

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

\$1,114,244,404

Government National Mortgage Association



GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2002-05**



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 (1) Ginnie Mae Certificates and (2) certain callable securities.

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, 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.

JPMorgan

Blaylock & Partners, L.P.

The date of this Offering Circular Supplement is January 23, 2002.

Ginnie Mae REMIC Trust 2002-05

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
Security Group 1						
A	\$184,493,000	6.5%	SEQ/CC	FIX	July 2027	38373TA62
AB	2,552,000	7.0	SEQ/CC	FIX	December 2029	38373TA70
AC	19,324,500	7.0	SEQ/CC	FIX	November 2030	38373TA88
AD	27,955,500	7.0	SEQ/CC	FIX	January 2032	38373TA96
AE	3,469,680	7.0	SEQ/CC	FIX	February 2029	38373TB20
AG	5,108,140	7.0	SEQ/CC	FIX	May 2029	38373TB38
AH	4,626,240	7.0	SEQ/CC	FIX	August 2029	38373TB46
AJ	6,071,940	7.0	SEQ/CC	FIX	December 2029	38373TB53
B	25,336,500	6.5	SEQ/CC	FIX	November 2028	38373TB61
C(1)	15,746,500	6.0	SEQ/CC	FIX	July 2027	38373TB79
IO(1)	1,211,269	6.5	NTL(SEQ)/CC	FIX/IO	July 2027	38373TB87
PO	5,316,000	0.0	SEQ/CC	PO	January 2032	38373TB95
Security Group 2						
GB(1)	75,192,000	6.0	SEQ/CC	FIX	November 2028	38373TC29
GC	2,500,000	7.0	SEQ/CC	FIX	April 2029	38373TC37
GD	3,500,000	7.0	SEQ/CC	FIX	October 2029	38373TC45
GE	2,000,000	7.0	SEQ/CC	FIX	February 2030	38373TC52
GH	2,500,000	7.0	SEQ/CC	FIX	June 2030	38373TC60
GI	4,000,000	7.0	SEQ/CC	FIX	December 2030	38373TC78
GJ(1)	5,784,000	6.5	NTL(SEQ)/CC	FIX/IO	November 2028	38373TC86
GK	8,536,000	7.0	SEQ/CC	FIX	January 2032	38373TC94
GP	1,772,000	0.0	SEQ/CC	PO	January 2032	38373TD28
Security Group 3						
DG	31,903,000	6.5	SUP	FIX	April 2031	38373TD36
DH	5,443,000	6.5	SUP	FIX	August 2031	38373TD44
DK(1)	53,428,000	6.5	SUP	FIX	March 2031	38373TD51
DL(1)	4,490,000	6.5	SUP	FIX	May 2031	38373TD69
DM(1)	9,428,000	6.5	SUP	FIX	August 2031	38373TD77
FC(1)	16,211,812	(5)	SUP	FLT	January 2032	38373TD85
IA	32,230,923	6.5	NTL(PAC)	FIX/IO	December 2024	38373TD93
PA	87,434,000	4.5	PAC	FIX	May 2022	38373TE27
PB	69,266,000	6.0	PAC	FIX	December 2024	38373TE35
PC	133,776,000	6.5	PAC	FIX	December 2028	38373TE43
PD	100,786,000	6.5	PAC	FIX	May 2031	38373TE50
PE	33,946,000	6.5	PAC	FIX	January 2032	38373TE68
SC(1)	3,741,188	(5)	SUP	INV	January 2032	38373TE76
YL	50,147,000	6.5	SCH	FIX	January 2032	38373TE84
Security Group 4						
FP	46,744,404	(5)	PT	FLT	January 2032	38373TE92
SP	46,744,404	(5)	NTL(PT)	INV/IO	January 2032	38373TF26
Security Group 5						
KA	50,000,000	6.0	SEQ	FIX	August 2026	38373TF34
KF	12,500,000	(5)	SEQ	FLT	August 2026	38373TF42
KI	12,500,000	(5)	NTL(SEQ)	INV/IO	August 2026	38373TF59
KZ	5,000,000	6.5	SEQ	FIX/Z	January 2032	38373TF67
Residuals						
RR	0	0.0	NPR	NPR	January 2032	38373TF75

(1) These Securities may be exchanged for MX Securities described in Schedule I.

