

**Offering Circular Supplement  
(To Base Offering Circular dated January 1, 2002)**

**\$251,554,000**

**Government National Mortgage Association  
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2003-013**



**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-8 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 and certain previously issued certificates.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be February 28, 2003.

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

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

**BANC OF AMERICA SECURITIES LLC**

**ORMES CAPITAL MARKETS, INC.**

The date of this Offering Circular Supplement is February 21, 2003.

### Ginnie Mae REMIC Trust 2003-013

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Security Group 1</b>						
FG(1) .....	\$22,698,823	(5)	PAC	FLT	February 2032	38373Y4A9
MA .....	664,000	5.50%	SCH	FIX	December 2032	38373Y4B7
MB .....	1,690,000	5.50	SCH	FIX	January 2033	38373Y4C5
MC .....	1,496,000	5.50	SCH	FIX	February 2033	38373Y4D3
MG .....	17,745,000	5.50	SUP	FIX	June 2031	38373Y4E1
MH .....	2,147,000	5.50	SUP	FIX	August 2031	38373Y4F8
MJ .....	2,244,000	5.50	SUP	FIX	October 2031	38373Y4G6
MK .....	1,063,000	5.50	SUP	FIX	November 2031	38373Y4H4
ML .....	3,656,000	5.50	SUP	FIX	March 2032	38373Y4J0
MN .....	13,956,000	5.50	SUP	FIX	February 2033	38373Y4K7
MU .....	3,320,000	7.00	SCH	FIX	December 2032	38373Y4L5
MV .....	4,980,000	4.50	SCH	FIX	December 2032	38373Y4M3
PA .....	75,000,000	3.60	PAC	FIX	October 2028	38373Y4N1
PF .....	6,166,000	5.50	PAC	FIX	April 2029	38373Y4P6
PH .....	14,103,000	5.50	PAC	FIX	February 2033	38373Y4Q4
PI .....	25,909,090	5.50	NTL(PAC)	FIX/IO	October 2028	38373Y4R2
SG(1) .....	12,381,177	(5)	PAC	INV	February 2032	38373Y4S0
<b>Security Group 2</b>						
AB .....	4,400,000	5.00	SEQ	FIX	November 2012	38373Y4T8
AC .....	6,200,000	5.00	SEQ	FIX	September 2020	38373Y4U5
AD .....	3,800,000	5.00	SEQ	FIX	January 2024	38373Y4V3
AE .....	4,800,000	5.00	SEQ	FIX	June 2027	38373Y4W1
AF .....	4,800,000	5.00	SEQ	FIX	April 2030	38373Y4X9
AG .....	6,000,000	5.00	SEQ	FIX	February 2033	38373Y4Y7
<b>Security Group 3</b>						
AJ .....	8,000,000	5.00	SC/PT	FIX	April 2030	38373Y4Z4
AK .....	2,000,000	4.50	SC/PT	FIX	April 2030	38373Y5A8
AL .....	6,000,000	6.50	SC/PT	FIX	April 2030	38373Y5B6
<b>Group Security 4</b>						
AW .....	6,000,000	5.50	SC/SEQ	FIX	December 2030	38373Y5C4
AX .....	2,561,000	5.25	SC/SEQ	FIX	December 2030	38373Y5D2
AY .....	2,561,000	5.75	SC/SEQ	FIX	December 2030	38373Y5E0
AZ .....	4,108,000	6.50	SC/SEQ	FIX/Z	December 2030	38373Y5F7
VA .....	7,014,000	6.50	SC/SEQ/AD	FIX	December 2030	38373Y5G5
<b>Residuals</b>						
RR .....	0	0.00	NPR	NPR	February 2033	38373Y5J9

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

## AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular, and
- in the case of the Group 3 and Group 4 Securities, each disclosure document relating to the Underlying Certificates.

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, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting JPMorgan Chase Bank at the telephone number listed above.

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

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**TERMS SHEET**

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

**Sponsor:** Banc of America Securities LLC

**Trustee:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** February 28, 2003

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in March 2003.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	5.5%	30
2	Ginnie Mae II	5.0	30
3	Underlying Certificate	(1)	(1)
4	Underlying Certificate	(1)	(1)

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

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

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$183,310,000	357	2	6.25%
<b>Group 2 Trust Assets</b>			
\$ 30,000,000	359	1	5.75%

<sup>1</sup> As of February 1, 2003.

<sup>2</sup> Does not include Group 1 and Group 2 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 1 and Group 2 Trust Assets may bear interest at rates ranging from 0.5% to 1.5% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FG .....	LIBOR + 0.40%	1.750%	0.40%	8.50%	0	0.0000%
SG .....	14.85% – (LIBOR × 1.8333333)	12.375%	0.00%	14.85%	0	8.1000%

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

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

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

### SECURITY GROUP 1

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

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
  - a. Sequentially, to PA and PF, in that order, until retired
  - b. Concurrently, to FG and SG, pro rata, until retired
  - c. To PH, until retired

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

- a. Concurrently, to MA, MU and MV, pro rata, until retired
  - b. Sequentially, to MB and MC, in that order, until retired
3. Sequentially, to MG, MH, MJ, MK, ML and MN, in that order, until retired

4. To the Scheduled Classes, in that manner and order of priority described in step 2, but without regard to their Aggregate Scheduled Principal Balances, until retired

5. To the PAC Classes, in that manner and order of priority described in step 1, but without regard to their Aggregate Scheduled Principal Balances, until retired

**SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) will be allocated sequentially to AB, AC, AD, AE, AF and AG, in that order, until retired

**SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated concurrently to AJ, AK and AL, pro rata, until retired

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount and the AZ Accrual Amount will be allocated as follows:

- The AZ Accrual Amount as follows:
  - 1. To VA, until retired
  - 2. To AZ, until retired
- The Group 4 Principal Distribution Amount in the following order of priority:
  - 1. Concurrently:
    - a. 50% as follows:
      - i. To AW, until retired
      - ii. Concurrently, to AX and AY, pro rata, until retired
    - b. 50% sequentially, to VA and AZ, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges</u>
FG, PA, PF, PH and SG (in the aggregate) .....	100% PSA through 250% PSA
MA, MB, MC, MU and MV (in the aggregate) .....	120% PSA through 200% PSA

**Accrual Class:** Interest will accrue on the 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 Class until the Distribution Date following the Distribution Date on which the Class Principal Balance of the related Accretion Directed Class has been reduced to zero. Interest so accrued and unpaid on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal." After interest distributions commence on the Accrual Class, interest distributions will continue until the Class Principal Balance of that Class is reduced to zero.

**Notional Class:** The Notional Class will not receive distributions of principal but has a Class Notional Balance for convenience in describing its entitlement to interest. The Class Notional Balance of the Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
PI .....	\$25,909,090	34.5454545455% of Class PA (PAC Class)

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

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

## RISK FACTORS

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

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

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

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

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

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

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

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

***The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the Group 3 and Group 4 Securities.*** The underlying certificates will be sensitive in varying degrees to:

- the rate of payments of principal (including prepayments) of the related mortgage loans, and



- the priorities for the distribution of principal among the classes of the related underlying series.

As described in the related underlying certificate disclosure documents, the underlying certificates included in trust asset Group 3 and Group 4 are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates.

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

***The securities may not be a suitable investment for you.*** The securities, especially the Group 3 and Group 4 Securities and, in particular, support, interest only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

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

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

The yield and prepayment tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

## THE TRUST ASSETS

### General

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

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

### The Underlying Certificates (Group 3 and Group 4)

The Group 3 and Group 4 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See “*Underlying Certificates*” in the *Base Offering Circular*.

