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



\$463,421,116

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities Ginnie Mae REMIC Trust 2005-045

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

See "Risk Factors" beginning on page S-9 which highlights some of these risks.

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be June 30, 2005.

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

LOOP CAPITAL MARKETS, LLC

The date of this Offering Circular Supplement is June 23, 2005.

Ginnie Mae REMIC Trust 2005-045

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
Security Group 1						
F	\$ 97,061,538	(5)	TAC/AD	FLT	February 2035	38374LFK2
SA	4,422,086	(5)	PAC/AD	INV	February 2035	38374LFL0
SC	1,117,098	(5)	TAC/AD	INV	February 2035	38374LFM8
SI	70,774,036	(5)	NTL (TAC/AD)	INV/IO	February 2035	38374LFN6
SK(1)	2,549,278	(5)	TAC/AD	INV	February 2035	38374LFP1
SM(1)	4,267,889	(5)	NTL (TAC/AD)	INV/IO	February 2035	38374LFQ9
Z	4,300,000	6.0%	SUP/AD	FIX/Z	February 2035	38374LFR7
ZA	550,000	6.0	SEQ	FIX/Z	June 2035	38374LFS5
Security Group 2						
BF	40,000,000	(5)	SEQ/AD	FLT	June 2035	38374LFT3
BI(1)	28,451,130	(5)	NTL (PAC/AD)	INV/IO	June 2035	38374LFU0
BO(1)	2,370,928	0.0	PAC/AD	PO	June 2035	38374LFV8
BZ	30,000	6.0	SEQ	FIX/Z	June 2035	38374LFW6
CI(1)	11,548,870	(5)	NTL (SUP/AD)	INV/IO	June 2035	38374LFX4
CO(1)	962,406	0.0	SUP/AD	PO	June 2035	38374LFY2
Security Group 3						
DA	182,663,803	(5)	STP	FLT	June 2035	38374LFZ9
DI	62,621,875	(5)	NTL (STP)	INV/IO	June 2035	38374LGA3
DM(1)	11,973,044	(5)	SUP	INV	June 2035	38374LGB1
DN(1)	23,946,086	(5)	NTL (SUP)	INV/IO	June 2035	38374LGC9
DP	29,942,148	(5)	PAC	INV	June 2035	38374LGD7
DT	7,902,208	(5)	SUP	INV	June 2035	38374LGE5
Security Group 4						
НА	2,630,615	(5)	SUP	INV	June 2035	38374LGF2
HF	60,953,027	(5)	STP	FLT	June 2035	38374LGG0
ні	20,896,275	(5)	NTL (STP)	INV/IO	June 2035	38374LGH8
IH(1)	7,971,561	(5)	NTL (SUP)	INV/IO	June 2035	38374LGJ4
SH	10,007,156	(5)	PAC	INV	June 2035	38374LGK1
SJ(1)	3,985,781	(5)	SUP	INV	June 2035	38374LGL9
Residual						
RR	0	0.0	NPR	NPR	June 2035	38374LGM7

⁽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") and
- the Base Offering Circular.

The Base Offering Circular is available on Ginnie Mae's website located at http://www.ginniemae.gov.

If you do not have access to the internet, call JPMorgan Chase Bank, National Association, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular.

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

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TERMS SHEET

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

Sponsor: Lehman Brothers Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: June 30, 2005

Distribution Dates: For the Group 1, 3 and 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2005. For the Group 2 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2005.

Trust Assets:

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

Principal Balance ²	Weighted Average Remaining Term to Maturity (in months)	Weighted Average Loan Age (in months)	Weighted Average Mortgage Rate ³		
Group 1 Trust A \$110,000,000	Assets 352	8	6.500%		
Group 2 Trust <i>A</i> \$ 43,363,334	Assets 347	5	6.393%		
Group 3 Trust <i>A</i> \$232,481,203	Assets 358	2	6.000%		
Group 4 Trust <i>A</i> \$ 77,576,579	Assets 355	2	6.000%		

¹ As of June 1, 2005.

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

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the inside cover page of this Supplement.

² Does not include the Group 3 Trust Assets that will be added to pay the Trustee Fee.

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

The 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
Securi	ity Group 1					
F	LIBOR + 0.25%	3.340000%	0.25%	6.500000000%	0	0.00%
SA	$20.3125\% - (LIBOR \times 3.25)$	10.270000%	0.00%	20.31250000%	0	6.25%
SB	25.70785878% - (LIBOR × 4.67415614)	11.264716%	0.00%	25.70785878%	0	5.50%
SC	66.6666645% - (LIBOR × 10.6666663)	8.000000%	0.00%	8.00000000%	0	6.25%
SE	$22.00\% - (LIBOR \times 4.00)$	9.640000%	0.00%	22.000000000%	0	5.50%
SI	6.25% - LIBOR	3.160000%	0.00%	6.25000000%	0	6.25%
SK	$16.50\% - (LIBOR \times 3.00)$	7.230000%	0.00%	16.50000000%	0	5.50%
SM	5.50% - LIBOR	2.410000%	0.00%	5.50000000%	0	5.50%
Securi	ity Group 2					
BF	LIBOR + 0.30%	3.390000%	0.30%	6.50000000%	0	0.00%
BI	6.20% - LIBOR	3.110000%	0.00%	6.20000000%	0	6.20%
BS	74.39998632% - (LIBOR × 11.9999976)	37.319994%	0.00%	74.39998632%	0	6.20%
CI	6.20% - LIBOR	3.110000%	0.00%	6.20000000%	0	6.20%
ST	74.39998632% - (LIBOR × 11.9999976)	37.319994%	0.00%	74.39998632%	0	6.20%
SU	74.39998632% - (LIBOR × 11.9999976)	37.319994%	0.00%	74.39998632%	O	6.20%
Securi	ity Group 3					
DA	LIBOR + 0.18%	3.390000%	0.18%	7.00000000%	0	0.00%
DI	6.82% - LIBOR	3.610000%	0.00%	6.82000000%	0	6.82%
DK	$22.00\% - (LIBOR \times 4.00)$	9.160000%	0.00%	22.00000000%	0	5.50%
DM	$11.00\% - (LIBOR \times 2.00)$	4.580000%	0.00%	11.00000000%	0	5.50%
DN	5.50% - LIBOR	2.290000%	0.00%	5.50000000%	0	5.50%
DP	$16.43373486\% - (LIBOR \times 2.40963856)$	8.698795%	0.00%	16.43373486%	0	6.82%
DT	$41.33333415\% - (LIBOR \times 6.06060621)$	8.000000%	0.00%	8.00000000%	0	6.82%
DU	$16.50\% - (LIBOR \times 3.00)$	6.870000%	0.00%	16.50000000%	0	5.50%
Securi	ity Group 4					
HA	41.33333541% - (LIBOR × 6.06060644)	8.000000%	0.00%	8.00000000%	0	6.82%
HB	$22.00\% - (LIBOR \times 4.00)$	9.160000%	0.00%	22.00000000%	0	5.50%
HC	$16.50\% - (LIBOR \times 3.00)$	6.870000%	0.00%	16.50000000%	0	5.50%
HF	LIBOR + 0.18%	3.390000%	0.18%	7.00000000%	0	0.00%
HI	6.82% - LIBOR	3.610000%	0.00%	6.82000000%	0	6.82%
IH	5.50% - LIBOR	2.290000%	0.00%	5.500000000%	0	5.50%
SH	$16.43373474\% - (LIBOR \times 2.40963856)$	8.698795%	0.00%	16.43373474%	0	6.82%
SJ	11.00% - (LIBOR × 2.00)	4.580000%	0.00%	11.00000000%	0	5.50%

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

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

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

Security Group 1

The Group 1 Principal Distribution Amount and the Z and ZA Accrual Amounts will be allocated in the following order of priority:

- 1. To F, SA, SC and SK, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 92.3076918688% to F, until retired
 - b. 7.6923081312% in the following order of priority:
 - i. To SA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to SC and SK, pro rata, while outstanding
 - iii. To SA, without regard to its Scheduled Principal Balance, while outstanding
 - 2. To Z, until retired
- 3. To F, SA, SC and SK, in the same manner and order of priority described in Step 1 above, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - 4. To ZA, until retired

Security Group 2

The Group 2 Principal Distribution Amount and the BZ Accrual Amount will be allocated in the following order of priority:

- 1. Concurrently:
 - a. 92.3076908876% to BF, until retired
 - b. 7.6923091124% in the following order of priority:
 - i. To BO, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To CO, until retired
 - iii. To BO, without regard to its Scheduled Principal Balance, until retired
- 2. To BZ, 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") will be allocated, concurrently, as follows:

- 1. 78.5714288479% to DA, until retired
- 2. 21.4285711521% in the following order of priority:
 - a. To DP, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to DM and DT, pro rata, until retired
 - c. To DP, without regard to its Scheduled Principal Balance, until retired

Security Group 4

The Group 4 Principal Distribution Amount will be allocated, concurrently, as follows:

- 1. 78.5714294001% to HF, until retired
- 2. 21.4285705999% in the following order of priority:
 - a. To SH, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to HA and SJ, pro rata, until retired
 - c. To SH, without regard to its Scheduled Principal Balance, until retired

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

Class	Structuring Range or Rate				
SA	120% PSA through 450% PSA*				
F, SA, SC and SK (in the aggregate)					
BO	100% PSA through 250% PSA				
DP	100% PSA through 350% PSA				
SH	100% PSA through 350% PSA				

^{*} The initial Effective Range is 120% PSA through 420% PSA.