(2) Subject to increase as described under "Increase in Size" in this Supplement. The amount shown for each Notional Class (indicated by "NTL" under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.

(3) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.

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

(5) See "Terms Sheet — Interest Rates" in this Supplement.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 1 and Group 2 securities, the Series 2002-C1 Offering Circular attached to this Supplement as Exhibit A.

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.

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.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	S-4	Legal Investment Considerations ..	S-33
Risk Factors	S-8	Plan Of Distribution	S-33
The Trust Assets	S-9	Increase In Size	S-33
Ginnie Mae Guaranty	S-11	Legal Matters	S-33
Description Of The Securities	S-11	Schedule I: Available Combinations	S-I-1
Yield, Maturity And Prepayment		Schedule II: Scheduled Principal	
Considerations	S-16	Balances	S-II-1
Certain Federal Income Tax		Exhibit A: Ginnie Mae Callable	
Consequences	S-30	Trust 2002-C1 Offering Circular	A-1
ERISA Matters	S-32		

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: J.P. Morgan Securities, Inc.

Trustee: Bank One Trust Company, N.A.

Tax Administrator: The Trustee

Closing Date: January 30, 2002

Distribution Dates: For Group 1 and Group 2 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in February 2002. For Group 3 through 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in February 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	Underlying Callable Securities ¹	6.5%	30
2	Underlying Callable Securities ¹	6.5	30
3	Ginnie Mae I	6.5	30
4	Ginnie Mae I	8.0	30
5	Ginnie Mae I	6.5	30

⁽¹⁾ Certain information regarding the Underlying Callable Securities is set forth in the Series 2002-C1 Offering Circular attached to this Supplement as Exhibit A.

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 3 through 5 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Mortgage Rate</u>
Group 3 Trust Assets			
\$600,000,000	321	32	7.0%
Group 4 Trust Assets			
\$ 27,508,278	284	67	8.5%
12,614,986	286	65	8.5%
3,608,604	286	67	8.5%
<u>3,012,536</u>	276	79	8.5%
<u>\$ 46,744,404</u>			
Group 5 Trust Assets			
\$ 67,500,000	326	30	7.0%

¹ As of January 1, 2002.

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

The actual remaining terms to maturity and loan ages of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement. See the Series 2002-C1 Offering Circular attached to this Supplement as Exhibit A for certain information regarding the characteristics of the Mortgage Loans underlying the Underlying Callable Securities.

Underlying Callable Securities: The Group 1 and Group 2 Trust Assets include Underlying Callable Securities as described in the Series 2002-C1 Offering Circular attached to this Supplement. The Underlying Callable Securities are subject to redemption on any related distribution date occurring in July 2002 or thereafter. Any redemption would result in the concurrent payment in full of the Group 1 and Group 2 Securities. See “*Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 1 and group 2 securities*” in this Supplement.

Issuance of Securities: The Group 1 and Group 2 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 Group 3 through 5 Securities will be initially issued in book-entry form through the book-entry system of the MBS Division of The Depository Trust Company. The Residual Securities will be issued in fully registered, certificated form. See “*Description of the Securities — Form of Securities*” in this Supplement.

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the 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>
FC.....	LIBOR + 1.40%	3.26%	1.40%	8.00%	0	0.00%
FP.....	LIBOR + 0.55%	2.41%	0.55%	8.00%	0	0.00%
KF.....	LIBOR + 0.40%	2.40%	0.40%	8.50%	0	0.00%
KI.....	8.10% - LIBOR	6.10%	0.00%	8.10%	0	8.10%
SC.....	28.60% - (LIBOR × 4.333334)	20.54%	0.00%	28.60%	0	6.60%
SP.....	7.45% - LIBOR	5.59%	0.00%	7.45%	0	7.45%

(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.

Upon any redemption of Underlying Callable Securities, each related Class of Securities will be entitled to additional interest as described in “*The Trust Assets — The Underlying Callable Securities*” in this Supplement.