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

### The Mortgage Loans

The Mortgage Loans underlying the Group 1 and Group 2 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of

first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, 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 1 and 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 1 and Group 2 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual terms to maturity, loan ages, and in the case of the Group 1 and 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 the following minimum denominations:

<u>Class</u>	<u>Minimum Denomination</u>
PI .....	\$708,000
SG .....	\$ 93,000

## **Distributions**

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

## **Interest Distributions**

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

### *Categories of Classes*

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

### *Accrual Periods*

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

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

#### *Fixed Rate Classes*

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

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

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

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

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

### *Accrual Class*

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

### **Principal Distributions**

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

### *Categories of Classes*

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

### *Notional Class*

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

### **Residual Securities**

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

### **Class Factors**

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

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and interest to be distributed to that Class, and investors in the Accrual Class can calculate the total amount of principal and interest to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on gREX.

*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 Class 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, Attention: Ginnie Mae REMIC Program Agency Group at One Federal Street, 3<sup>rd</sup> Floor, Boston, MA 02110. The Trustee may be contacted by telephone at (617) 603-6451 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). The fee must be paid concurrently with the exchange.

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

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

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

### **General**

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

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

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

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

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

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

Investors in the Group 3 and Group 4 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the Group 3 and Group 4 Securities” in this Supplement.

### **Accretion Directed Class**

Class VA is an Accretion Directed Class. The Accrual Amount will be applied to making principal distributions on that Class as described in this Supplement.

Class VA 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.



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

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

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

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

<b>PAC Classes</b>	<b><u>Initial Effective Ranges</u></b>
FG, PA, PF, PH and SG (in the aggregate) . . . . .	100% PSA through 250% PSA

<b>Scheduled Classes</b>	<b><u>Initial Effective Ranges</u></b>
MA, MB, MC, MU and MV (in the aggregate) . . . . .	120% PSA through 200% PSA

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables 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 shown for any Class in the above tables, 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 Scheduled Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range, if any, for that Class. Further, the

Effective Range for any PAC or Scheduled Class can narrow or shift over time depending on the actual characteristics of the related Mortgage Loans.

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

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC or Scheduled Class, its supporting Classes may be retired earlier than that PAC or Scheduled Class, and the Weighted Average Life of the PAC or Scheduled Class 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 characteristics of the Underlying Certificates, the priorities of distributions on the Underlying Certificates and the following assumptions (the "Modeling Assumptions"), among others:

1. The Mortgage Loans underlying the Group 1 and Group 2 Trust Assets have the assumed characteristics shown under "Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 Trust Assets" in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1 and Group 2 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 and Group 2 Trust Asset is assumed to have a Mortgage Rate of 1.5% 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 and Group 2 Securities are always received on the 20th day of the month, in each case, whether or not a Business Day, commencing in March 2003.

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

5. The Closing Date for the Securities is February 28, 2003.

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

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

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

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

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

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

### **Decrement Tables**

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Classes FG, PG and SG					Classes MA, MU and MV					Class MB					Class MC				
	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2004	100	100	100	100	100	100	100	93	93	93	100	100	100	100	100	100	100	100	100	100
February 2005	100	100	100	100	100	100	100	77	77	77	100	100	100	100	100	100	100	100	100	100
February 2006	100	100	100	100	100	100	100	57	57	0	100	100	100	100	0	100	100	100	100	0
February 2007	100	100	100	100	100	100	100	40	40	0	100	100	100	100	0	100	100	100	100	0
February 2008	100	100	100	100	100	100	100	27	27	0	100	100	100	100	0	100	100	100	100	0
February 2009	100	100	100	100	63	100	100	15	15	0	100	100	100	100	0	100	100	100	100	0
February 2010	100	100	100	100	33	100	100	7	0	0	100	100	100	22	0	100	100	100	100	0
February 2011	100	100	100	100	12	100	100	0	0	0	100	100	100	0	0	100	100	100	24	0
February 2012	100	84	84	84	0	100	100	0	0	0	100	100	77	0	0	100	100	100	0	0
February 2013	100	63	63	63	0	100	94	0	0	0	100	100	52	0	0	100	100	100	0	0
February 2014	100	45	45	45	0	100	79	0	0	0	100	100	21	0	0	100	100	100	0	0
February 2015	100	30	30	30	0	100	59	0	0	0	100	100	0	0	0	100	100	87	0	0
February 2016	100	18	18	18	0	100	33	0	0	0	100	100	0	0	0	100	100	48	0	0
February 2017	100	7	7	7	0	100	4	0	0	0	100	100	0	0	0	100	100	9	0	0
February 2018	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	50	0	0	0
February 2019	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2020	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2021	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2022	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2023	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2024	87	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2025	64	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2026	39	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2027	13	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2028	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2029	0	0	0	0	0	69	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.5	11.0	11.0	11.0	6.6	26.2	12.2	3.7	3.6	2.2	26.7	14.5	10.0	6.8	2.6	26.8	15.0	13.0	7.7	2.7

PSA Prepayment Assumption Rates																				
Distribution Date	Class MG					Class MH					Class MJ					Class MK				
	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2004	100	100	83	77	42	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2005	100	100	44	27	0	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0
February 2006	100	100	0	0	0	100	100	76	0	0	100	100	100	0	0	100	100	100	0	0
February 2007	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2008	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2009	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2010	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2011	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2012	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2013	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2014	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2015	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2016	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2017	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2018	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2019	100	87	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2020	100	70	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2021	100	52	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2022	100	35	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2023	100	17	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2024	100	0	0	0	0	100	98	0	0	0	100	100	0	0	0	100	100	0	0	0
February 2025	100	0	0	0	0	100	0	0	0	0	100	60	0	0	0	100	100	0	0	0
February 2026	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2028	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2030	90	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2031	22	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
February 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.6	18.1	1.8	1.5	0.9	28.4	21.4	3.1	2.5	1.5	28.6	22.1	3.4	2.8	1.6	28.7	22.6	3.7	2.9	1.6

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Class ML					Class MN					Classes PA and PI				
	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2004	100	100	100	100	100	100	100	100	100	100	98	93	93	93	93
February 2005	100	100	100	100	0	100	100	100	100	63	95	80	80	80	80
February 2006	100	100	100	93	0	100	100	100	100	0	92	64	64	64	56
February 2007	100	100	61	0	0	100	100	100	68	0	89	49	49	49	20
February 2008	100	100	0	0	0	100	100	83	28	0	86	34	34	34	0
February 2009	100	100	0	0	0	100	100	60	1	0	82	21	21	21	0
February 2010	100	100	0	0	0	100	100	45	0	0	78	8	8	8	0
February 2011	100	100	0	0	0	100	100	38	0	0	74	0	0	0	0
February 2012	100	100	0	0	0	100	100	36	0	0	70	0	0	0	0
February 2013	100	100	0	0	0	100	100	36	0	0	65	0	0	0	0
February 2014	100	100	0	0	0	100	100	36	0	0	60	0	0	0	0
February 2015	100	100	0	0	0	100	100	36	0	0	55	0	0	0	0
February 2016	100	100	0	0	0	100	100	36	0	0	49	0	0	0	0
February 2017	100	100	0	0	0	100	100	36	0	0	43	0	0	0	0
February 2018	100	100	0	0	0	100	100	33	0	0	36	0	0	0	0
February 2019	100	100	0	0	0	100	100	29	0	0	29	0	0	0	0
February 2020	100	100	0	0	0	100	100	25	0	0	22	0	0	0	0
February 2021	100	100	0	0	0	100	100	22	0	0	14	0	0	0	0
February 2022	100	100	0	0	0	100	100	19	0	0	5	0	0	0	0
February 2023	100	100	0	0	0	100	100	16	0	0	0	0	0	0	0
February 2024	100	100	0	0	0	100	100	13	0	0	0	0	0	0	0
February 2025	100	100	0	0	0	100	100	11	0	0	0	0	0	0	0
February 2026	100	86	0	0	0	100	100	9	0	0	0	0	0	0	0
February 2027	100	8	0	0	0	100	100	7	0	0	0	0	0	0	0
February 2028	100	0	0	0	0	100	83	5	0	0	0	0	0	0	0
February 2029	100	0	0	0	0	100	64	4	0	0	0	0	0	0	0
February 2030	100	0	0	0	0	100	46	3	0	0	0	0	0	0	0
February 2031	100	0	0	0	0	100	28	2	0	0	0	0	0	0	0
February 2032	1	0	0	0	0	100	12	1	0	0	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average															
Life (years)	28.9	23.5	4.1	3.2	1.7	29.5	26.8	10.9	4.5	2.1	11.9	4.0	4.0	4.0	3.0