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

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

Class	Original Class Notional Balance	Represents Approximately
Security Group 1		
SI	\$70,774,036	72.9166644773% of F (TAC/AD Class)
SM	\$ 4,267,889	167.4155976712% of SK (TAC/AD Class)
Security Group 2		
BI	\$28,451,130	1199.9997469345% of BO (PAC/AD Class)
CI	\$11,548,870	1199.9997921875% of CO (SUP/AD Class)
Security Group 3		
DI	\$62,621,875	34.282585806% of DA (STP Class)
DN	\$23,946,086	199.9999832958% of DM (SUP Class)
Security Group 4		
НІ	\$20,896,275	34.2825878032% of HF (STP Class)
IH	\$ 7,971,561	199.9999749108% of SJ (SUP Class)

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

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

RISK FACTORS

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

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

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

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

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

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS Certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans under-

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

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

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

on your security may occur much earlier than the final distribution date.

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

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

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

quidity 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 will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS

The Group 1, 3 and 4 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 2 Trust Assets are either:

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

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

The Mortgage Loans

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

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 2 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 2 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 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

Class

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

Fixed Rate Classes	The calendar month preceding the related Distribution Date
Groups 1, 3 and 4 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 2 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.

Accrual Period

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.

Floating Rate and Inverse Floating Rate Classes

The Floating Rate and Inverse Floating Rate Classes will bear interest as shown under "Terms Sheet — Interest Rates" in this Supplement. The Interest Rates for the Floating Rate and Inverse Floating Rate Classes will be based on LIBOR. LIBOR will be determined based on

the BBA LIBOR method, as described under "Description of the Securities — Interest Rate Indices — Determination of LIBOR — BBA LIBOR" in the Base Offering Circular.

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

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

Accrual Classes

Classes BZ, Z and ZA are Accrual Classes. Interest will accrue on the Accrual Classes and be distributed as described under "Terms Sheet — Accrual Classes" in this Supplement.

Principal Distributions

The Groups 1, 2 and 4 Principal Distribution Amounts, the Group 3 Adjusted Principal Distribution Amount 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 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 Class and the Classes of REMIC Securities that are exchangeable for the MX Class will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and interest to be distributed to that Class, and investors in an Accrual Class can calculate the total amount of principal to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the inside cover page may be exchanged for a proportionate interest in the related MX Class shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class may be exchanged for

proportionate interests in the related Classes of REMIC Securities. 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 One Federal Street – 3rd Floor, Boston, MA 02110, Attention: Ginnie Mae REMIC Program Agency Group. The Trustee may be contacted by telephone at (617) 603-6452 and by fax at (617) 603-6644.

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); provided, however, that no fee will be payable in respect of an interest only security. 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.

Accretion Directed Classes

Classes BF, BO, CO, F, SA, SC, SK and Z are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Each of Classes BI, CI, SI and SM is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of BO, CO, F and SK, respectively.

Each of Classes BF, BO, CO, F, SA, SC, SK and Z has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although they are entitled to receive payments from the related Accrual Amount, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC 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 Rate for the PAC and TAC Classes are as follows:

PAC Classes	Initial Effective Ranges
BO	100% PSA through 250% PSA
DP	
SA	120% PSA through 420% PSA
SH	100% PSA through 350% PSA
PAC and TAC Classes	Initial Effective Rate
F, SA, SC and SK (in the aggregate)	425% PSA

- The principal payment stability of the PAC Classes will be supported by the related Support Classes. In addition, PAC Class SA will be supported by TAC Classes SC and SK.
- The principal payment stability of the TAC Classes will be supported by the related Support Class.

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

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

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 following assumptions (the "Modeling Assumptions"), among others:

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

term to maturity of 360 months and each Mortgage Loan underlying a Group 2 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, 3 and 4 Securities are always received on the 16th day of the month and distributions on the Group 2 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in July 2005.
 - 4. A termination of the Trust does not occur.
 - 5. The Closing Date for the Securities is June 30, 2005.
 - 6. No expenses or fees are paid by the Trust other than the Trustee Fee.
 - 7. Each Class is held from the Closing Date and is not exchanged in whole or in part.

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under "Description of the Securities Termination" in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates

	Classes F and SI Class SA Classes SB, SC, SE, SK at								. SK and	1 SM					
Distribution Date	0%	120%	390%	420%	800%	0%	120%	390%	420%	800%	0%	120%	390%	420%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2006	99	95	87	86	79	97	91	91	91	91	100	100	82	80	64
June 2007	97	87	67	65	45	95	76	76	76	76	100	100	55	50	6
June 2008	95	79	49	46	23	91	62	62	62	41	100	100	33	27	0
June 2009	94	71	35	32	11	88	48	48	48	20	100	100	20	13	0
June 2010	92	64	25	22	5	85	35	35	35	10	100	100	13	6	0
June 2011	90	58	17	14	2	81	23	23	23	4	100	100	9	3	0
June 2012	88	52	10	8	1	77	13	13	13	1	100	98	8	2	0
June 2013	85	46	6	4	0	73	6	6	6	0	100	94	6	1	0
June 2014	83	40	2	0	0	69	0	0	0	0	100	89	4	0	0
June 2015	80	35	0	0	0	64	0	0	0	0	100	78	0	0	0
June 2016	78	31	0	0	0	59	0	0	0	0	100	67	0	0	0
June 2017	75	26	0	0	0	54	0	0	0	0	100	58	0	0	0
June 2018	71	22	0	0	0	48	0	0	0	0	100	48	0	0	0
June 2019	68	18	0	0	0	42	0	0	0	0	100	40	0	0	0
June 2020	65	14	0	0	0	35	0	0	0	0	100	31	0	0	0
June 2021	61	11	0	0	0	28	0	0	0	0	100	23	0	0	0
June 2022	57	7	0	0	0	21	0	0	0	0	100	16	0	0	0
June 2023	52	4	0	0	0	13	0	0	0	0	100	9	0	0	0
June 2024	48	1	0	0	0	5	0	0	0	0	100	2	0	0	0
June 2025	43	0	0	0	0	0	0	0	0	0	95	0	0	0	0
June 2026	38	0	0	0	0	0	0	0	0	0	83	0	0	0	0
June 2027	32	0	0	0	0	0	0	0	0	0	71	0	0	0	0
June 2028	26	0	0	0	0	0	0	0	0	0	58	0	0	0	0
June 2029	20	0	0	0	0	0	0	0	0	0	44	0	0	0	0
June 2030	13	0	0	0	0	0	0	0	0	0	29	0	0	0	0
June 2031	6	0	0	0	0	0	0	0	0	0	13	0	0	0	0
June 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	17.0	8.1	3.5	3.3	2.2	11.7	4.0	4.0	4.0	2.9	23.4	13.0	2.8	2.3	1.2

rsa Prepayment Assumption	on Rates
	Class ZA

Distribution Date	0%	120%	390%	420%	800%		0%	120%	390%	420%	800%
Initial Percent	100	100	100	100	100		100	100	100	100	100
June 2006	106	106	106	106	0		106	106	106	106	106
June 2007	113	113	113	113	0		113	113	113	113	113
June 2008	120	120	120	120	0		120	120	120	120	120
June 2009	127	127	127	127	0		127	127	127	127	127
June 2010	135	135	135	135	0		135	135	135	135	135
June 2011	143	143	143	143	0		143	143	143	143	143
June 2012	152	152	152	152	0		152	152	152	152	152
June 2013	161	161	161	161	0		161	161	161	161	154
June 2014	171	171	171	171	0		171	171	171	171	78
June 2015	182	182	156	121	0		182	182	182	182	40
June 2016	193	193	109	80	0		193	193	193	193	20
June 2017	205	205	73	50	0		205	205	205	205	10
June 2018	218	218	46	27	0		218	218	218	218	5
June 2019	231	231	25	10	0		231	231	231	231	3
June 2020	245	245	9	0	0		245	245	245	223	1
June 2021	261	261	0	0	0		261	261	230	160	1
June 2022	277	277	0	0	0		277	277	167	114	0
June 2023	294	294	0	0	0		294	294	121	80	0
June 2024	312	312	0	0	0		312	312	87	56	0
June 2025	331	279	0	0	0		331	331	62	39	0
June 2026	351	229	0	0	0		351	351	44	27	0
June 2027	373	183	0	0	0		373	373	30	18	0
June 2028	396	140	0	0	0		396	396	21	12	0
June 2029	421	100	0	0	0		421	421	14	8	0
June 2030	446	62	0	0	0		446	446	9	5	0
June 2031	474	27	0	0	0		474	474	5	3	0
June 2032	463	0	0	0	0		503	461	3	2	0
June 2033	295	0	0	0	0		534	252	1	1	0
June 2034	115	0	0	0	0		567	60	0	0	0
June 2035	0	0	0	0	0		0	0	0	0	0
Weighted Average											
Life (years)	28.2	22.7	11.9	11.2	0.2	2	29.8	28.0	18.6	17.6	9.4