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated as follows:

1. Concurrently, to A and C, pro rata, until retired
2. To B, until retired
3. Concurrently:
 - a. 7.1428571429% to PO, until retired
 - b. 92.8571428571% as follows:
 - i. Concurrently, (a) 11.6914055342% to AB and (b) 88.3085944658%, sequentially, to AE, AG, AH and AJ, in that order, until retired
 - ii. Sequentially, to AC and AD, in that order, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated as follows:

1. To GB, until retired
2. Concurrently:
 - a. 7.1428571429% to GP, until retired
 - b. 92.8571428571%, sequentially, to GC, GD, GE, GH, GI and GK, in that order, until retired

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount may 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 as follows:

1. Sequentially, to PA, PB, PC, PD and PE, in that order, until reduced to their Scheduled Principal Balances for that Distribution Date
2. To YL until reduced to its Scheduled Principal Balance for that Distribution Date
3. Concurrently:
 - a. 35.6722576701%, sequentially, to DG and DH, in that order, until retired
 - b. 64.3277423299%, sequentially, to DK, DL and DM, in that order, until retired
4. Concurrently, to FC and SC, pro rata, until retired
5. To YL without regard to its Scheduled Principal Balance, until retired
6. Sequentially, to PA, PB, PC, PD and PE, in that order, without regard to their Scheduled Principal Balances, until retired

SECURITY GROUP 4

A percentage of the Group 4 Principal Distribution Amount may be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the "Group 4 Adjusted Principal Distribution Amount") will be allocated to FP, until retired.

SECURITY GROUP 5

A percentage of the Group 5 Principal Distribution Amount may be applied to the Trustee Fee, and the remainder of the Group 5 Principal Distribution Amount (the “Group 5 Adjusted Principal Distribution Amount”) and the Accrual Amount will be allocated as follows:

1. Concurrently, to KA and KF, pro rata, until retired
2. To KZ, until retired

Scheduled Principal Balances: The 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>
PA, PB, PC, PD and PE	100% PSA through 250% PSA
YL.....	130% PSA through 225% 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 as interest. Interest so accrued on the Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GJ.....	\$ 5,784,000	7.6923076923% of GB (SEQ/CC Class)
IA.....	26,902,769	30.7692307692% of PA (PAC Class)
	<u>5,328,154</u>	7.6923076923% of PB (PAC Class)
	<u>32,230,923</u>	
IO	1,211,269	7.6923076923% of C (SEQ/CC Class)
KI.....	12,500,000	100% of KF (SEQ Class)
SP.....	46,744,404	100% of FP (PT Class)

Tax Status: Double REMIC Series. Separate REMIC elections will be made as to each Trust Asset Group of Underlying Callable Securities and the Trust Assets other than the Underlying Callable Securities. 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 each Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.

RISK FACTORS

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

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

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

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

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

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

Early redemption of the underlying callable securities will significantly affect yields on the group 1 and group 2 securities. The underlying callable securities are subject to redemption on any distribution date beginning in July 2002. No assurance can be made as to whether redemption will occur on the underlying callable securities or the timing of any redemption. Any redemption would result in the retirement of the group 1 and group 2 securities, as described in this supplement. You will not be reimbursed for any reduction in yield result-

ing from an early redemption of the underlying callable securities or otherwise.

Any redemption of the underlying callable securities will decrease the weighted average lives of the group 1 and group 2 securities, perhaps significantly. The earlier that a redemption occurs, the greater the effect on the group 1 and group 2 securities' weighted average lives.

The risk of redemption may reduce the possibility that the group 1 and group 2 securities will sell at a premium (regardless of prevailing interest rates).

The securities may not be a suitable investment for you. The securities, especially the group 1 and group 2 securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

The secondary markets for mortgage-related securities have experienced periods of 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, redemption 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, market and any redemption risks associated with that class.

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

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

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

THE TRUST ASSETS

General

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and warranties with respect to the Trust Assets. All Trust Assets, regardless of whether the assets

consist of Trust MBS or Underlying Callable Securities, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Underlying Callable Securities (Groups 1 and 2)