**PSA Prepayment Assumption Rates**

Distribution Date	Class PF					Class PH				
	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100
February 2004	100	100	100	100	100	100	100	100	100	100
February 2005	100	100	100	100	100	100	100	100	100	100
February 2006	100	100	100	100	100	100	100	100	100	100
February 2007	100	100	100	100	100	100	100	100	100	100
February 2008	100	100	100	100	18	100	100	100	100	100
February 2009	100	100	100	100	0	100	100	100	100	100
February 2010	100	100	100	100	0	100	100	100	100	100
February 2011	100	47	47	47	0	100	100	100	100	100
February 2012	100	0	0	0	0	100	100	100	100	93
February 2013	100	0	0	0	0	100	100	100	100	67
February 2014	100	0	0	0	0	100	100	100	100	47
February 2015	100	0	0	0	0	100	100	100	100	34
February 2016	100	0	0	0	0	100	100	100	100	24
February 2017	100	0	0	0	0	100	100	100	100	17
February 2018	100	0	0	0	0	100	97	97	97	12
February 2019	100	0	0	0	0	100	79	79	79	8
February 2020	100	0	0	0	0	100	64	64	64	6
February 2021	100	0	0	0	0	100	51	51	51	4
February 2022	100	0	0	0	0	100	41	41	41	3
February 2023	47	0	0	0	0	100	32	32	32	2
February 2024	0	0	0	0	0	100	25	25	25	1
February 2025	0	0	0	0	0	100	20	20	20	1
February 2026	0	0	0	0	0	100	15	15	15	1
February 2027	0	0	0	0	0	100	11	11	11	0
February 2028	0	0	0	0	0	61	8	8	8	0
February 2029	0	0	0	0	0	6	6	6	6	0
February 2030	0	0	0	0	0	4	4	4	4	0
February 2031	0	0	0	0	0	2	2	2	2	0
February 2032	0	0	0	0	0	1	1	1	1	0
February 2033	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	20.0	8.0	8.0	8.0	4.9	25.3	19.1	19.1	19.1	11.7

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class AB					Class AC					Class AD				
	0%	100%	175%	250%	350%	0%	100%	175%	250%	350%	0%	100%	175%	250%	350%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2004	92	81	73	66	56	100	100	100	100	100	100	100	100	100	100
February 2005	84	46	20	0	0	100	100	100	96	72	100	100	100	100	100
February 2006	76	1	0	0	0	100	100	65	31	0	100	100	100	100	82
February 2007	66	0	0	0	0	100	70	20	0	0	100	100	100	59	0
February 2008	56	0	0	0	0	100	40	0	0	0	100	100	67	0	0
February 2009	46	0	0	0	0	100	13	0	0	0	100	100	9	0	0
February 2010	35	0	0	0	0	100	0	0	0	0	100	79	0	0	0
February 2011	23	0	0	0	0	100	0	0	0	0	100	40	0	0	0
February 2012	10	0	0	0	0	100	0	0	0	0	100	3	0	0	0
February 2013	0	0	0	0	0	97	0	0	0	0	100	0	0	0	0
February 2014	0	0	0	0	0	87	0	0	0	0	100	0	0	0	0
February 2015	0	0	0	0	0	76	0	0	0	0	100	0	0	0	0
February 2016	0	0	0	0	0	64	0	0	0	0	100	0	0	0	0
February 2017	0	0	0	0	0	52	0	0	0	0	100	0	0	0	0
February 2018	0	0	0	0	0	38	0	0	0	0	100	0	0	0	0
February 2019	0	0	0	0	0	24	0	0	0	0	100	0	0	0	0
February 2020	0	0	0	0	0	9	0	0	0	0	100	0	0	0	0
February 2021	0	0	0	0	0	0	0	0	0	0	88	0	0	0	0
February 2022	0	0	0	0	0	0	0	0	0	0	59	0	0	0	0
February 2023	0	0	0	0	0	0	0	0	0	0	29	0	0	0	0
February 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	5.4	1.8	1.4	1.2	1.0	14.0	4.7	3.4	2.7	2.3	19.3	7.8	5.3	4.1	3.3

**PSA Prepayment Assumption Rates**

Distribution Date	Class AE					Class AF					Class AG				
	0%	100%	175%	250%	350%	0%	100%	175%	250%	350%	0%	100%	175%	250%	350%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2007	100	100	100	100	78	100	100	100	100	100	100	100	100	100	100
February 2008	100	100	100	86	10	100	100	100	100	100	100	100	100	100	100
February 2009	100	100	100	34	0	100	100	100	100	57	100	100	100	100	100
February 2010	100	100	66	0	0	100	100	100	91	16	100	100	100	100	100
February 2011	100	100	30	0	0	100	100	100	54	0	100	100	100	100	87
February 2012	100	100	0	0	0	100	100	98	24	0	100	100	100	100	67
February 2013	100	75	0	0	0	100	100	69	0	0	100	100	100	99	52
February 2014	100	49	0	0	0	100	100	44	0	0	100	100	100	82	40
February 2015	100	25	0	0	0	100	100	22	0	0	100	100	100	67	31
February 2016	100	2	0	0	0	100	100	2	0	0	100	100	100	55	23
February 2017	100	0	0	0	0	100	81	0	0	0	100	100	88	45	18
February 2018	100	0	0	0	0	100	61	0	0	0	100	100	75	37	13
February 2019	100	0	0	0	0	100	42	0	0	0	100	100	65	30	10
February 2020	100	0	0	0	0	100	24	0	0	0	100	100	55	24	8
February 2021	100	0	0	0	0	100	8	0	0	0	100	100	47	20	6
February 2022	100	0	0	0	0	100	0	0	0	0	100	94	39	16	4
February 2023	100	0	0	0	0	100	0	0	0	0	100	82	33	12	3
February 2024	97	0	0	0	0	100	0	0	0	0	100	71	27	10	2
February 2025	70	0	0	0	0	100	0	0	0	0	100	61	22	8	2
February 2026	41	0	0	0	0	100	0	0	0	0	100	52	18	6	1
February 2027	10	0	0	0	0	100	0	0	0	0	100	43	14	4	1
February 2028	0	0	0	0	0	77	0	0	0	0	100	34	11	3	1
February 2029	0	0	0	0	0	42	0	0	0	0	100	26	8	2	0
February 2030	0	0	0	0	0	4	0	0	0	0	100	19	5	1	0
February 2031	0	0	0	0	0	0	0	0	0	0	71	12	3	1	0
February 2032	0	0	0	0	0	0	0	0	0	0	37	6	1	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.7	11.0	7.5	5.7	4.4	25.8	15.7	10.9	8.2	6.2	28.6	23.5	18.6	14.7	11.2