Class Z

Security Group 2 PSA Prepayment Assumption Rates

								P3/	a Prep	aymem	Assun	puon	Kates							
		Class	ses BF	and BS			Classes	s BI, B	O and	ST			Class I	BZ			Classe	s CI, C	O and	SU
Distribution Date	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2006	99	96	94	93	87	99	95	95	95	95	106	106	106	106	106	100	100	91	88	68
June 2007	98	91	83	81	66	97	87	87	87	87	113	113	113	113	113	100	100	73	66	14
June 2008	97	84	71	68	45	96	78	78	78	64	120	120	120	120	120	100	100	55	44	0
June 2009	96	78	61	57	31	94	69	69	69	44	127	127	127	127	127	100	100	41	27	0
June 2010	95	72	52	47	21	92	60	60	60	30	135	135	135	135	135	100	100	30	15	0
June 2011	93	66	44	40	15	91	53	53	53	21	143	143	143	143	143	100	100	23	7	0
June 2012	92	61	37	33	10	88	45	45	45	14	152	152	152	152	152	100	100	18	3	0
June 2013	90	56	32	27	7	86	38	38	38	10	161	161	161	161	161	100	100	16	0	0
June 2014	89	51	27	23	5	84	32	32	32	7	171	171	171	171	171	100	100	15	0	0
June 2015	87	47	23	19	3	81	26	26	26	4	182	182	182	182	182	100	98	14	0	0
June 2016	85	43	19	15	2	79	22	22	22	3	193	193	193	193	193	100	96	13	0	0
June 2017	83	39	16	13	1	76	18	18	18	2	205	205	205	205	205	100	92	12	0	0
June 2018	80	36	13	10	1	72	15	15	15	1	218	218	218	218	218	100	87	11	0	0
June 2019	78	32	11	8	1	69	12	12	12	1	231	231	231	231	231	100	82	9	0	0
June 2020	75	29	9	7	0	65	10	10	10	0	245	245	245	245	245	100	77	8	0	0
June 2021	72	26	8	6	0	61	8	8	8	0	261	261	261	261	261	100	71	7	0	0
June 2022	69	23	6	4	0	57	6	6	6	0	277	277	277	277	277	100	65	6	0	0
June 2023	66	20	5	3	0	52	5	5	5	0	294	294	294	294	193	100	59	5	0	0
June 2024	63	18	4	3	0	47	4	4	4	0	312	312	312	312	127	100	53	5	0	0
June 2025	59	16	3	2	0	42	3	3	3	0	331	331	331	331	82	100	47	4	0	0
June 2026	55	13	2	2	0	36	2	2	2	0	351	351	351	351	52	100	41	3	0	0
June 2027	50	11	2	1	0	30	2	2	2	0	373	373	373	373	33	100	35	3	0	0
June 2028	45	9	1	1	0	23	1	1	1	0	396	396	396	396	20	100	29	2	0	0
June 2029	40	7	1	0	0	16	1	1	1	0	421	421	421	421	12	100	24	2	0	0
June 2030	35	6	1	0	0	8	0	0	0	0	446	446	446	446	7	100	19	1	0	0
June 2031	29	4	0	0	0	0	0	0	0	0	474	474	474	474	4	99	14	1	0	0
June 2032	22	2	0	0	0	0	0	0	0	0	503	503	488	282	2	77	8	0	0	0
June 2033	15	1	0	0	0	0	0	0	0	0	534	534	209	118	1	53	3	0	0	0
June 2034	8	0	0	0	0	0	0	0	0	0	567	0	0	0	0	27	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	20.2	10.9	6.8	6.1	3.5	16.9	7.4	7.4	7.4	4.3	30.0	28.8	27.9	27.3	19.4	28.1	19.5	5.2	3.0	1.3

Security Group 3 PSA Prepayment Assumption Rates

		Clas	ses DA a	ınd DI		Cl	asses DK	, DM, DI	N, DT and	d DU			Class D	P	
Distribution Date	0%	100%	320%	350%	650%	0%	100%	320%	350%	650%	0%	100%	320%	350%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2006	99	97	93	93	88	100	100	91	89	77	98	95	95	95	95
June 2007	97	92	80	78	63	100	100	70	66	29	96	86	86	86	86
June 2008	96	85	64	61	39	100	100	47	40	0	93	75	75	75	64
June 2009	95	79	51	48	23	100	100	30	22	0	91	65	65	65	38
June 2010	93	73	40	37	14	100	100	19	10	0	88	55	55	55	23
June 2011	91	67	32	29	8	100	100	12	3	0	86	46	46	46	14
June 2012	90	62	25	22	5	100	100	8	0	0	83	37	37	37	8
June 2013	88	57	20	17	3	100	100	7	0	0	80	29	29	29	5
June 2014	86	52	16	13	2	100	98	6	0	0	76	22	22	22	3
June 2015	84	48	13	10	1	100	95	6	0	0	73	17	17	17	2
June 2016	81	44	10	8	1	100	90	5	0	0	69	13	13	13	1
June 2017	79	40	8	6	0	100	85	4	0	0	65	10	10	10	1
June 2018	77	36	6	5	0	100	80	4	0	0	61	8	8	8	0
June 2019	74	33	5	4	0	100	74	3	0	0	57	6	6	6	0
June 2020	71	30	4	3	0	100	68	2	0	0	52	4	4	4	0
June 2021	68	27	3	2	0	100	62	2	0	0	47	3	3	3	0
June 2022	65	24	2	2	0	100	56	2	0	0	41	3	3	3	0
June 2023	61	21	2	1	0	100	51	1	0	0	36	2	2	2	0
June 2024	58	19	1	1	0	100	45	1	0	0	30	1	1	1	0
June 2025	54	17	1	1	0	100	40	1	0	0	23	1	1	1	0
June 2026	50	14	1	0	0	100	35	1	0	0	17	1	1	1	0
June 2027	46	12	1	0	0	100	30	0	0	0	10	1	1	1	0
June 2028	41	10	0	0	0	100	25	0	0	0	2	0	0	0	0
June 2029	36	9	0	0	0	90	21	0	0	0	0	0	0	0	0
June 2030	31	7	0	0	0	7,7	17	0	0	0	0	0	0	0	0
June 2031	26	5	0	0	0	64	13	0	0	0	0	0	0	0	0
June 2032	20	4	0	0	0	49	9	0	0	0	0	0	0	0	0
June 2033	14	2	0	0	0	34	6	0	0	0	0	0	0	0	0
June 2034	7	1	0	0	0	17	3	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	19.3	11.2	5.3	4.9	3.0	26.8	18.5	3.7	2.8	1.5	14.2	6.3	6.3	6.3	3.9

						PSA		urity Gr nent Ass		n Rates					
	Classes HA, HB, HC, IH and SJ						Classes HF and HI						Class S	Н	
Distribution Date	0%	100%	320%	350%	650%	0%	100%	320%	350%	650%	0%	100%	320%	350%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2006	100	100	91	89	77	99	97	93	93	88	98	95	95	95	95
June 2007	100	100	70	66	28	97	92	80	78	63	96	86	86	86	86
June 2008	100	100	47	40	0	96	85	64	61	38	93	75	75	75	64
June 2009	100	100	30	22	0	95	79	51	48	23	91	65	65	65	38
June 2010	100	100	19	10	0	93	73	40	37	14	88	55	55	55	23
June 2011	100	100	12	3	0	91	67	32	29	8	86	45	45	45	14
June 2012	100	100	8	0	0	90	62	25	22	5	83	37	37	37	8
June 2013	100	100	7	0	0	88	57	20	17	3	80	29	29	29	5
June 2014	100	98	6	0	0	86	52	16	13	2	76	22	22	22	3
June 2015	100	95	6	0	0	84	48	12	10	1	73	17	17	17	2
June 2016	100	90	5	0	0	81	44	10	8	1	69	13	13	13	1
June 2017	100	85	4	0	0	79	40	8	6	0	65	10	10	10	1
June 2018	100	80	4	0	0	77	36	6	5	0	61	8	8	8	0
June 2019	100	74	3	0	0	74	33	5	3	0	57	6	6	6	0
June 2020	100	68	2	0	0	71	30	4	3	0	52	4	4	4	0
June 2021	100	62	2	0	0	68	27	3	2	0	47	3	3	3	0
June 2022	100	56	2	0	0	65	24	2	2	0	42	2	2	2	0
June 2023	100	50	1	0	0	61	21	2	1	0	36	2	2	2	0
June 2024	100	45	1	0	0	58	19	1	1	0	30	1	1	1	0
June 2025	100	39	1	0	0	54	16	1	1	0	24	1	1	1	0
June 2026	100	34	1	0	0	50	14	1	0	0	17	1	1	1	0
June 2027	100	29	0	0	0	46	12	1	0	0	10	1	1	1	0
June 2028	100	25	0	0	0	41	10	0	0	0	2	0	0	0	0
June 2029	91	20	0	0	0	36	8	0	0	0	0	0	0	0	0
June 2030	78	16	0	0	0	31	7	0	0	0	0	0	0	0	0
June 2031	64	12	0	0	0	26	5	0	0	0	0	0	0	0	0
June 2032	49	9	0	0	0	20	3	0	0	0	0	0	0	0	0
June 2033	34	5	0	0	0	14	2	0	0	0	0	0	0	0	0
June 2034	17	2	0	0	0	7	1	0	0	0	0	0	0	0	0
June 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
	26.8	18.4	3.7	2.8	1.5	19.3	11.1	5.3	4.9	3.0	14.3	6.3	6.3	6.3	3.9

Yield Considerations

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

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR and Classes DT, HA and SC will not benefit from a higher yield at 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 (in the case of interest-bearing Classes), and
- 2. converting the monthly rates to corporate bond equivalent rates.