The Group 1 and Group 2 Trust Assets consist of the Class A1 and A2 Securities of Ginnie Mae Callable Trust 2002-C1 described in the Series 2002-C1 Offering Circular attached to this Supplement as Exhibit A. Principal and interest payments on the Underlying Callable Securities will be passed through monthly to the Group 1 and Group 2 Securities. The Underlying Callable Securities are subject to redemption in full on any distribution date beginning in July 2002, as described in the Series 2002-C1 Offering Circular. Any redemption of the Underlying Callable Securities would result in the concurrent payment in full of the Group 1 or Group 2 Securities, as applicable. Upon a redemption of the Underlying Callable Securities, each Holder of a Group 1 or Group 2 Security, as applicable, will receive an amount equal to the sum of (1) the outstanding principal amount, if any, of the Security, (2) accrued interest for the preceding Accrual Period at the Interest Rate borne by the Security and (3) in the case of a Fixed Rate Class, additional interest at the related Interest Rate for the period from the first day of the month of redemption to the Distribution Date on which the redemption occurs (calculated on the basis of the principal amount of the Security that would have remained outstanding immediately after the redemption date had no redemption occurred). See *“Description of the Securities — Redemption and Exchange” in the Series 2002-C1 Offering Circular and “Yield, Maturity and Prepayment Considerations — Yield Considerations — Prepayments and Redemption: Effect on Yields” in this Supplement.*

The Trust MBS (Groups 3, 4 and 5)

The Trust MBS are either:

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

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

The Mortgage Loans

The Mortgage Loans underlying the Groups 3 through 5 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 Groups 3 through 5 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Callable Securities are expected to have, on a weighted average basis, the characteristics set forth in the Series 2002-C1 Offering Circular attached to this Supplement as Exhibit A. 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 and loan ages of the Mortgage Loans. However, the actual remaining terms to maturity and loan ages 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.*

Ginnie Mae Conversion

The Book-Entry Depository for Ginnie Mae Securities is being changed from the MBS Division of The Depository Trust Company (“DTC”) to the Federal Reserve Bank of New York. Actual conversion will occur in stages and until conversion is completed for particular securities, the Book-Entry Depository for those securities will be DTC.

Form of Securities

Each Class of Group 1 and Group 2 Securities initially will be issued and maintained, and may be transferred only on the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Group 3 through 5 Securities will be initially issued in book-entry form through the book-entry system of the MBS Division of The Depository Trust Company. Under either 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. It is currently anticipated that the Group 3 through 5 Securities will convert to the Fedwire Book-Entry System no later than the second quarter of the calendar year 2002, although there can be no assurance that the conversion will occur as scheduled. See *Ginnie Mae’s website at www.ginniemae.gov for more*

information regarding the scheduled conversion. 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>
GJ	\$1,448,000*
GP	\$ 125,000
IA	\$1,356,000*
IO	\$1,211,269*
KI	\$ 910,000*
PO	\$ 125,000
SC	\$ 110,000
SP	\$1,455,000*

* Notional balance

Distributions

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

Upon any redemption of the Underlying Callable Securities, Holders of the Group 1 and Group 2 Securities will be entitled to the amounts described under “The Trust Assets — The Underlying Callable Securities (Group 1 and Group 2)” in this Supplement.

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 plus, in the case of the Group 1 and Group 2 Securities, upon any redemption of the Underlying Callable Securities, additional interest as described under "Trust Assets — The Underlying Callable Securities (Group 1 and Group 2)" in this Supplement.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See "*— Class Factors*" below.

Categories of Classes

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date

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

Principal Distributions

The Principal Distribution Amount or the Adjusted Principal Distribution Amount for each Group and the Accrual Amount will be distributed to the Holders entitled thereto as described above under “Terms Sheet — Allocation of Principal.” 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. As to any Distribution Date, in the event that Certificate Factors for the Underlying Callable Securities are not available to the Trustee on the date specified in the Trust Agreement, no amounts with respect to principal on the Underlying Callable Securities will be distributable on the Group 1 and Group 2 Securities on the Distribution Date.

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

the Class Principal Balance of the Accrual Class) 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 on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than the Accrual Class) can calculate the amount of principal and interest to be distributed to that Class, and investors in the Accrual Class can calculate the total amount of principal 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 any Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

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

Modification and Exchange

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

Each exchange may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered.

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at Bank One Trust Company, N.A., 153 W. 51st Street, 6th Floor, New York, New York 10019, Attention: Trust Administrator, Ginnie Mae 2002-05. The Trustee may be contacted by telephone at (212) 373-1139 and by fax at (212) 373-1384.

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 1 and Group 2 securities are urged to review the discussion under “Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 1 and group 2 securities” in this Supplement.

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:

PAC Classes	<u>Initial Effective Ranges</u>
PA	100% PSA through 392% PSA
PB	100% PSA through 287% PSA
PC	100% PSA through 250% PSA
PD	100% PSA through 250% PSA
PE	69% PSA through 250% PSA

Scheduled Class	<u>Initial Effective Range</u>
YL.....	130% PSA through 225% PSA

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above tables, that Class could fail to receive Scheduled Payments.