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Classes AJ, AK and AL				
	0%	200%	365%	550%	750%
Initial Percent	100	100	100	100	100
February 2004	100	100	100	100	100
February 2005	100	100	100	100	100
February 2006	100	100	100	100	63
February 2007	100	100	100	53	0
February 2008	100	100	89	0	0
February 2009	100	100	40	0	0
February 2010	100	100	2	0	0
February 2011	100	96	0	0	0
February 2012	100	65	0	0	0
February 2013	100	39	0	0	0
February 2014	100	15	0	0	0
February 2015	100	0	0	0	0
February 2016	100	0	0	0	0
February 2017	100	0	0	0	0
February 2018	100	0	0	0	0
February 2019	100	0	0	0	0
February 2020	100	0	0	0	0
February 2021	100	0	0	0	0
February 2022	100	0	0	0	0
February 2023	100	0	0	0	0
February 2024	100	0	0	0	0
February 2025	100	0	0	0	0
February 2026	100	0	0	0	0
February 2027	88	0	0	0	0
February 2028	54	0	0	0	0
February 2029	19	0	0	0	0
February 2030	0	0	0	0	0
February 2031	0	0	0	0	0
February 2032	0	0	0	0	0
February 2033	0	0	0	0	0
Weighted Average					
Life (years)	25.1	9.7	5.8	4.1	3.2

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Class AW					Classes AX and AY					Class AZ					Class VA					
	0%	300%	582%	900%	1200%	0%	300%	582%	900%	1200%	0%	300%	582%	900%	1200%	0%	300%	582%	900%	1200%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
February 2004	100	100	100	100	100	100	100	100	100	100	107	107	107	107	107	96	96	96	96	96	96
February 2005	100	100	100	100	100	100	100	100	100	100	114	114	114	114	114	92	92	92	92	92	92
February 2006	100	100	100	0	0	100	100	100	52	0	121	121	121	65	0	87	87	87	0	0	0
February 2007	100	100	83	0	0	100	100	100	0	0	130	130	130	0	0	83	83	68	0	0	0
February 2008	100	100	0	0	0	100	100	0	0	0	138	138	0	0	0	78	78	0	0	0	0
February 2009	100	100	0	0	0	100	100	0	0	0	148	148	0	0	0	72	72	0	0	0	0
February 2010	100	100	0	0	0	100	100	0	0	0	157	157	0	0	0	66	66	0	0	0	0
February 2011	100	26	0	0	0	100	100	0	0	0	168	162	0	0	0	60	0	0	0	0	0
February 2012	100	0	0	0	0	100	27	0	0	0	179	34	0	0	0	54	0	0	0	0	0
February 2013	100	0	0	0	0	100	0	0	0	0	191	0	0	0	0	47	0	0	0	0	0
February 2014	100	0	0	0	0	100	0	0	0	0	204	0	0	0	0	39	0	0	0	0	0
February 2015	100	0	0	0	0	100	0	0	0	0	218	0	0	0	0	31	0	0	0	0	0
February 2016	100	0	0	0	0	100	0	0	0	0	232	0	0	0	0	23	0	0	0	0	0
February 2017	100	0	0	0	0	100	0	0	0	0	248	0	0	0	0	13	0	0	0	0	0
February 2018	100	0	0	0	0	100	0	0	0	0	264	0	0	0	0	4	0	0	0	0	0
February 2019	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2020	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2021	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2022	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2023	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2024	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2025	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2026	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2027	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2028	100	0	0	0	0	100	0	0	0	0	271	0	0	0	0	0	0	0	0	0	0
February 2029	8	0	0	0	0	100	0	0	0	0	136	0	0	0	0	0	0	0	0	0	0
February 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
February 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	25.7	7.8	4.2	2.7	2.1	26.4	8.8	4.7	3.0	2.3	26.0	8.6	4.7	3.0	2.3	9.0	6.3	3.8	2.6	2.0	



## Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios in the case of the Group 3 and Group 4 Securities, the investor's own projection of principal payment rates on the Underlying Certificates 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, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

### *Prepayments: Effect on Yields*

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Class. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Class. In addition, the Floating

Rate Class will not benefit from a higher yield at high levels of LIBOR and the Inverse Floating Rate Class may not benefit from particularly low levels of LIBOR because the rate on such Class is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

*Payment Delay: Effect on Yields of the Fixed Rate Classes*

The effective yield on any Fixed Rate Class (other than any fixed rate MX Class that is formed from one or more non-delay Classes) will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days’ interest will be payable on (or added to the principal amount of) that Class even though interest began to accrue approximately 50 days earlier.

**Yield Tables**

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

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to the Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest is as

indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

**SECURITY GROUP 1**

**Sensitivity of Class PI to Prepayments  
Assumed Price 17.278%\***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>407%</u>	<u>450%</u>
9.5%	9.5%	9.5%	0.1%	(3.4)%

**Sensitivity of Class SG to Prepayments  
Assumed Price 107.375%\***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>450%</u>
0.35% .....	13.3%	13.3%	13.3%	12.9%
1.35% .....	11.5%	11.5%	11.5%	11.1%
4.35% .....	6.1%	6.1%	6.1%	5.7%
8.10% and above .....	(0.6)%	(0.6)%	(0.6)%	(1.0)%

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

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

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

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

**REMIC Elections**

In the opinion of Kennedy Covington Lobdell & Hickman, L.L.P., 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 REMICs for federal income tax purposes. Income on the Regular Securities must be reported under an accrual method of accounting.

The Class PI Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of

Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the original issue discount (“OID”) rules based on the expected payments on these securities at the prepayment assumption described below.

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

Other than the Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics and the prepayment assumption described below and, in the case of the Floating Rate and Inverse Floating Rate Classes, the constant LIBOR value described below, no Classes are expected to be issued with OID.

Prospective investors in the Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 220% in the case of the Group 1 Securities, 175% in the case of the Group 2 Securities, 365% in the case of the Group 3 Securities and 582% in the case of the Group 4 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Group 1 Floating Rate and Inverse Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 1.35% in the case of the Group Securities. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying the 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.

OID accruals on the Underlying Certificates will be computed using the same prepayment assumption as set forth above.

The Regular Securities generally will be treated as “regular interests” in a REMIC for domestic building and loan associations, “permitted assets” for financial asset securitization investment trusts (“FASITs”), 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 related 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 assumption described above, the residual interests represented by the Residual Securities will be treated as “noneconomic residual interests” as that term is defined in Treasury regulations.