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

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

SECURITY GROUP 1 Sensitivity of Class SA to Prepayments Assumed Price 103.0%*

	PSA Prepayment Assumption Rates								
LIBOR	120%	390%	420%	800%					
2.09%	12.8%	12.8%	12.8%	12.5%					
3.09%	9.5%	9.5%	9.5%	9.2%					
5.09%	3.1%	3.1%	3.1%	2.8%					
6.25% and above	(0.6)%	(0.6)%	(0.6)%	(0.9)%					

Sensitivity of Class SB to Prepayments Assumed Price 95.5%*

	PSA Prepayment Assumption Rates							
LIBOR	120%	390%	420%	800%				
2.09%	17.4%	18.8%	19.1%	20.9%				
3.09%	12.3%	13.8%	14.1%	15.9%				
4.09%	7.3%	8.8%	9.1%	11.0%				
5.50% and above	0.4%	1.9%	2.2%	4.3%				

Sensitivity of Class SC to Prepayments Assumed Price 99.46875%*

	PSA Prepayment Assumption Rates							
LIBOR	120%	390%	420%	800%				
5.500% and below	8.2%	8.4%	8.4%	8.6%				
5.875%	4.1%	4.3%	4.4%	4.6%				
6.250% and above	0.1%	0.3%	0.4%	0.7%				

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

Sensitivity of Class SE to Prepayments Assumed Price 93.5%*

	PSA Prepayment Assumption Rates								
LIBOR	120%	390%	420%	800%					
2.09%	15.2%	17.4%	17.8%	20.4%					
3.09%	10.8%	13.0%	13.4%	16.1%					
4.09%	6.5%	8.7%	9.1%	11.9%					
5.50% and above	0.6%	2.7%	3.2%	6.0%					

Sensitivity of Class SI to Prepayments Assumed Price 4.59375%*

		es		
LIBOR	120%	390%	420%	800%
2.09%	98.5%	81.0%	78.9%	60.1%
3.09%	69.8%	52.1%	50.0%	30.4%
5.09%	16.8%	(4.3)%	(6.8)%	(28.3)%
6.25% and above	* *	* *	* *	* *

Sensitivity of Class SK to Prepayments Assumed Price 90.578125%*

	P	1		
LIBOR	120%	390%	420%	800%
2.09%	11.9%	15.2%	15.8%	19.7%
3.09%	8.6%	11.8%	12.5%	16.4%
4.09%	5.3%	8.5%	9.2%	13.2%
5.50% and above	0.8%	3.8%	4.6%	8.6%

Sensitivity of Class SM to Prepayments Assumed Price 2.6875%*

]	es		
LIBOR	120%	390%	420%	800%
2.09%	162.2%	122.8%	117.4%	70.7%
3.09%	108.1%	69.8%	64.0%	12.5%
4.09%	59.3%	21.4%	13.9%	(45.2)%
5.50% and above	* *	* *	* *	* *

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

^{**} Indicates that investors will suffer a loss of virtually all of their investments.

SECURITY GROUP 2

Sensitivity of Class BI to Prepayments Assumed Price 6.5%*

		es		
LIBOR	100%	220%	250%	500%
2.09%	61.3%	61.3%	61.3%	55.2%
3.09%	42.3%	42.3%	42.3%	34.5%
5.09%	5.0%	5.0%	5.0%	(8.3)%
6.20% and above	* *	* *	**	* *

Sensitivity of Class BO to Prepayments Assumed Price 81.75%

PSA Prepayment Assumption Rates								
100%	220%	250%	500%					
2.9%	2.9%	2.9%	4.9%					

Sensitivity of Class BS to Prepayments Assumed Price 142.0%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	220%	250%	500%
2.09%	35.0%	33.2%	32.7%	28.8%
3.09%	25.6%	23.7%	23.3%	19.4%
5.09%	7.3%	5.5%	5.0%	1.2%
6.20% and above	(2.8)%	(4.4)%	(4.9)%	(8.6)%

Sensitivity of Class CI to Prepayments Assumed Price 1.5%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	220%	250%	500%
2.09%	461.4%	435.7%	429.0%	369.2%
3.09%	319.0%	296.0%	290.0%	234.4%
5.09%	93.9%	72.5%	65.5%	6.4%
6.20% and above	* *	* *	* *	* *

Sensitivity of Class CO to Prepayments Assumed Price 96.5%

	PSA Prepayment	Assumption Rates	
100%	220%	250%	500%
0.2%	0.7%	1.2%	2.7%

^{*} 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 investments.

Sensitivity of Class ST to Prepayments Assumed Price 160.5%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	220%	250%	500%
2.09%	28.5%	28.5%	28.5%	25.3%
3.09%	20.1%	20.1%	20.1%	16.7%
5.09%	3.7%	3.7%	3.7%	(0.2)%
6.20% and above	(5.5)%	(5.5)%	(5.5)%	(9.5)%

Sensitivity of Class SU to Prepayments Assumed Price 113.25%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	220%	250%	500%
2.09%	47.4%	44.8%	43.9%	38.2%
3.09%	35.3%	32.8%	31.9%	26.4%
5.09%	12.0%	10.0%	8.8%	4.0%
6.20% and above	(0.5)%	(1.9)%	(3.4)%	(7.8)%

SECURITY GROUP 3

Sensitivity of Class DI to Prepayments Assumed Price 8.703125%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	320%	350%	650%
2.21%	52.4%	41.8%	40.3%	25.4%
3.21%	38.6%	27.6%	26.0%	10.3%
5.21%	11.9%	(0.3)%	(2.0)%	(19.9)%
6.82% and above	* *	**	**	* *

Sensitivity of Class DK to Prepayments Assumed Price 93.0625%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	320%	350%	650%
2.21%	14.7%	16.5%	16.9%	19.1%
3.21%	10.2%	12.0%	12.5%	14.8%
4.21%	5.9%	7.7%	8.2%	10.5%
5.50% and above	0.4%	2.1%	2.8%	5.1%

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

^{**} Indicates that investors will suffer a loss of virtually all of their investments.

Sensitivity of Class DM to Prepayments Assumed Price 86.921875%*

	PSA Prepayment Assumption Rates				
LIBOR	100%	320%	350%	650%	
2.21%	8.1%	11.7%	12.6%	17.0%	
3.21%	5.8%	9.4%	10.3%	14.8%	
4.21%	3.6%	7.0%	8.1%	12.5%	
5.50% and above	0.8%	4.1%	5.2%	9.7%	

Sensitivity of Class DN to Prepayments Assumed Price 2.8125%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	320%	350%	650%
2.21%	146.6%	123.2%	119.5%	81.6%
3.21%	96.5%	71.5%	67.1%	25.8%
4.21%	51.2%	23.6%	16.5%	(31.0)%
5.50% and above	* *	* *	* *	**

Sensitivity of Class DP to Prepayments Assumed Price 105.5625%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	320%	350%	650%
2.21%	10.0%	10.0%	10.0%	9.5%
3.21%	7.6%	7.6%	7.6%	7.1%
5.21%	2.9%	2.9%	2.9%	2.4%
6.82% and above	(0.8)%	(0.8)%	(0.8)%	(1.3)%

Sensitivity of Class DT to Prepayments Assumed Price 100.375%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	320%	350%	650%
5.50% and below	8.1%	8.0%	8.0%	7.9%
6.16%	4.0%	4.0%	4.0%	3.9%
6.82% and above	0.0%	0.0%	0.0%	0.0%

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

^{**} Indicates that investors will suffer a loss of virtually all of their investments.

Sensitivity of Class DU to Prepayments Assumed Price 90.0%*

	PSA Prepayment Assumption Rates			
LIBOR	100%	320%	350%	650%
2.21%	11.4%	14.1%	14.8%	18.1%
3.21%	8.1%	10.7%	11.4%	14.8%
4.21%	4.8%	7.4%	8.2%	11.5%
5.50% and above	0.6%	3.1%	4.0%	7.3%

SECURITY GROUP 4

Sensitivity of Class HA to Prepayments Assumed Price 100.0%*

	PSA Prepayment Assumption Rates								
LIBOR	100%	320%	350%	650%					
5.50% and below	8.1%	8.1%	8.1%	8.1%					
6.16%	4.0%	4.1%	4.1%	4.2%					
6.82% and above	0.0%	0.1%	0.1%	0.2%					

Sensitivity of Class HB to Prepayments Assumed Price 93.1875%*

		PSA Prepayment Assumption Rates							
LIBOR	100%	320%	350%	650%					
2.21%	14.6%	16.4%	16.8%	19.0%					
3.21%	10.2%	12.0%	12.5%	14.7%					
4.21%	5.9%	7.6%	8.2%	10.4%					
5.50% and above	0.4%	2.1%	2.7%	5.0%					

Sensitivity of Class HC to Prepayments Assumed Price 90.453125%*

	PSA Prepayment Assumption Rates									
LIBOR	100%	320%	350%	650%						
2.21%	11.4%	13.9%	14.6%	17.7%						
3.21%	8.0%	10.5%	11.2%	14.4%						
4.21%	4.7%	7.2%	8.0%	11.1%						
5.50% and above	0.6%	2.9%	3.8%	7.0%						

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

Sensitivity of Class HI to Prepayments Assumed Price 8.164063%*

	PSA Prepayment Assumption Rates								
LIBOR	100%	320%	350%	650%					
2.21%	56.7%	46.3%	44.8%	30.1%					
3.21%	41.9%	31.0%	29.5%	14.0%					
5.21%	13.3%	1.2%	(0.5)%	(18.2)%					
6.82% and above	* *	水水	* *	* *					