Moreover, the 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 PAC and Scheduled Classes, 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 following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Group 3 through 5 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 3 through 5 Trust Assets” in the Terms Sheet, and the Mortgage Loans underlying the Group 1 and Group 2 Trust Assets have the assumed characteristics shown in the Terms Sheet of the Series 2002-C1 Offering Circular attached to this Supplement; except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 or 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, and distributions on the Group 3 through 5 Securities are always received on the 16th day of the month, whether or not a Business Day, commencing in February 2002.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is January 30, 2002.

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

7. Distributions on the Underlying Callable Securities are made as described in the Series 2002-C1 Offering Circular.

8. Except as otherwise indicated, there is no redemption of the Underlying Callable Securities.

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates																			
	Classes A, C, E and IO					Class AB					Class AC					Class AD				
	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	99	94	91	87	83	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	97	84	73	62	50	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	96	70	52	35	17	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	94	58	34	14	0	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	93	47	19	0	0	100	100	100	100	100	31	100	100	100	100	100	100	100	100	100
January 2008	91	37	7	0	0	100	100	100	86	0	0	100	100	100	100	40	100	100	100	100
January 2009	89	28	0	0	0	100	100	100	10	0	0	100	100	100	100	0	100	100	100	84
January 2010	87	20	0	0	0	100	100	100	0	0	0	100	100	100	46	0	100	100	100	55
January 2011	84	12	0	0	0	100	100	49	0	0	0	100	100	100	0	0	100	100	100	98
January 2012	82	5	0	0	0	100	100	0	0	0	0	100	100	100	0	0	100	100	100	73
January 2013	79	0	0	0	0	100	100	0	0	0	0	100	100	55	0	0	100	100	100	54
January 2014	76	0	0	0	0	100	100	0	0	0	0	100	100	18	0	0	100	100	100	40
January 2015	73	0	0	0	0	100	100	0	0	0	0	100	100	0	0	0	100	100	91	30
January 2016	69	0	0	0	0	100	71	0	0	0	0	100	100	0	0	0	100	100	74	22
January 2017	65	0	0	0	0	100	36	0	0	0	0	100	100	0	0	0	100	100	59	16
January 2018	61	0	0	0	0	100	4	0	0	0	0	100	100	0	0	0	100	100	48	12
January 2019	57	0	0	0	0	100	0	0	0	0	0	100	72	0	0	0	100	100	38	8
January 2020	52	0	0	0	0	100	0	0	0	0	0	100	43	0	0	0	100	100	30	6
January 2021	46	0	0	0	0	100	0	0	0	0	0	100	16	0	0	0	100	100	24	4
January 2022	41	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	95	19	3
January 2023	35	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	80	14	2
January 2024	28	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	66	11	2
January 2025	21	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	54	8	1
January 2026	13	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	43	6	1
January 2027	4	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	34	4	0
January 2028	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	25	3	0
January 2029	0	0	0	0	0	82	0	0	0	0	0	100	0	0	0	0	100	17	2	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	89	0	0	0	0	100	10	1	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	84	4	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)*	16.8	5.1	3.3	2.5	2.0	27.4	14.6	9.0	6.5	4.9	28.4	17.8	11.2	8.0	5.9	29.4	23.8	16.8	12.2	9.0

Distribution Date	PSA Prepayment Assumption Rates																			
	Class AE					Class AG					Class AH					Class AJ				
	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	0	100	100	100	100	0	0	100	100	100	100	0	100	100	100	99
January 2008	100	100	100	24	0	100	100	100	100	0	0	100	100	100	100	0	100	100	100	100
January 2009	100	100	100	0	0	100	100	100	0	0	0	100	100	100	0	0	100	100	100	31
January 2010	100	100	100	0	0	100	100	100	0	0	0	100	100	100	0	0	100	100	100	0
January 2011	100	100	0	0	0	100	100	0	0	0	0	100	100	73	0	0	100	100	100	0
January 2012	100	100	0	0	0	100	100	0	0	0	0	100	100	0	0	0	100	100	1	0
January 2013	100	100	0	0	0	100	100	0	0	0	0	100	100	0	0	0	100	100	0	0
January 2014	100	100	0	0	0	100	100	0	0	0	0	100	100	0	0	0	100	100	0	0
January 2015	100	100	0	0	0	100	100	0	0	0	0	100	100	0	0	0	100	100	0	0
January 2016	100	0	0	0	0	100	59	0	0	0	0	100	100	0	0	0	100	100	0	0
January 2017	100	0	0	0	0	100	0	0	0	0	0	100	18	0	0	0	100	100	0	0
January 2018	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	13	0	0
January 2019	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2020	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2021	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2022	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2023	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2024	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2025	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2026	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2027	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2028	100	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2029	1	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	100	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)*	26.9	13.5	8.3	6.0	4.5	27.2	14.1	8.7	6.2	4.7	27.4	14.8	9.1	6.5	4.9	27.7	15.6	9.7	6.9	5.2