The proposed Treasury Regulations referred to in the Base Offering Circular relating to transfers of noneconomic residual interests were finalized recently. See “Certain Federal Income Tax Consequences — Tax Treatment of Residual Securities — Non-Recognition of Certain Transfers for Federal Income Tax Purposes” in the Base Offering Circular. With certain exceptions, the final regulations incorporate the safe harbor rules in the proposed regulations (the “present value test”) and in Revenue Procedure 2001-12 (the “asset test”). Among other things, the final regulations modify the present value test to require use of the federal short term rate for the month of transfer for purposes of the present value calculations. In addition, in order to qualify for either safe harbor (the present value or asset test), a transfer of a noneconomic residual interest may not be to a foreign permanent establishment or fixed base of a U.S. taxpayer (an “offshore location”), and each transferee must represent that it will not cause income from the noneconomic residual interest to be attributable to an offshore location of the transferee or another U.S. taxpayer. The final regulations generally apply to transfers of noneconomic residual interests occurring on or after February 4, 2000, although the modifications noted above generally apply to transfers occurring on or after August 19, 2002.

Prospective Holders of Residual Securities should consult their tax advisors regarding the final regulations and their application to transfers of Residual Securities.

### **Reportable Transactions**

As currently written, recent Temporary and Proposed Treasury Regulations (the “New Regulations”) meant to require the reporting of abusive tax shelters (“Reportable Transactions”) could be read to cover transactions generally not regarded as tax shelters, including certain securitizations of financial assets. Under the New Regulations, transactions may be characterized as Reportable Transactions for a variety of reasons, one or more of which may apply to an investment in the Securities. You should be aware that Ginnie Mae and others may be required to disclose information with respect to your Securities. Investors should consult their own tax advisors to determine their tax return disclosure obligations, if any, with respect to their investment in the Securities, including any requirement to file IRS Form 8886 (Reportable Transaction Disclosure Statement). The New Regulations regarding tax return disclosure generally are effective for transactions occurring on or after January 1, 2003.

## **MX Securities**

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

## **ERISA MATTERS**

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

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

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

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

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

## **LEGAL INVESTMENT CONSIDERATIONS**

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

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

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

## **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) February 1, 2003 on the Fixed Rate Classes, and (2) February 20, 2003 on the Floating Rate and Inverse Floating Rate

Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

#### **INCREASE IN SIZE**

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

#### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Sidley Austin Brown & Wood LLP, New York, New York, for the Trust by Kennedy Covington Lobdell & Hickman, L.L.P., and for the Trustee by Nixon Peabody, LLP.

Schedule I

Available Combination (1)

Class	REMIC Securities		MX Securities					Final Distribution Date (4)
	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance (2)	Principal Type (3)	Interest Rate	Interest Type (3)	CUSIP Number	
Security Group 1								
Combination 1								
FG	\$22,698,823	PG	\$35,080,000	PAC	5.5%	FIX	38373Y5H3	February 2032
SG	12,381,177							

(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.



**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
Initial Balance .....	\$130,349,000.00	\$12,150,000.00
March 2003 .....	130,080,010.38	12,131,575.22
April 2003 .....	129,779,648.52	12,107,027.83
May 2003 .....	129,448,000.61	12,076,375.99
June 2003 .....	129,085,169.08	12,039,644.78
July 2003 .....	128,691,272.56	11,996,866.25
August 2003 .....	128,266,445.83	11,948,079.36
September 2003 .....	127,810,839.79	11,893,330.00
October 2003 .....	127,324,621.33	11,832,670.93
November 2003 .....	126,807,973.31	11,766,161.77
December 2003 .....	126,261,094.45	11,693,868.86
January 2004 .....	125,684,199.15	11,615,865.34
February 2004 .....	125,077,517.47	11,532,230.95
March 2004 .....	124,441,294.91	11,443,051.99
April 2004 .....	123,775,792.29	11,348,421.26
May 2004 .....	123,081,285.55	11,248,437.94
June 2004 .....	122,358,065.62	11,143,207.42
July 2004 .....	121,606,438.21	11,032,841.28
August 2004 .....	120,826,723.55	10,917,457.09
September 2004 .....	120,019,256.25	10,797,178.30
October 2004 .....	119,184,385.01	10,672,134.09
November 2004 .....	118,322,472.40	10,542,459.20
December 2004 .....	117,433,894.61	10,408,293.77
January 2005 .....	116,519,041.14	10,269,783.20
February 2005 .....	115,578,314.58	10,127,077.92
March 2005 .....	114,612,130.26	9,980,333.24
April 2005 .....	113,620,915.98	9,829,709.12
May 2005 .....	112,605,111.69	9,675,370.00
June 2005 .....	111,565,169.15	9,517,484.59
July 2005 .....	110,530,567.78	9,361,884.94
August 2005 .....	109,501,280.12	9,208,550.97
September 2005 .....	108,477,278.84	9,057,462.77
October 2005 .....	107,458,536.75	8,908,600.58
November 2005 .....	106,445,026.80	8,761,944.77
December 2005 .....	105,436,722.08	8,617,475.89
January 2006 .....	104,433,595.83	8,475,174.61
February 2006 .....	103,435,621.40	8,335,021.80
March 2006 .....	102,442,772.30	8,196,998.41
April 2006 .....	101,455,022.18	8,061,085.58

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
May 2006	\$100,472,344.80	\$ 7,927,264.59
June 2006	99,494,714.09	7,795,516.84
July 2006	98,522,104.07	7,665,823.92
August 2006	97,554,488.94	7,538,167.52
September 2006	96,591,842.99	7,412,529.49
October 2006	95,634,140.69	7,288,891.81
November 2006	94,681,356.59	7,167,236.61
December 2006	93,733,465.41	7,047,546.16
January 2007	92,790,441.98	6,929,802.85
February 2007	91,852,261.26	6,813,989.22
March 2007	90,918,898.35	6,700,087.95
April 2007	89,990,328.47	6,588,081.84
May 2007	89,066,526.98	6,477,953.83
June 2007	88,147,469.33	6,369,687.00
July 2007	87,233,131.15	6,263,264.53
August 2007	86,323,488.15	6,158,669.79
September 2007	85,418,516.18	6,055,886.22
October 2007	84,518,191.24	5,954,897.41
November 2007	83,622,489.40	5,855,687.10
December 2007	82,731,386.90	5,758,239.12
January 2008	81,844,860.08	5,662,537.45
February 2008	80,962,885.42	5,568,566.18
March 2008	80,085,439.49	5,476,309.53
April 2008	79,212,499.00	5,385,751.86
May 2008	78,344,040.79	5,296,877.62
June 2008	77,480,041.80	5,209,671.41
July 2008	76,620,479.09	5,124,117.93
August 2008	75,765,329.86	5,040,202.00
September 2008	74,914,571.40	4,957,908.59
October 2008	74,068,181.13	4,877,222.74
November 2008	73,226,136.58	4,798,129.65
December 2008	72,388,415.40	4,720,614.61
January 2009	71,554,995.36	4,644,663.03
February 2009	70,725,854.34	4,570,260.44
March 2009	69,900,970.33	4,497,392.47
April 2009	69,080,321.44	4,426,044.88
May 2009	68,263,885.87	4,356,203.56
June 2009	67,451,641.98	4,287,854.44
July 2009	66,643,568.19	4,220,983.64
August 2009	65,839,643.05	4,155,577.35
September 2009	65,039,845.24	4,091,621.87
October 2009	64,244,153.53	4,029,103.61
November 2009	63,452,546.79	3,968,009.10