Sensitivity of Class IH to Prepayments Assumed Price 2.546875%*

]	es		
LIBOR	100%	320%	350%	650%
2.21%	165.7%	142.6%	139.0%	101.7%
3.21%	108.4%	84.0%	79.8%	39.5%
4.21%	57.3%	30.0%	23.5%	(22.8)%
5.50% and above	* *	* *	* *	* *

Sensitivity of Class SH to Prepayments Assumed Price 102.375%*

	I	PSA Prepayment	Assumption Rates	s
LIBOR	100%	320%	350%	650%
2.21%	10.7%	10.7%	10.7%	10.5%
3.21%	8.3%	8.3%	8.3%	8.1%
5.21%	3.5%	3.5%	3.5%	3.3%
6.82% and above	(0.3)%	(0.3)%	(0.3)%	(0.5)%

Sensitivity of Class SJ to Prepayments Assumed Price 87.671875%*

	PSA Prepayment Assumption Rates								
LIBOR	100%	320%	350%	650%					
2.21%	8.0%	11.3%	12.2%	16.4%					
3.21%	5.8%	9.0%	10.0%	14.1%					
4.21%	3.5%	6.8%	7.8%	11.9%					
5.50% and above	0.7%	3.8%	4.9%	9.1%					

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

^{**} Indicates that investors will suffer a loss of virtually all of their investments.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

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

REMIC Elections

In the opinion of 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 BO and CO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount ("OID") equal to the difference between their principal balance and their issue price.

The Class BI, CI, DI, DN, HI, IH, SI and SM 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, Z and ZA 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 three 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 Classes, the constant LIBOR values described below, Classes DM, SJ and SK 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 assumptions that should be used in determining the rates of accrual of OID, if any, on the Regular Securities are 390% PSA in the case of the Group 1 Classes, 220% PSA in the case of the Group 2 Classes and 320% PSA in the case of the Groups 3 and 4 Classes (as described in "Yield, Maturity and Prepayment Considerations" in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 3.09% for the Group 1 and 2 Securities and 3.21% for the Group 3 and 4 Securities. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See "Certain Federal Income Tax Consequences" in the Base Offering Circular.

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

Residual Securities

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

Prospective Holders of Residual Securities should be aware that, at issuance, based on the expected prices of the Regular and Residual Securities and the prepayment 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.

MX Securities

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

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

ERISA MATTERS

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

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

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

See "ERISA Considerations" in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

See "Legal Investment Considerations" in the Base Offering Circular.

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be

determined at the time of sale, plus accrued, if any, interest from (1) June 1, 2005 on the Fixed Rate Classes, (2) June 16, 2005 on the Groups 1, 3 and 4 Floating Rate and Inverse Floating Rate Classes and (3) June 20, 2005 on the Group 2 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that the Original Class Principal Balance (or original Class Notional Balance) and the Aggregate Scheduled Principal Balances and Scheduled Principal Balances of each Class receiving payments from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by 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, DC, and Marcell Solomon & Associates, P.C., Greenbelt, Maryland; and for the Trustee by Nixon Peabody LLP, Boston, Massachusetts.

Available Combinations(1)

REMIC Securities	rities			MX S	MX Securities			
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1 Combination 1								
SK SM SM Combination 2	\$ 2,549,278 2,549,278	SE	\$ 2,549,278	TAC/AD	(5)	INV	38374LGN5	February 2035
SK S	\$ 2,549,278 4,267,889	SB	\$ 2,549,278	TAC/AD	(5)	INV	38374LGP0	February 2035
Combination 5 BI BO Combination 4	\$28,451,130 2,370,928	ST	\$ 2,370,928	PAC/AD	(5)	INV	38374LGQ8	June 2035
COMBINATION 4 CO CO	\$11,548,870 962,406	Ω S	\$ 962,406	SUP/AD	(5)	INV	38374LGR6	June 2035
STICO SU(6) Security Group 3	\$ 2,370,928 962,406	BS	\$ 3,333,334	SEQ/AD	(5)	INV	38374LG S 4	June 2035
Combination of DM DN Combination 7	\$11,973,044 11,973,044	DO	\$11,973,044	SUP	(5)	INV	38374LGT2	June 2035
DM DM DN Security Group 4	\$11,973,044 23,946,086	DK	\$11,973,044	SUP	(5)	INV	38374LGU9	June 2035
Combination 9 Sy	\$ 7,971,561 3,985,781	HB	\$ 3,985,781	SUP	(5)	INV	38374LGV7	June 2035
Sylvanonianon /	\$ 3,985,781 3,985,781	НС	\$ 3,985,781	SUP	(5)	INV	38374LGW5	June 2035

(1) All exchanges must comply with minimum denominations restrictions.
(2) The amount shown for the 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) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.
(6) MX Class.

Schedule II

SCHEDULED PRINCIPAL BALANCES

Classes F, SA, SC and SK

			SC and SK		
Distribution Date	Class BO	Class DP	(in the aggregate)	Class SA	Class SH
Initial Balance	\$2,370,928.00	\$29,942,148.00	\$105,150,000.00	\$4,422,086.00	\$10,007,156.00
July 2005	2,364,225.41	29,867,004.86	104,294,726.61	4,396,805.10	9,981,777.38
August 2005	2,356,954.13	29,783,338.37	103,361,499.65	4,369,806.58	9,953,553.50
September 2005	2,349,116.66	29,691,173.04	102,351,595.48	4,341,101.46	9,922,492.68
October 2005	2,340,715.77	29,590,537.76	101,266,464.51	4,310,701.80	9,888,604.71
November 2005	2,331,754.55	29,481,465.87	100,107,728.51	4,278,620.73	9,851,900.87
December 2005	2,322,236.36	29,363,995.06	98,877,177.33	4,244,872.42	9,812,393.88
January 2006	2,312,164.86	29,238,167.40	97,576,764.89	4,209,472.04	9,770,097.95
February 2006	2,301,544.02	29,104,029.33	96,208,604.56	4,172,435.82	9,725,028.72
March 2006	2,290,378.05	28,961,631.61	94,774,963.92	4,133,780.98	9,677,203.29
April 2006	2,278,671.48	28,811,029.28	93,278,258.88	4,093,525.72	9,626,640.18
May 2006	2,266,429.11	28,652,281.68	91,721,047.19	4,051,689.26	9,573,359.34
June 2006	2,253,656.01	28,485,452.36	90,106,021.39	4,008,291.74	9,517,382.14
July 2006	2,240,357.53	28,310,609.07	88,436,001.17	3,963,354.27	9,458,731.35
August 2006	2,226,539.30	28,127,823.72	86,713,925.23	3,916,898.89	9,397,431.12
September 2006	2,212,207.20	27,937,172.31	84,942,842.63	3,868,948.55	9,333,506.97
October 2006	2,197,367.38	27,738,734.91	83,125,903.61	3,819,527.09	9,266,985.78
November 2006	2,182,026.25	27,532,595.60	81,266,350.08	3,768,659.23	9,197,895.74
December 2006	2,166,190.47	27,318,842.36	79,367,505.63	3,716,370.53	9,126,266.40
January 2007	2,149,866.95	27,097,567.11	77,432,765.23	3,662,687.38	9,052,128.56
February 2007	2,133,062.85	26,868,865.55	75,465,584.58	3,607,636.99	8,975,514.33
March 2007	2,115,785.57	26,632,837.15	73,469,469.24	3,551,247.34	8,896,457.05
April 2007	2,098,042.72	26,389,585.05	71,447,963.54	3,493,547.16	8,814,991.29
May 2007	2,079,842.18	26,139,216.01	69,476,243.13	3,436,188.75	8,731,152.83
June 2007	2,061,192.01	25,881,840.32	67,553,067.60	3,379,169.87	8,644,978.63
July 2007	2,042,100.50	25,617,571.70	65,677,227.14	3,322,488.28	8,556,506.78
August 2007	2,023,106.51	25,346,527.26	63,847,541.80	3,266,141.78	8,465,776.51
September 2007	2,004,209.51	25,068,827.38	62,062,860.76	3,210,128.15	8,372,828.13
October 2007	1,985,409.02	24,784,595.63	60,322,061.59	3,154,445.21	8,277,703.04
November 2007	1,966,704.53	24,501,834.65	58,624,049.57	3,099,090.78	8,183,070.21
December 2007	1,948,095.55	24,220,536.87	56,967,757.00	3,044,062.69	8,088,927.13
January 2008	1,929,581.59	23,940,694.75	55,352,142.57	2,989,358.80	7,995,271.27
February 2008	1,911,162.15	23,662,300.82	53,776,190.65	2,934,976.97	7,902,100.12
March 2008	1,892,836.76	23,385,347.63	52,238,910.69	2,880,915.06	7,809,411.19
April 2008	1,874,604.93	23,109,827.76	50,739,336.63	2,827,170.96	7,717,202.01
May 2008	1,856,466.17	22,835,733.83	49,276,526.24	2,773,742.58	7,625,470.10
June 2008	1,838,420.01	22,563,058.53	47,849,560.57	2,720,627.83	7,534,213.00
July 2008	1,820,465.97	22,291,794.54	46,457,543.38	2,667,824.62	7,443,428.28
August 2008	1,802,603.58	22,021,934.60	45,099,600.57	2,615,330.90	7,353,113.51
September 2008	1,784,832.35	21,753,471.51	43,774,879.62	2,563,144.62	7,263,266.27
October 2008	1,767,151.83	21,486,398.06	42,482,549.11	2,511,263.72	7,173,884.14
November 2008	1,749,561.55	21,220,707.11	41,221,798.12	2,459,686.20	7,084,964.75
December 2008	1,732,061.03	20,956,391.55	39,991,835.80	2,408,410.02	6,996,505.71