* The Weighted Average Life assumes no redemption of the Underlying Callable Securities. For a discussion of the effects of redemption of the Underlying Callable Securities, see “Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 1 and group 2 securities” and “The Trust Assets — The Underlying Callable Securities (Groups 1 and 2).”

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Class B					Class PO				
	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	54	100	100	100	100	100
January 2007	100	100	100	82	0	100	100	100	100	78
January 2008	100	100	100	0	0	100	100	100	96	52
January 2009	100	100	73	0	0	100	100	100	72	34
January 2010	100	100	7	0	0	100	100	100	53	22
January 2011	100	100	0	0	0	100	100	84	40	15
January 2012	100	100	0	0	0	100	100	69	30	10
January 2013	100	93	0	0	0	100	100	56	22	6
January 2014	100	49	0	0	0	100	100	45	16	4
January 2015	100	9	0	0	0	100	100	37	12	3
January 2016	100	0	0	0	0	100	91	30	9	2
January 2017	100	0	0	0	0	100	80	24	6	1
January 2018	100	0	0	0	0	100	70	19	5	1
January 2019	100	0	0	0	0	100	61	15	3	0
January 2020	100	0	0	0	0	100	52	12	2	0
January 2021	100	0	0	0	0	100	45	10	2	0
January 2022	100	0	0	0	0	100	38	7	1	0
January 2023	100	0	0	0	0	100	32	6	1	0
January 2024	100	0	0	0	0	100	27	4	1	0
January 2025	100	0	0	0	0	100	22	3	0	0
January 2026	100	0	0	0	0	100	18	2	0	0
January 2027	100	0	0	0	0	100	14	2	0	0
January 2028	62	0	0	0	0	100	10	1	0	0
January 2029	0	0	0	0	0	94	7	1	0	0
January 2030	0	0	0	0	0	65	4	0	0	0
January 2031	0	0	0	0	0	34	2	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)*	26.2	12.0	7.4	5.3	4.1	28.5	19.2	12.8	9.2	6.8

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Classes GA, GB, GJ and GL					Class GC					Class GD					Class GE					
	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	99	95	92	89	85	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	98	85	76	67	56	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	96	74	57	42	26	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	95	63	41	23	6	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	93	53	28	9	0	100	100	100	100	0	100	100	100	100	28	100	100	100	100	100	100
January 2008	92	44	17	0	0	100	100	100	60	0	100	100	100	100	0	100	100	100	100	0	0
January 2009	90	36	8	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	72	0	0
January 2010	88	29	1	0	0	100	100	100	0	0	100	100	100	0	0	100	100	100	0	0	0
January 2011	86	22	0	0	0	100	100	0	0	0	100	100	65	0	0	100	100	100	0	0	0
January 2012	84	16	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	38	0	0	0
January 2013	81	10	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	0
January 2014	79	6	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	0
January 2015	76	1	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	0
January 2016	73	0	0	0	0	100	16	0	0	0	100	100	0	0	0	100	100	0	0	0	0
January 2017	69	0	0	0	0	100	0	0	0	0	100	38	0	0	0	100	100	0	0	0	0
January 2018	65	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	51	0	0	0	0
January 2019	61	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2020	57	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2021	52	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2022	47	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2023	42	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2024	36	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2025	30	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2026	23	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2027	15	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2028	7	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2029	0	0	0	0	0	48	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	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)*	17.9	5.8	3.7	2.8	2.2	27.0	13.7	8.4	6.1	4.6	27.5	14.9	9.2	6.6	4.9	27.9	16.0	9.9	7.1	5.3	

* The Weighted Average Life assumes no redemption of the Underlying Callable Securities. For a discussion of the effects of redemption of the Underlying Callable Securities, see "Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 1 and group 2 securities" and "The Trust Assets — The Underlying Callable Securities (Groups 1 and 2)."