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
December 2009 .....	\$ 62,665,004.02	\$ 3,908,324.96
January 2010 .....	61,881,504.31	3,850,037.93
February 2010 .....	61,102,026.88	3,793,134.83
March 2010 .....	60,326,551.04	3,737,602.61
April 2010 .....	59,555,056.20	3,683,428.32
May 2010 .....	58,787,521.89	3,630,599.10
June 2010 .....	58,023,927.74	3,579,102.19
July 2010 .....	57,264,253.48	3,528,924.97
August 2010 .....	56,508,478.97	3,480,054.85
September 2010 .....	55,756,584.13	3,432,479.40
October 2010 .....	55,008,549.02	3,386,186.27
November 2010 .....	54,264,353.78	3,341,163.21
December 2010 .....	53,523,978.68	3,297,398.03
January 2011 .....	52,787,404.05	3,254,878.71
February 2011 .....	52,054,610.35	3,213,593.28
March 2011 .....	51,325,578.14	3,173,529.86
April 2011 .....	50,600,288.07	3,134,676.68
May 2011 .....	49,878,720.90	3,097,022.05
June 2011 .....	49,160,857.47	3,060,554.40
July 2011 .....	48,446,678.75	3,025,262.22
August 2011 .....	47,736,165.77	2,991,134.13
September 2011 .....	47,029,299.69	2,958,158.80
October 2011 .....	46,326,061.75	2,926,325.00
November 2011 .....	45,626,433.28	2,895,621.63
December 2011 .....	44,930,395.74	2,866,037.62
January 2012 .....	44,239,957.10	2,835,535.57
February 2012 .....	43,559,521.41	2,799,682.19
March 2012 .....	42,888,948.17	2,758,588.93
April 2012 .....	42,228,098.82	2,712,365.47
May 2012 .....	41,576,836.69	2,661,534.18
June 2012 .....	40,935,027.04	2,609,290.59
July 2012 .....	40,302,536.94	2,555,679.18
August 2012 .....	39,679,235.33	2,500,743.50
September 2012 .....	39,064,992.96	2,444,526.23
October 2012 .....	38,459,682.35	2,387,069.21
November 2012 .....	37,863,177.78	2,328,413.47
December 2012 .....	37,275,355.29	2,268,599.18
January 2013 .....	36,696,092.61	2,207,665.72
February 2013 .....	36,125,269.18	2,145,651.65
March 2013 .....	35,562,766.08	2,082,594.80
April 2013 .....	35,008,466.07	2,018,532.18
May 2013 .....	34,462,253.50	1,953,500.08
June 2013 .....	33,924,014.33	1,887,534.04

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
July 2013	\$ 33,393,636.11	\$ 1,820,668.85
August 2013	32,871,007.93	1,752,938.61
September 2013	32,356,020.41	1,684,376.71
October 2013	31,848,565.72	1,615,015.82
November 2013	31,348,537.47	1,544,887.99
December 2013	30,855,830.79	1,474,024.53
January 2014	30,370,342.23	1,402,456.15
February 2014	29,891,969.79	1,330,212.89
March 2014	29,420,612.88	1,257,324.14
April 2014	28,956,172.30	1,183,818.71
May 2014	28,498,550.22	1,109,724.76
June 2014	28,047,650.18	1,035,069.86
July 2014	27,603,377.04	959,880.99
August 2014	27,165,637.00	884,184.54
September 2014	26,734,337.54	808,006.35
October 2014	26,309,387.43	731,371.68
November 2014	25,890,696.71	654,305.25
December 2014	25,478,176.67	576,831.21
January 2015	25,071,739.82	498,973.23
February 2015	24,671,299.89	420,754.42
March 2015	24,276,771.80	342,197.39
April 2015	23,888,071.67	263,324.24
May 2015	23,505,116.77	184,156.57
June 2015	23,127,825.52	104,715.50
July 2015	22,756,117.48	25,021.67
August 2015	22,389,913.31	0.00
September 2015	22,029,134.80	0.00
October 2015	21,673,704.80	0.00
November 2015	21,323,547.25	0.00
December 2015	20,978,587.14	0.00
January 2016	20,638,750.50	0.00
February 2016	20,303,964.40	0.00
March 2016	19,974,156.92	0.00
April 2016	19,649,257.13	0.00
May 2016	19,329,195.10	0.00
June 2016	19,013,901.86	0.00
July 2016	18,703,309.42	0.00
August 2016	18,397,350.72	0.00
September 2016	18,095,959.64	0.00
October 2016	17,799,070.97	0.00
November 2016	17,506,620.44	0.00
December 2016	17,218,544.63	0.00
January 2017	16,934,781.04	0.00

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
February 2017 .....	\$ 16,655,268.03	\$ 0.00
March 2017 .....	16,379,944.82	0.00
April 2017 .....	16,108,751.47	0.00
May 2017 .....	15,841,628.88	0.00
June 2017 .....	15,578,518.78	0.00
July 2017 .....	15,319,363.71	0.00
August 2017 .....	15,064,107.00	0.00
September 2017 .....	14,812,692.81	0.00
October 2017 .....	14,565,066.02	0.00
November 2017 .....	14,321,172.33	0.00
December 2017 .....	14,080,958.18	0.00
January 2018 .....	13,844,370.75	0.00
February 2018 .....	13,611,357.98	0.00
March 2018 .....	13,381,868.51	0.00
April 2018 .....	13,155,851.72	0.00
May 2018 .....	12,933,257.68	0.00
June 2018 .....	12,714,037.18	0.00
July 2018 .....	12,498,141.68	0.00
August 2018 .....	12,285,523.33	0.00
September 2018 .....	12,076,134.95	0.00
October 2018 .....	11,869,930.00	0.00
November 2018 .....	11,666,862.62	0.00
December 2018 .....	11,466,887.58	0.00
January 2019 .....	11,269,960.28	0.00
February 2019 .....	11,076,036.75	0.00
March 2019 .....	10,885,073.63	0.00
April 2019 .....	10,697,028.18	0.00
May 2019 .....	10,511,858.24	0.00
June 2019 .....	10,329,522.27	0.00
July 2019 .....	10,149,979.27	0.00
August 2019 .....	9,973,188.87	0.00
September 2019 .....	9,799,111.22	0.00
October 2019 .....	9,627,707.05	0.00
November 2019 .....	9,458,937.63	0.00
December 2019 .....	9,292,764.80	0.00
January 2020 .....	9,129,150.90	0.00
February 2020 .....	8,968,058.83	0.00
March 2020 .....	8,809,451.99	0.00
April 2020 .....	8,653,294.31	0.00
May 2020 .....	8,499,550.22	0.00
June 2020 .....	8,348,184.64	0.00
July 2020 .....	8,199,163.01	0.00
August 2020 .....	8,052,451.23	0.00

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
September 2020.....	\$ 7,908,015.69	\$ 0.00
October 2020 .....	7,765,823.26	0.00
November 2020 .....	7,625,841.26	0.00
December 2020 .....	7,488,037.50	0.00
January 2021 .....	7,352,380.20	0.00
February 2021 .....	7,218,838.07	0.00
March 2021 .....	7,087,380.24	0.00
April 2021 .....	6,957,976.27	0.00
May 2021 .....	6,830,596.17	0.00
June 2021 .....	6,705,210.35	0.00
July 2021 .....	6,581,789.66	0.00
August 2021 .....	6,460,305.34	0.00
September 2021.....	6,340,729.05	0.00
October 2021 .....	6,223,032.85	0.00
November 2021 .....	6,107,189.19	0.00
December 2021 .....	5,993,170.91	0.00
January 2022.....	5,880,951.23	0.00
February 2022 .....	5,770,503.77	0.00
March 2022.....	5,661,802.48	0.00
April 2022 .....	5,554,821.73	0.00
May 2022 .....	5,449,536.22	0.00
June 2022 .....	5,345,921.01	0.00
July 2022 .....	5,243,951.52	0.00
August 2022 .....	5,143,603.53	0.00
September 2022.....	5,044,853.14	0.00
October 2022 .....	4,947,676.80	0.00
November 2022 .....	4,852,051.30	0.00
December 2022 .....	4,757,953.75	0.00
January 2023.....	4,665,361.58	0.00
February 2023 .....	4,574,252.56	0.00
March 2023.....	4,484,604.75	0.00
April 2023 .....	4,396,396.55	0.00
May 2023 .....	4,309,606.64	0.00
June 2023 .....	4,224,214.02	0.00
July 2023 .....	4,140,197.98	0.00
August 2023 .....	4,057,538.12	0.00
September 2023.....	3,976,214.30	0.00
October 2023 .....	3,896,206.69	0.00
November 2023 .....	3,817,495.74	0.00
December 2023 .....	3,740,062.18	0.00
January 2024.....	3,663,887.00	0.00
February 2024 .....	3,588,951.48	0.00
March 2024.....	3,515,237.14	0.00