Distribution Date	Class BO	Class DP	Classes F, SA, SC and SK (in the aggregate)	Class SA	Class SH
January 2009	\$1,714,649.82	\$20,693,444.30	\$ 38,791,890.84	\$2,357,433.19	\$ 6,908,504.65
February 2009	1,697,327.47	20,431,858.33	37,621,210.99	2,306,753.71	6,820,959.21
March 2009	1,680,093.50	20,171,626.64	36,479,062.61	2,256,369.61	6,733,867.06
April 2009	1,662,947.46	19,912,742.24	35,364,730.19	2,206,278.91	6,647,225.86
May 2009	1,645,888.91	19,655,198.23	34,277,515.89	2,156,479.66	6,561,033.29
June 2009	1,628,917.39	19,398,987.69	33,216,739.15	2,106,969.92	6,475,287.04
July 2009	1,612,032.45	19,144,103.78	32,181,736.24	2,057,747.74	6,389,984.82
August 2009	1,595,233.65	18,890,539.66	31,171,859.83	2,008,811.21	6,305,124.34
September 2009	1,578,520.54	18,638,288.54	30,186,478.61	1,960,158.41	6,220,703.33
October 2009	1,561,892.69	18,387,343.68	29,224,976.88	1,911,787.45	6,136,719.53
November 2009	1,545,349.64	18,137,698.36	28,286,754.17	1,863,696.44	6,053,170.70
December 2009	1,528,890.97	17,889,345.88	27,371,224.88	1,815,883.49	5,970,054.58
January 2010	1,512,516.24	17,642,279.60	26,477,817.87	1,768,346.74	5,887,368.96
February 2010	1,496,225.02	17,396,492.90	25,605,976.16	1,721,084.33	5,805,111.63
March 2010	1,480,016.87	17,151,979.20	24,755,156.54	1,674,094.43	5,723,280.37
April 2010	1,463,891.38	16,908,731.95	23,924,829.24	1,627,375.18	5,641,873.00
May 2010	1,447,848.10	16,666,744.63	23,114,477.61	1,580,924.78	5,560,887.34
June 2010	1,431,886.63	16,426,010.77	22,323,597.78	1,534,741.40	5,480,321.21
July 2010	1,416,006.53	16,186,523.91	21,551,698.37	1,488,823.25	5,400,172.47
August 2010	1,400,207.39	15,948,277.65	20,798,300.13	1,443,168.53	5,320,438.96
September 2010	1,384,488.80	15,711,265.59	20,062,935.70	1,397,775.46	5,241,118.54
October 2010	1,368,850.33	15,475,481.40	19,345,149.30	1,352,642.28	5,162,209.09
November 2010	1,353,291.57	15,240,918.75	18,644,496.41	1,307,767.20	5,083,708.50
December 2010	1,337,812.11	15,007,571.35	17,960,543.54	1,263,148.50	5,005,614.67
January 2011	1,322,411.55	14,775,432.97	17,292,867.92	1,218,784.42	4,927,925.49
February 2011	1,307,089.48	14,544,497.37	16,641,057.25	1,174,673.24	4,850,638.90
March 2011	1,291,845.48	14,314,758.38	16,004,709.46	1,130,813.23	4,773,752.81
April 2011	1,276,679.17	14,086,209.83	15,383,432.41	1,087,202.69	4,697,265.17
May 2011	1,261,590.14	13,858,845.60	14,776,843.71	1,043,839.91	4,621,173.93
June 2011	1,246,577.98	13,632,659.60	14,184,570.42	1,001,199.87	4,545,477.05
July 2011	1,231,642.32	13,407,645.77	13,606,248.84	959,661.72	4,470,172.50
August 2011	1,216,782.74	13,183,798.08	13,041,524.28	919,195.75	4,395,258.27
September 2011	1,201,998.86	12,961,110.53	12,490,050.86	879,773.04	4,320,732.33
October 2011	1,187,290.29	12,739,577.14	11,951,491.24	841,365.45	4,246,592.71
November 2011	1,172,656.64	12,519,191.99	11,425,516.46	803,945.57	4,172,837.40
December 2011	1,158,097.52	12,299,949.17	10,911,805.71	767,486.71	4,099,464.44
January 2012	1,143,612.55	12,081,842.80	10,410,046.12	731,962.92	4,026,471.85
February 2012	1,129,201.35	11,864,867.03	9,919,932.59	697,348.89	3,953,857.68
March 2012	1,114,863.53	11,649,016.05	9,441,167.57	663,620.03	3,881,619.98
April 2012	1,100,598.73	11,434,284.07	8,973,460.90	630,752.37	3,809,756.82
May 2012	1,086,406.55	11,220,665.33	8,516,529.59	598,722.59	3,738,266.27
June 2012	1,072,286.63	11,008,154.12	8,070,097.68	567,507.97	3,667,146.40
July 2012	1,058,238.60	10,796,744.72	7,633,896.07	537,086.43	3,596,395.33
August 2012	1,044,262.08	10,586,431.48	7,207,662.28	507,436.43	3,526,011.14
September 2012	1,030,356.70	10,377,208.75	6,791,140.40	478,537.04	3,455,991.95
October 2012	1,016,522.11	10,169,070.92	6,384,080.82	450,367.85	3,386,335.88

SC and SK Class DP **Distribution Date** Class BO (in the aggregate) Class SA Class SH November 2012 \$1,002,757.92 \$ 9,962,012.41 5,986,240.13 \$ 422,909.03 \$ 3,317,041.07 December 2012 5,597,380.96 989,063.79 9,756,027.68 396,141.26 3,248,105.65 January 2013 975,439.35 9,551,111.18 5,217,271.83 370,045.71 3,179,527.78 February 2013..... 961,884.23 9,348,524.86 4,845,687.00 344,604.08 3,111,972.39 March 2013 948,398.09 9,150,123.63 4,482,406.31 319,798.54 3,045,814.12 April 2013 934,980.56 8,955,822.54 4,127,215.08 295,611.75 2,981,024.59 May 2013 921,631.30 8,765,538.32 3,779,903.94 2,917,575.97 272,026.81 June 2013 908,349.94 8,579,189.39 3,440,268.72 249,027.28 2,855,441.02 July 2013 2,794,593.02 895,136.15 8,396,695.79 3,108,110.31 226,597.15 August 2013 8,217,979.17 2,783,234.53 2,735,005.80 881,989.57 204,720.85 September 2013 183,383.20 868,909.85 8,042,962.77 2,465,452.04 2,676,653.71 October 2013 855,896.65 7,871,571.34 2,154,578.17 162,569.45 2,619,511.62 1,850,432.84 142,265.22 November 2013 842,949.63 7,703,731.17 2,563,554.91 December 2013 830,068.44 7,539,370.02 1,552,840.43 122,456.51 2,508,759.43 January 2014 817,252.75 7,378,417.10 1,261,629.67 103,129.72 2,455,101.56 804,563.28 7,220,803.03 February 2014..... 976,633.56 84,271.58 2,402,558.10 March 2014 792,057.46 7,066,459.85 697,689.22 65,869.19 2,351,106.36 April 2014 779,732.72 6,915,320.95 424,637.81 47,909.99 2,300,724.09 May 2014 767,586.51 6,767,321.06 157,324.44 30,381.75 2,251,389.48 June 2014 755,616.32 6,622,396.22 0.00 13,272.57 2,203,081.18 July 2014 743,819.68 6,480,483.76 0.00 0.002,155,778.25 August 2014 6,341,522.28 0.00 732,194.14 0.00 2,109,460.17 720,737.29 September 2014 6,205,451.60 0.00 0.00 2,064,106.85 October 2014 0.00 709,446.76 6,072,212.76 0.00 2,019,698.60 November 2014 698,320.21 5,941,747.97 0.00 1,976,216.11 0.00 December 2014 687,355.32 5,814,000.64 0.00 0.00 1,933,640.48 January 2015 676,549.82 5,688,915.28 0.00 0.00 1,891,953.18 February 2015..... 0.00 665,901.47 5,566,437.55 0.00 1,851,136.05 March 2015 655,408.04 5,446,514.16 0.00 0.00 1,811,171.31 April 2015 645,067.35 5,329,092.95 0.00 0.00 1,772,041.52 May 2015 634,877.25 5,214,122.77 0.00 0.00 1,733,729.61 June 2015 624,835.62 5,101,553.51 0.00 0.00 1,696,218.83 July 2015 614,940.35 4,991,336.09 0.00 0.00 1,659,492.81 August 2015 0.00 605,189.38 4,883,422.38 0.00 1,623,535.46 September 2015 0.00 595,580.67 4,777,765.26 0.00 1,588,331.05 October 2015 586,112.22 4,674,318.55 0.00 0.00 1,553,864.15 November 2015 576,782.04 4,573,036.97 0.00 1,520,119.64 0.00 December 2015 567,588.17 0.00 4,473,876.21 0.00 1,487,082.73 January 2016 558,528.70 4,376,792.80 0.00 0.00 1,454,738.90 February 2016..... 549,601.71 4,281,744.18 0.00 0.00 1,423,073.94 March 2016 540,805.33 4,188,688.65 0.00 0.00 1,392,073.91 April 2016 4,097,585.33 0.00 532,137.72 0.00 1,361,725.18 May 2016 523,597.05 4,008,394.17 0.00 0.00 1,332,014.36 June 2016 515,181.53 3,921,075.96 0.00 0.00 1,302,928.36 July 2016 506,889.38 3,835,592.25 0.00 0.00 1,274,454.34 August 2016 498,718.85 3,751,905.37 0.00 0.001,246,579.73

