sup>:**

Principal Balance <sup>2</sup>	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate
<b>Group 1 Trust Assets</b>			
\$ 85,000,000	357	2	5.9% <sup>3</sup>
<b>Group 2 Trust Assets</b>			
\$167,000,000	353	7	6.5%

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

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 Trust Assets, 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. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trust.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
<b>Security Group 2</b>						
F . . . . .	LIBOR + 0.45%	2.05000000%	0.45%	7.00000000%	0	0.00%
JE . . . . .	15.55228288% - (LIBOR × 2.59204715)	11.40500744%	0.00%	15.55228288%	0	6.00%
JG . . . . .	16.82101443% - (LIBOR × 3.05836626)	11.92762841%	0.00%	16.82101443%	0	5.50%
JH . . . . .	102.00% - (LIBOR × 17.00)	8.50000000%	0.00%	8.50000000%	0	6.00%
JL . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
JS . . . . .	21.00% - (LIBOR × 3.50)	15.40000000%	0.00%	21.00000000%	0	6.00%
JU . . . . .	18.00% - (LIBOR × 3.00)	13.20000000%	0.00%	18.00000000%	0	6.00%
JY . . . . .	95.27272378% - (LIBOR × 14.54545396)	8.00000000%	0.00%	8.00000000%	0	6.55%
KA . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
KB . . . . .	9.825% - (LIBOR × 1.50)	7.42500000%	0.00%	9.82500000%	0	6.55%
KC . . . . .	13.10% - (LIBOR × 2.00)	9.90000000%	0.00%	13.10000000%	0	6.55%
KD . . . . .	15.35006825% - (LIBOR × 2.34352187)	11.60043320%	0.00%	15.35006825%	0	6.55%
KE . . . . .	19.65% - (LIBOR × 3.00)	14.85000000%	0.00%	19.65000000%	0	6.55%
KG . . . . .	22.925% - (LIBOR × 3.50)	17.32500000%	0.00%	22.92500000%	0	6.55%
KH . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
KI . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
KJ . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
KL . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
UL . . . . .	6.55% - LIBOR	4.95000000%	0.00%	6.55000000%	0	6.55%
UN . . . . .	15.35006825% - (LIBOR × 2.34352187)	11.60043330%	0.00%	15.35006825%	0	6.55%
<b>Security Group 3</b>						
AB . . . . .	3.71381009% - (LIBOR × 0.51580696)	2.79631846%	0.00%	3.71381009%	0	7.20%
AC . . . . .	7.42762018% - (LIBOR × 1.03161392)	5.59263692%	0.00%	7.42762018%	0	7.20%
AD . . . . .	11.14143027% - (LIBOR × 1.54742088)	8.38895538%	0.00%	11.14143027%	0	7.20%
AE . . . . .	14.85524062% - (LIBOR × 2.06322787)	11.18527405%	0.00%	14.85524062%	0	7.20%
AG . . . . .	7.20% - LIBOR	5.42125000%	0.00%	7.20000000%	0	7.20%
AH . . . . .	7.20% - LIBOR	5.42125000%	0.00%	7.20000000%	0	7.20%
AI . . . . .	7.20% - LIBOR	5.42125000%	0.00%	7.20000000%	0	7.20%
AJ . . . . .	7.20% - LIBOR	5.42125000%	0.00%	7.20000000%	0	7.20%
AK . . . . .	7.20% - LIBOR	5.42125000%	0.00%	7.20000000%	0	7.20%
AL . . . . .	7.20% - LIBOR	5.42125000%	0.00%	7.20000000%	0	7.20%

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

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

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

#### **SECURITY GROUP 1**

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

- The GZ Accrual Amount as follows:
  1. To VA and VB, in that order, until retired
  2. To GZ
- The PY Accrual Amount as follows:
  1. To PK, until retired
  2. To PY
- The Group 1 Adjusted Principal Distribution Amount and, *beginning in Step 2*, the ZP Accrual Amount in the following order of priority:
  1. Beginning in September 2005, to GC, GK, GT, PD, PE, GO, VA, VB and GZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
  2. If the remaining principal balance of the Group 1 Trust Assets (net of Trustee Fee), after giving effect to their reduction on that Distribution Date, is less than or equal to the 260% PSA Balance, then to ZP, until retired
  3. To PK, PY and ZP, in that order, until retired
  4. To GC, GK, GT, PD, PE, GO, VA, VB and GZ, in that order, without regard to their Aggregate Scheduled Principal Balances, until retired

#### **SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) and the AZ and ZA Accrual Amounts will be allocated as follows:

- The ZA Accrual Amount as follows:
  1. Concurrently:
    - a. 85.7142859856% to F, until retired
    - b. 14.2857140144% as follows:
      - i. To JM, until reduced to its Scheduled Principal Balance for that Distribution Date
      - ii. Concurrently:
        - (a) 2.0000039396% to JG, JH, JS, JU and JY, pro rata, until \$192,913 has been distributed to such Classes under this Step and Step 1.a.ii(b)(i) below

(b) 97.9999960604% as follows:

- (i) To UN, until reduced to its Scheduled Principal Balance for that Distribution Date
- (ii) To JG, JH, JS, JU and JY, pro rata, until \$6,616,903 has been distributed to such Classes under this Step and Step 1.a.ii(b)(ii)(2) below
- (iii) To UN, without regard to its Scheduled Principal Balances, until retired

iii. To JM, without regard to its Scheduled Principal Balances, until retired

2. To ZA

- The Group 2 Adjusted Principal Distribution Amount and the AZ Accrual Amount in the following order of priority:

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:

a. Concurrently:

i. 85.7142859856% to F, while outstanding

ii. 14.2857140144% as follows:

(a) To JM, until reduced to its Scheduled Principal Balance for that Distribution Date

(b) Concurrently:

(i) 2.0000039396% to JG, JH, JS, JU and JY, pro rata, until \$192,913 has been distributed to such Classes under this Step and Step 1.b.ii(a) above

(ii) 97.9999960604% as follows:

(1) To UN, until reduced to its Scheduled Principal Balance for that Distribution Date

(2) To JG, JH, JS, JU and JY, pro rata, until \$6,616,903 has been distributed to such Classes under this Step and Step 1.b.ii(b)(ii) above

(3) To UN, without regard to its Scheduled Principal Balances, until retired

(c) To JM, without regard to its Scheduled Principal Balances, until retired

b. To ZA, while outstanding

2. To AZ, until retired

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

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be distributed to AO, 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 and Rate:

<u>Classes</u>	<u>Structuring Ranges or Rate</u>
GC, GK, GO, GT, GZ, PD, PE, VA and VB (in the aggregate) ..	100% PSA through 250% PSA
F, JG, JH, JM, JS, JU, JY, UN and ZA (in the aggregate) .....	460% PSA through 525% PSA
JM .....	100% PSA through 350% PSA
UN .....	375% PSA

**Jump Balances:** The 260% PSA Balances are included in Schedule III to this Supplement. The 260% PSA Balances were calculated using a Structuring Rate of 260% PSA and the assumed characteristics of the Group 1 Trust MBS to be delivered on the Closing Date. The actual characteristics of the Group 1 Trust MBS may vary from the characteristics assumed in preparing the 260% PSA Balances included in Schedule III to this Supplement and, if so, the Sponsor may recalculate such balances. The Sponsor will make them available on Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website (“e-Access”) shortly after the Closing Date.

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

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
<b>Security Group 1</b>		
GI .....	\$ 14,059,000	100% of GO (PAC Class)
IA .....	\$ 1,370,909	45.4545454545% of GC (PAC Class)
IB .....	\$ 4,048,636	45.4545454545% of GK (PAC Class)
IC .....	\$ 3,432,727	45.4545454545% of GT (PAC Class)
ID .....	\$ 3,303,272	27.2727272727% of PD (PAC Class)
IG .....	\$ 8,852,272	45.4545454545% of GC, GK and GT (in the aggregate) (PAC Classes)
IP .....	\$ 909,090	4.5454545455% of PK (NSJ/SUP/AD Class)
PI .....	\$ 8,852,272	45.4545454545% of GC, GK and GT (in the aggregate) (PAC Classes)
<b>Security Group 2</b>		
JL .....	\$ 82,506,861	60.9413012784% of F (PAC/AD Class)
KH .....	\$ 82,506,861	60.9413012784% of F (PAC/AD Class)
	<u>30,275,817</u>	234.3521759525% of JM (PAC/AD Class)
	<u>\$112,782,678</u>	
KI .....	\$ 82,506,861	60.9413012784% of F (PAC/AD Class)
	<u>17,356,876</u>	134.3521682119% of JM (PAC/AD Class)
	<u>\$ 99,863,737</u>	
KJ .....	\$ 82,506,861	60.9413012784% of F (PAC/AD Class)
	<u>10,897,406</u>	84.3521682119% of JM (PAC/AD Class)
	<u>\$ 93,404,267</u>	
KL .....	\$ 82,506,861	60.9413012784% of F (PAC/AD Class)
	<u>4,437,936</u>	34.3521682119% of JM (PAC/AD Class)
	<u>\$ 86,944,797</u>	
UL .....	\$ 30,275,817	234.3521759525% of JM (PAC/AD Class)
<b>Security Group 3</b>		
AG .....	\$ 17,505,510	100% of the Notional Balance of 2004-066 Class AI
	<u>24,097,936</u>	100% of the Notional Balance of 2004-066 Class AL
	<u>\$ 41,603,446</u>	
AH .....	\$ 13,129,133	75.0000028562% of the Notional Balance of 2004-066 Class AI
	<u>24,097,936</u>	100% of the Notional Balance of 2004-066 Class AL
	<u>\$ 37,227,069</u>	
AI .....	\$ 17,505,510	100% of the Notional Balance of 2004-066 Class AI
AJ .....	\$ 8,752,755	50% of the Notional Balance of 2004-066 Class AI
	<u>24,097,936</u>	100% of the Notional Balance of 2004-066 Class AL
	<u>\$ 32,850,691</u>	
AK .....	\$ 4,376,377	24.9999971438% of the Notional Balance of 2004-066 Class AI
	<u>24,097,936</u>	100% of the Notional Balance of 2004-066 Class AL
	<u>\$ 28,474,313</u>	
AL .....	\$ 24,097,936	100% of the Notional Balance of 2004-066 Class AL

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

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





**\$370,452,572**

**Government National  
Mortgage Association**

**GINNIE MAE®**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2004-083**

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***OFFERING CIRCULAR SUPPLEMENT***  
**October 22, 2004**

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**LEHMAN BROTHERS  
THE WILLIAMS CAPITAL GROUP, L.P.**