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
April 2024 .....	\$ 3,442,725.80	\$ 0.00
May 2024 .....	3,371,399.51	0.00
June 2024 .....	3,301,240.59	0.00
July 2024 .....	3,232,231.60	0.00
August 2024 .....	3,164,355.37	0.00
September 2024 .....	3,097,594.95	0.00
October 2024 .....	3,031,933.65	0.00
November 2024 .....	2,967,355.02	0.00
December 2024 .....	2,903,842.83	0.00
January 2025 .....	2,841,381.09	0.00
February 2025 .....	2,779,954.04	0.00
March 2025 .....	2,719,546.14	0.00
April 2025 .....	2,660,142.09	0.00
May 2025 .....	2,601,726.79	0.00
June 2025 .....	2,544,285.37	0.00
July 2025 .....	2,487,803.15	0.00
August 2025 .....	2,432,265.68	0.00
September 2025 .....	2,377,658.72	0.00
October 2025 .....	2,323,968.23	0.00
November 2025 .....	2,271,180.37	0.00
December 2025 .....	2,219,281.48	0.00
January 2026 .....	2,168,258.14	0.00
February 2026 .....	2,118,097.08	0.00
March 2026 .....	2,068,785.24	0.00
April 2026 .....	2,020,309.76	0.00
May 2026 .....	1,972,657.93	0.00
June 2026 .....	1,925,817.26	0.00
July 2026 .....	1,879,775.42	0.00
August 2026 .....	1,834,520.26	0.00
September 2026 .....	1,790,039.80	0.00
October 2026 .....	1,746,322.25	0.00
November 2026 .....	1,703,355.97	0.00
December 2026 .....	1,661,129.50	0.00
January 2027 .....	1,619,631.55	0.00
February 2027 .....	1,578,850.98	0.00
March 2027 .....	1,538,776.82	0.00
April 2027 .....	1,499,398.25	0.00
May 2027 .....	1,460,704.61	0.00
June 2027 .....	1,422,685.40	0.00
July 2027 .....	1,385,330.27	0.00
August 2027 .....	1,348,629.02	0.00
September 2027 .....	1,312,571.59	0.00
October 2027 .....	1,277,148.07	0.00

<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
November 2027 .....	\$ 1,242,348.69	\$ 0.00
December 2027 .....	1,208,163.85	0.00
January 2028 .....	1,174,584.04	0.00
February 2028 .....	1,141,599.92	0.00
March 2028 .....	1,109,202.30	0.00
April 2028 .....	1,077,382.07	0.00
May 2028 .....	1,046,130.32	0.00
June 2028 .....	1,015,438.21	0.00
July 2028 .....	985,297.06	0.00
August 2028 .....	955,698.32	0.00
September 2028 .....	926,633.55	0.00
October 2028 .....	898,094.43	0.00
November 2028 .....	870,072.78	0.00
December 2028 .....	842,560.52	0.00
January 2029 .....	815,549.70	0.00
February 2029 .....	789,032.49	0.00
March 2029 .....	763,001.16	0.00
April 2029 .....	737,448.10	0.00
May 2029 .....	712,365.81	0.00
June 2029 .....	687,746.90	0.00
July 2029 .....	663,584.10	0.00
August 2029 .....	639,870.23	0.00
September 2029 .....	616,598.21	0.00
October 2029 .....	593,761.09	0.00
November 2029 .....	571,352.00	0.00
December 2029 .....	549,364.18	0.00
January 2030 .....	527,790.96	0.00
February 2030 .....	506,625.79	0.00
March 2030 .....	485,862.18	0.00
April 2030 .....	465,493.78	0.00
May 2030 .....	445,514.29	0.00
June 2030 .....	425,917.54	0.00
July 2030 .....	406,697.42	0.00
August 2030 .....	387,847.93	0.00
September 2030 .....	369,363.15	0.00
October 2030 .....	351,237.26	0.00
November 2030 .....	333,464.50	0.00
December 2030 .....	316,039.22	0.00
January 2031 .....	298,955.84	0.00
February 2031 .....	282,208.88	0.00
March 2031 .....	265,792.91	0.00
April 2031 .....	249,702.61	0.00
May 2031 .....	233,932.73	0.00



<u>Distribution Date</u>	<u>Classes FG, PA, PF, PH and SG (in the aggregate)</u>	<u>Classes MA, MB, MC, MU and MV (in the aggregate)</u>
June 2031 .....	\$ 218,478.08	\$ 0.00
July 2031 .....	203,333.58	0.00
August 2031 .....	188,494.20	0.00
September 2031 .....	173,954.99	0.00
October 2031 .....	159,711.08	0.00
November 2031 .....	145,757.66	0.00
December 2031 .....	132,090.02	0.00
January 2032 .....	118,703.48	0.00
February 2032 .....	105,593.46	0.00
March 2032 .....	92,755.44	0.00
April 2032 .....	80,184.96	0.00
May 2032 .....	67,877.63	0.00
June 2032 .....	55,829.14	0.00
July 2032 .....	44,035.23	0.00
August 2032 .....	32,491.69	0.00
September 2032 .....	21,194.41	0.00
October 2032 .....	10,139.32	0.00
November 2032 and thereafter .....	0.00	0.00

**Exhibit A**

**Underlying Certificates**

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae 2003-009	AC	1/30/2003	38373YTR5	5.5%	FIX	April 2030	SEQ	\$48,769,000	1.00000000	\$16,000,000	32.8077362195%	6.280%	354	4	II
4	Ginnie Mae 2002-63	AF	9/30/2002	38373VNJ5	6.0%	FIX	December 2030	SEQ	\$23,944,000	1.00000000	\$22,244,000	92.9001002339%	6.979%	345	8	II

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

(2) Underlying Certificate Factors are as of February 01, 2003.

**Cover Pages and Terms Sheets  
from Underlying Certificate Disclosure Documents**

**Offering Circular Supplement  
(To Base Offering Circular dated January 1, 2002)**

**\$300,000,000**

**Government National Mortgage Association**

**GINNIE MAE®**



**Guaranteed REMIC Pass-Through  
Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2003-009**



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

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

**The 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 January 30, 2003.

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.

**Merrill Lynch & Co.**

**Utendahl Capital Partners, L.P.**

The date of this Offering Circular Supplement is January 22, 2003

### Ginnie Mae REMIC Trust 2003-009

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.