Classes F, SA,

SC and SK Class BO Class DP **Distribution Date** (in the aggregate) Class SA Class SH September 2016 490,668.21 \$ 3,669,978.43 0.00 \$ 0.00 \$ 1,219,292.21 October 2016 0.00 482,735.78 3,589,775.27 0.00 1,192,579.69 1,166,430.36 November 2016 474,919.87 3,511,260.46 0.00 0.00 December 2016 467,218.83 3,434,399.29 0.00 0.00 1,140,832.62 January 2017 459,631.02 3,359,157.77 0.00 0.00 1,115,775.12 February 2017..... 452,154.85 3,285,502.58 0.00 0.00 1,091,246.73 March 2017 1,067,236.57 444,788.72 3,213,401.06 0.000.00 April 2017 437,531.07 3,142,821.25 0.000.001,043,733.93 May 2017 3,073,731.80 0.00 0.00 1,020,728.38 430,380.37 June 2017 0.00 0.00 998,209.65 423,335.08 3,006,102.02 July 2017 416,393.70 2,939,901.83 0.00 0.00 976,167.71 August 2017 409,554.77 2,875,101.76 0.00 0.00 954,592.71 September 2017 402,816.83 2,811,672.94 0.00 0.00 933,475.03 October 2017 396,178.42 2,749,587.09 0.00 0.00 912,805.20 November 2017 389,638.15 2,688,816.49 0.00 0.00 892,573.99 December 2017 383,194.60 2,629,334.00 0.00 0.00 872,772.33 January 2018 376,846.40 2,571,113.02 0.00 0.00 853,391.34 February 2018..... 370,592.19 2,514,127.48 0.00 0.00 834,422.33 March 2018 364,430.63 2,458,351.87 0.00 0.00 815,856.76 April 2018 358,360.40 2,403,761.16 0.00 0.00 797,686.29 May 2018 352,380.20 2,350,330.86 0.000.00779,902.74 June 2018 0.00346,488.73 2,298,036.96 0.00 762,498.10 July 2018 340,684.73 2,246,855.94 0.00 0.00 745,464.51 August 2018 2,196,764.77 0.00 728,794.29 334,966.95 0.00 September 2018 2,147,740.87 0.00 0.00 712,479.90 329,334.16 October 2018 323,785.14 2,099,762.12 0.00 0.00 696,513.96 November 2018 318,318.69 2,052,806.88 0.00 0.00 680,889.24 December 2018 665,598.66 312,933.64 2,006,853.91 0.00 0.00 January 2019 307,628.81 1,961,882.42 0.00 0.00 650,635.28 February 2019..... 302,403.06 1,917,872.06 0.00 0.00 635,992.29 March 2019 297,255.25 1,874,802.86 0.00 0.00 621,663.05 April 2019 292,184.27 1,832,655.29 0.00 0.00 607,641.03 May 2019 287,189.01 1,791,410.19 0.00 0.00 593,919.83 June 2019 282,268.38 1,751,048.81 0.000.00 580,493.20 July 2019 277,421.33 1,711,552.77 0.00 0.00567,355.00 August 2019 272,646.78 0.00 0.00 554,499.23 1,672,904.08 September 2019 267,943.70 1,635,085.10 0.00 0.00541,920.01 October 2019 0.00 263,311.06 1,598,078.56 0.00 529,611.56 November 2019 258,747.85 1,561,867.53 0.00 0.00 517,568.24 December 2019 254,253.07 1,526,435.45 0.00 0.00 505,784.53 January 2020 249,825.73 1,491,766.07 0.00 0.00 494,254.99 February 2020 245,464.86 1,457,843.49 0.00 0.00 482,974.33 March 2020 241,169.51 1,424,652.13 0.00 0.00 471,937.35 April 2020 236,938.73 1,392,176.73 0.00 0.00 461,138.95 May 2020 232,771.59 1,360,402.34 0.00 0.00 450,574.14 June 2020 228,667.17 1,329,314.31 0.00 0.00 440,238.04

Classes F, SA,

SC and SK Distribution Date Class BO Class DP (in the aggregate) Class SH Class SA 0.00 \$ July 2020 \$ 224,624.57 \$ 1,298,898.30 0.00 \$ 430,125.86 August 2020 0.00 420,232.92 220,642.89 1,269,140.26 0.00 September 2020 216,721.26 1,240,026.42 0.00 0.00 410,554.61 October 2020 212,858.80 1,211,543.30 0.00 0.00401,086.45 November 2020 209,054.66 1,183,677.71 0.00 0.00391,824.03 December 2020 205,308.00 1,156,416.69 0.00 0.00 382,763.02 January 2021 201,617.99 1,129,747.59 0.00373,899.21 0.00 February 2021..... 0.00197,983.80 1,103,657.98 0.00 365,228.46 March 2021 194,404.62 0.00 356,746.70 1,078,135.73 0.00 April 2021 190,879.66 0.00 0.00 348,449.96 1,053,168.91 May 2021 0.00 187,408.14 1,028,745.86 0.00 340,334.36 June 2021 183,989.27 1,004,855.17 0.00 0.00 332,396.09 July 2021 180,622.30 981,485.64 0.00 0.00 324,631.41 August 2021 177,306.47 958,626.32 0.00 0.00 317,036.66 309,608.27 September 2021 174,041.03 936,266.47 0.00 0.00 October 2021 170,825.25 914,395.58 0.00 0.00302,342.73 November 2021 167,658.41 893,003.35 0.00 0.00 295,236.60 December 2021 164,539.81 872,079.69 0.00 0.00 288,286.52 January 2022 0.00161,468.73 851,614.73 0.00 281,489.19 February 2022..... 158,444.48 831,598.80 0.00 0.00 274,841.40 March 2022 0.00268,339.97 155,466.38 812,022.41 0.00 April 2022 0.00 261,981.81 152,533.76 792,876.30 0.00 May 2022 149,645.95 774,151.36 0.00 0.00 255,763.90 June 2022 146,802.30 0.00 755,838.69 0.00 249,683.26 July 2022 144,002.17 737,929.59 0.00 243,736.98 0.00 August 2022 141,244.91 720,415.50 0.00 0.00 237,922.22 September 2022 138,529.91 703,288.07 0.00 0.00 232,236.19 October 2022 0.00 135,856.53 686,539.10 0.00 226,676.15 November 2022 133,224.18 670,160.59 0.00 0.00 221,239.44 December 2022 130,632.25 654,144.66 0.00 0.00 215,923.43 January 2023 128,080.15 638,483.62 0.00 0.00 210,725.55 February 2023..... 125,567.29 623,169.96 0.00 0.00 205,643.30 March 2023 123,093.10 608,196.27 0.00 0.00 200,674.21 April 2023 0.00120,657.00 593,555.34 0.00 195,815.88 May 2023 0.00191,065.95 118,258.45 579,240.10 0.00 June 2023 0.00 115,896.89 565,243.60 0.00 186,422.10 July 2023 113,571.76 551,559.07 0.00 0.00 181,882.07 August 2023 111,282.55 0.00 177,443.65 538,179.86 0.00 0.00 September 2023 109,028.71 525,099.46 0.00 173,104.66 October 2023 106,809.72 512,311.50 0.00 0.00 168,862.99 November 2023 0.00 104,625.08 499,809.74 0.00 164,716.55 December 2023 102,474.27 487,588.06 0.00 160,663.30 0.00 January 2024 100,356.80 475,640.47 0.00 0.00 156,701.25 February 2024 98,272.16 463,961.13 0.00 0.00 152,828.44 March 2024 96,219.88 452,544.29 0.00 0.00 149,042.96 April 2024 441,384.32 0.00145,342.95

Classes F, SA,

0.00

94,199.47

SC and SK Distribution Date Class BO Class DP (in the aggregate) Class SA Class SH May 2024 92,210.47 430,475.73 0.00 \$ 0.00 141,726.55 June 2024 90,252.41 0.00 419,813.13 0.00 138,191.99 July 2024 88,324.82 409,391.24 0.00 0.00 134,737.49 August 2024 86,427.26 399,204.89 0.00 0.00 131,361.34 September 2024 84,559.28 389,249.03 0.00 0.00128,061.85 October 2024 82,720.44 379,518.70 0.00 0.00 124,837.37 November 2024 80,910.31 0.00 121,686.28 370,009.05 0.00December 2024 79,128.45 360,715.33 0.000.00118,607.01 January 2025 77,374.45 0.00 0.00115,597.99 351,632.89 February 2025..... 75,647.90 342,757.18 0.00 0.00 112,657.71 March 2025 334,083.74 73,948.37 0.00 0.00 109,784.70 April 2025 72,275.47 325,608.20 0.00 0.00 106,977.48 May 2025 70,628.80 317,326.28 0.00 0.00 104,234.64 June 2025 69,007.97 309,233.81 0.00 0.00 101,554.79 July 2025 67,412.59 301,326.69 0.00 0.00 98,936.55 August 2025 65,842.27 293,600.90 0.00 0.00 96,378.60 September 2025 64,296.65 286,052.52 0.00 0.00 93,879.62 October 2025 62,775.35 278,677.70 0.00 0.00 91,438.33 November 2025 61,278.01 271,472.67 0.00 0.00 89,053.48 December 2025 59,804.26 264,433.76 0.00 0.00 86,723.84 January 2026 58,353.75 257,557.34 0.000.0084,448.20 February 2026..... 250,839.90 56,926.13 0.00 0.00 82,225.39 March 2026 55,521.06 244,277.96 0.00 0.00 80,054.27 April 2026 0.00 77,933.69 54,138.20 237,868.14 0.00May 2026 52,777.20 231,607.14 0.00 0.00 75,862.56 June 2026 51,437.74 225,491.69 0.00 0.00 73,839.79 July 2026 50,119.50 219,518.63 0.00 0.00 71,864.33 69,935.14 August 2026 213,684.85 48,822.14 0.00 0.00 September 2026 47,545.36 207,987.29 0.00 0.00 68,051.20 October 2026 46,288.85 202,422.98 0.00 0.0066,211.53 November 2026 45,052.28 196,989.00 0.000.00 64,415.15 December 2026 43,835.37 191,682.49 0.00 0.00 62,661.11 January 2027 42,637.81 186,500.66 0.00 0.00 60,948.48 February 2027..... 41,459.31 181,440.77 0.000.00 59,276.35 March 2027 176,500.14 40,299.57 0.000.0057,643.82 April 2027 171,676.15 0.00 0.00 56,050.02 39,158.32 May 2027 38,035.26 166,966.23 0.00 0.0054,494.10 June 2027 162,367.86 0.00 52,975.22 36,930.12 0.00July 2027 35,842.63 157,878.59 0.00 0.00 51,492.56 August 2027 34,772.50 153,496.01 0.00 0.00 50,045.32 September 2027 33,719.49 149,217.76 0.00 0.00 48,632.72 October 2027 32,683.32 145,041.53 0.00 0.00 47,253.98 November 2027 31,663.73 140,965.07 0.00 0.00 45,908.35 December 2027 30,660.48 136,986.17 0.00 0.00 44,595.11 January 2028 29,673.30 133,102.65 0.00 0.00 43,313.52

Classes F, SA,

0.00

129,312.42

28,701.96

42,062.89

0.00

February 2028.....

Classes F, SA, SC and SK

Distribution Date	Class BO	Class DP	(iı	SC and SK the aggregate)	(Class SA	Class SH
March 2028	\$ 27,746.19	\$ 125,613.38	\$	0.00	\$	0.00	\$ 40,842.53
April 2028	26,805.78	122,003.52		0.00		0.00	39,651.75
May 2028	25,880.46	118,480.85		0.00		0.00	38,489.90
June 2028	24,970.02	115,043.43		0.00		0.00	37,356.33
July 2028	24,074.22	111,689.35		0.00		0.00	36,250.41
August 2028	23,192.84	108,416.75		0.00		0.00	35,171.53
September 2028	22,325.64	105,223.82		0.00		0.00	34,119.06
October 2028	21,472.41	102,108.76		0.00		0.00	33,092.43
November 2028	20,632.94	99,069.85		0.00		0.00	32,091.05
December 2028	19,806.99	96,105.36		0.00		0.00	31,114.35
January 2029	18,994.37	93,213.62		0.00		0.00	30,161.77
February 2029	18,194.86	90,393.02		0.00		0.00	29,232.78
March 2029	17,408.27	87,641.93		0.00		0.00	28,326.84
April 2029	16,634.37	84,958.80		0.00		0.00	27,443.43
May 2029	15,872.99	82,342.10		0.00		0.00	26,582.04
June 2029	15,123.91	79,790.33		0.00		0.00	25,742.17
July 2029	14,386.95	77,302.01		0.00		0.00	24,923.34
August 2029	13,661.91	74,875.72		0.00		0.00	24,125.05
September 2029	12,948.60	72,510.05		0.00		0.00	23,346.86
October 2029	12,246.85	70,203.62		0.00		0.00	22,588.30
November 2029	11,556.45	67,955.09		0.00		0.00	21,848.93
December 2029	10,877.25	65,763.15		0.00		0.00	21,128.30
January 2030	10,209.05	63,626.50		0.00		0.00	20,425.99
February 2030	9,551.68	61,543.89		0.00		0.00	19,741.57
March 2030	8,904.97	59,514.08		0.00		0.00	19,074.65
April 2030	8,268.74	57,535.87		0.00		0.00	18,424.82
May 2030	7,642.84	55,608.08		0.00		0.00	17,791.68
June 2030	7,027.09	53,729.55		0.00		0.00	17,174.86
July 2030	6,421.33	51,899.16		0.00		0.00	16,573.97
August 2030	5,825.40	50,115.80		0.00		0.00	15,988.66
September 2030	5,239.14	48,378.38		0.00		0.00	15,418.55
October 2030	4,662.40	46,685.85		0.00		0.00	14,863.31
November 2030	4,095.02	45,037.19		0.00		0.00	14,322.57
December 2030	3,536.84	43,431.36		0.00		0.00	13,796.02
January 2031	2,987.73	41,867.39		0.00		0.00	13,283.32
February 2031	2,447.53	40,344.30		0.00		0.00	12,784.14
March 2031	1,916.09	38,861.15		0.00		0.00	12,298.18
April 2031	1,393.28	37,417.02		0.00		0.00	11,825.12
May 2031	878.95	36,010.98		0.00		0.00	11,364.67
June 2031	372.97	34,642.17		0.00		0.00	10,916.53
July 2031	0.00	33,309.70		0.00		0.00	10,480.40
August 2031	0.00	32,012.73		0.00		0.00	10,056.02
September 2031	0.00	30,750.44		0.00		0.00	9,643.10
October 2031	0.00	29,522.00		0.00		0.00	9,241.37
November 2031	0.00	28,326.63		0.00		0.00	8,850.57
December 2031	0.00	27,163.55		0.00		0.00	8,470.44

Classes F, SA, SC and SK

Distribution Date	Class BO		Class DP	and SK aggregate)		Class SA		Class SH
-		dh.			<i>a</i>		ф	
January 2032	\$ 0.00	\$	26,032.00	\$ 0.00	\$	0.00	\$	8,100.74
February 2032	0.00		24,931.23	0.00		0.00		7,741.21
March 2032	0.00		23,860.53	0.00		0.00		7,391.60
April 2032	0.00		22,819.17	0.00		0.00		7,051.70
May 2032	0.00		21,806.47	0.00		0.00		6,721.26
June 2032	0.00		20,821.74	0.00		0.00		6,400.06
July 2032	0.00		19,864.33	0.00		0.00		6,087.87
August 2032	0.00		18,933.57	0.00		0.00		5,784.50
September 2032	0.00		18,028.84	0.00		0.00		5,489.71
October 2032	0.00		17,149.51	0.00		0.00		5,203.31
November 2032	0.00		16,294.98	0.00		0.00		4,925.09
December 2032	0.00		15,464.65	0.00		0.00		4,654.86
January 2033	0.00		14,657.94	0.00		0.00		4,392.42
February 2033	0.00		13,874.28	0.00		0.00		4,137.59
March 2033	0.00		13,113.12	0.00		0.00		3,890.18
April 2033	0.00		12,373.91	0.00		0.00		3,650.01
May 2033	0.00		11,656.12	0.00		0.00		3,416.91
June 2033	0.00		10,959.24	0.00		0.00		3,190.70
July 2033	0.00		10,282.75	0.00		0.00		2,971.21
August 2033	0.00		9,626.17	0.00		0.00		2,758.29
September 2033	0.00		8,989.00	0.00		0.00		2,551.76
October 2033	0.00		8,370.76	0.00		0.00		2,351.47
November 2033	0.00		7,771.01	0.00		0.00		2,157.27
December 2033	0.00		7,189.28	0.00		0.00		1,969.01
January 2034	0.00		6,625.13	0.00		0.00		1,786.54
February 2034	0.00		6,078.12	0.00		0.00		1,609.71
March 2034	0.00		5,547.84	0.00		0.00		1,438.39
April 2034	0.00		5,033.87	0.00		0.00		1,272.44
May 2034	0.00		4,535.80	0.00		0.00		1,111.73
June 2034	0.00		4,053.25	0.00		0.00		956.12
July 2034	0.00		3,585.82	0.00		0.00		805.48
August 2034	0.00		3,133.13	0.00		0.00		659.70
September 2034	0.00		2,694.82	0.00		0.00		518.65
October 2034	0.00		2,270.53	0.00		0.00		382.20
November 2034	0.00		1,859.90	0.00		0.00		250.25
December 2034	0.00		1,462.59	0.00		0.00		122.67
January 2035	0.00		1,078.26	0.00		0.00		0.00
February 2035	0.00		706.59	0.00		0.00		0.00
March 2035	0.00		347.25	0.00		0.00		0.00
April 2035 and								
thereafter	0.00		0.00	0.00		0.00		0.00





\$463,421,116

Government National Mortgage Association

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June 23, 2005

LEHMAN BROTHERS
LOOP CAPITAL MARKETS, LLC