<b>Class of REMIC Securities</b>	<b>Original Principal Balance(2)</b>	<b>Interest Rate</b>	<b>Principal Type(3)</b>	<b>Interest Type(3)</b>	<b>Final Distribution Date(4)</b>	<b>CUSIP Number</b>
AC(1) .....	\$ 48,769,000	5.50%	SEQ	FIX	April 2030	38373YTR5
AG(1) .....	127,487,334	4.25	SEQ	FIX	August 2027	38373YTS3
F(1) .....	63,743,666	(5)	SEQ	FLT	August 2027	38373YTT1
S(1) .....	63,743,666	(5)	NTL(SEQ)	INV/IO	August 2027	38373YTU8
VA .....	11,240,000	5.50	SEQ/AD	FIX	August 2010	38373YTV6
VB .....	26,760,000	5.50	SEQ/AD	FIX	May 2021	38373YTW4
Z .....	22,000,000	5.50	SEQ	FIX/Z	January 2033	38373YTX2
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	January 2033	38373YTY0

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

**TERMS SHEET**

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

**Sponsor:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Trustee:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** January 30, 2003

**Distribution:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in February 2003.

**Trust Assets:**

<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
Ginnie Mae II	5.50%	30

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

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
\$300,000,000	357	3	6.28%

<sup>1</sup> As of January 1, 2003.

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

<sup>3</sup> The Mortgage Loans underlying the Trust Assets may bear interest at rates ranging from 0.5% to 1.5% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
F .....	LIBOR + 0.40%	1.77%	0.4%	8.0%	0	0.00%
S .....	7.60% – LIBOR	6.23%	0.0%	7.6%	0	7.60%

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

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

**Allocation of Principal:** On each Distribution Date, a percentage of the Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the “Adjusted Principal Distribution Amount”) and the Accrual Amount will be allocated as follows:

- The Accrual Amount sequentially to VA, VB and Z, in that order
- The Adjusted Principal Distribution Amount in the following order of priority:
  1. Concurrently to F and AG, pro rata, until retired
  2. Sequentially to AC, VA, VB, and Z, in that order, until retired

**Accrual Class:** Interest will accrue on the 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 Class as interest. Interest so accrued on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

**Notional Class:** The Notional Class will not receive distributions of principal but has a Class Notional Balance for convenience in describing its entitlement to interest. The Class Notional Balance of the Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
S .....	\$63,743,666	100% of F (SEQ Class)

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

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

**Offering Circular Supplement  
(To Base Offering Circular dated January 1, 2002)**

**\$500,000,000**

**Government National Mortgage Association  
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2002-63**



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

**See “Risk Factors” beginning on page S-7 which highlights some of these risks.**

**The 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 September 30, 2002.

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

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

**BANC OF AMERICA SECURITIES LLC**

**BLAYLOCK & PARTNERS, L.P.**

The date of this Offering Circular Supplement is September 20, 2002.



### Ginnie Mae REMIC Trust 2002-63

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
<b>Security Group 1</b>						
AC(1) .....	\$233,204,000	6.00%	SEQ	FIX	October 2029	38373VNH9
AF(1) .....	23,944,000	6.00	SEQ	FIX	December 2030	38373VNJ5
AG .....	24,852,000	6.00	SEQ	FIX	January 2032	38373VNK2
NP .....	3,000,000	6.00	SEQ	FIX	September 2032	38373VNL0
NU .....	2,500,000	6.25	SEQ	FIX	September 2032	38373VNM8
NT .....	2,500,000	5.75	SEQ	FIX	September 2032	38373VNN6
NW .....	7,100,000	6.00	SEQ	FIX	July 2032	38373VNP1
NY .....	2,900,000	6.00	SEQ	FIX	September 2032	38373VNQ9
<b>Security Group 2</b>						
FD .....	100,000,000	(5)	PT	FLT	September 2032	38373VNR7
SE .....	50,000,000	(5)	NTL(SEQ)	INV/IO	October 2024	38373VNS5
SF .....	50,000,000	(5)	NTL(SEQ)	INV/IO	September 2032	38373VNT3
<b>Security Group 3</b>						
FT(1) .....	81,250,000	(5)	PT	FLT	September 2032	38373VNU0
PO(1) .....	18,750,000	0.00	PT	PO	September 2032	38373VNV8
ST .....	50,000,000	(5)	NTL(SEQ)	INV/IO	June 2024	38373VNW6
SU .....	50,000,000	(5)	NTL(SEQ)	INV/IO	September 2032	38373VNX4
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	September 2032	38373VNY2

- (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 Notional Classes are labeled as “(SEQ)” because their Class Notional Balances will be reduced sequentially with each other.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.

## TERMS SHEET

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

**Sponsor:** Banc of America Securities LLC

**Trustee:** State Street Bank and Trust Company

**Tax Administrator:** The Trustee

**Closing Date:** September 30, 2002

**Distribution Dates:** For the Group 1 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2002. For the Group 2 and Group 3 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in October 2002.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.0%	30
2	Ginnie Mae I	7.0%	30
3	Ginnie Mae I	6.5%	30

**Security Groups:** This series of Securities consists of three 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 Assets<sup>(1)</sup>:**

<u>Principal Balance<sup>(2)</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>(3)</sup></u>
<b>Group 1 Trust Assets</b> \$300,000,000	355	4	6.75%
<b>Group 2 Trust Assets</b> \$100,000,000	350	5	7.50%
<b>Group 3 Trust Assets</b> \$100,000,000	347	13	7.00%

<sup>(1)</sup> As of September 1, 2002.

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

<sup>(3)</sup> The Mortgage Loans underlying the Group 1 Trust Assets may bear interest at rates ranging from 0.5% to 1.5% per annum above the related Certificate Rate.

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

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FD	LIBOR + 0.72%	2.530000%	0.720000%	7.00%	0	0.00%
FT	(LIBOR × 1.230769) + 1.070769%	3.286153%	1.070769%	8.00%	0	0.00%
SE	6.28% – LIBOR	4.470000%	0.000000%	6.28%	0	6.28%
SF	6.28% – LIBOR	4.470000%	0.000000%	6.28%	0	6.28%
ST	5.63% – LIBOR	3.830000%	0.000000%	5.63%	0	5.63%
SU	5.63% – LIBOR	3.830000%	0.000000%	5.63%	0	5.63%
TF	LIBOR + 0.87%	2.670000%	0.870000%	6.50%	0	0.00%

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

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

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

#### **SECURITY GROUP 1**

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

1. To AC, AF and AG, in that order, until retired
2. Concurrently:
  - a. 55.555555556% to NW and NY, in that order, until retired
  - b. 44.444444444% to NP, NT and NU, pro rata, until retired

**SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the “Group 2 Adjusted Principal Distribution Amount”) will be allocated to FD, 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 to FT and PO, pro rata, until retired.

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI .....	\$58,301,000	25% of AC (SEQ Class)
DI .....	\$64,287,000	25% of AC and AF in the aggregate (SEQ Classes)
SE .....	\$50,000,000	100% of the first \$50,000,000 of FD (PT Class)
SF .....	\$50,000,000	100% of the second \$50,000,000 of FD (PT Class)
ST .....	\$50,000,000	100% of the first \$50,000,000 of FT and PO in the aggregate (PT Classes)
SU .....	\$50,000,000	100% of the second \$50,000,000 of FT and PO in the aggregate (PT Classes)

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

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



**\$251,554,000**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2003-013**

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***OFFERING CIRCULAR SUPPLEMENT***  
***February 21, 2003***

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**BANC OF AMERICA SECURITIES LLC**  
**ORMES CAPITAL MARKETS, INC.**