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class GH					Class GI					Class GK					Class GP				
	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%	0%	150%	275%	400%	550%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	78
January 2008	100	100	100	100	0	100	100	100	100	84	100	100	100	100	100	100	100	100	100	96
January 2009	100	100	100	100	0	100	100	100	100	0	100	100	100	100	92	100	100	100	72	34
January 2010	100	100	100	0	0	100	100	100	94	0	100	100	100	100	60	100	100	100	53	22
January 2011	100	100	100	0	0	100	100	100	16	0	100	100	100	100	40	100	100	84	40	15
January 2012	100	100	100	0	0	100	100	100	0	0	100	100	100	80	26	100	100	69	30	10
January 2013	100	100	13	0	0	100	100	100	0	0	100	100	100	59	17	100	100	56	22	6
January 2014	100	100	0	0	0	100	100	48	0	0	100	100	100	44	11	100	100	45	16	4
January 2015	100	100	0	0	0	100	100	0	0	0	100	100	99	32	7	100	100	37	12	3
January 2016	100	100	0	0	0	100	100	0	0	0	100	100	80	24	5	100	91	30	9	2
January 2017	100	100	0	0	0	100	100	0	0	0	100	100	65	17	3	100	80	24	6	1
January 2018	100	100	0	0	0	100	100	0	0	0	100	100	52	13	2	100	70	19	5	1
January 2019	100	57	0	0	0	100	100	0	0	0	100	100	41	9	1	100	61	15	3	0
January 2020	100	0	0	0	0	100	88	0	0	0	100	100	33	7	1	100	52	12	2	0
January 2021	100	0	0	0	0	100	46	0	0	0	100	100	26	5	1	100	45	10	2	0
January 2022	100	0	0	0	0	100	7	0	0	0	100	100	20	3	0	100	38	7	1	0
January 2023	100	0	0	0	0	100	0	0	0	0	100	87	16	2	0	100	32	6	1	0
January 2024	100	0	0	0	0	100	0	0	0	0	100	72	12	2	0	100	27	4	1	0
January 2025	100	0	0	0	0	100	0	0	0	0	100	59	9	1	0	100	22	3	0	0
January 2026	100	0	0	0	0	100	0	0	0	0	100	47	7	1	0	100	18	2	0	0
January 2027	100	0	0	0	0	100	0	0	0	0	100	37	5	0	0	100	14	2	0	0
January 2028	100	0	0	0	0	100	0	0	0	0	100	27	3	0	0	100	10	1	0	0
January 2029	100	0	0	0	0	100	0	0	0	0	100	19	2	0	0	94	7	1	0	0
January 2030	100	0	0	0	0	100	0	0	0	0	100	11	1	0	0	65	4	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	92	4	0	0	0	34	2	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)*	28.2	17.1	10.7	7.6	5.7	28.6	18.9	12.0	8.6	6.3	29.5	24.2	17.2	12.5	9.2	28.5	19.2	12.8	9.2	6.8

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class DE				Class DG				Class DH				Class DK							
	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
January 2003	100	100	69	59	0	100	100	64	52	0	100	100	100	100	0	100	100	62	49	0
January 2004	100	100	46	29	0	100	100	37	17	0	100	100	100	100	0	100	100	32	10	0
January 2005	100	100	29	7	0	100	100	17	0	0	100	100	100	47	0	100	100	10	0	0
January 2006	100	100	16	0	0	100	100	2	0	0	100	100	100	0	0	100	100	0	0	0
January 2007	100	100	8	0	0	100	100	0	0	0	100	100	56	0	0	100	100	0	0	0
January 2008	100	100	3	0	0	100	100	0	0	0	100	100	22	0	0	100	100	0	0	0
January 2009	100	100	1	0	0	100	100	0	0	0	100	100	7	0	0	100	100	0	0	0
January 2010	100	100	1	0	0	100	100	0	0	0	100	100	5	0	0	100	100	0	0	0
January 2011	100	100	0	0	0	100	100	0	0	0	100	100	3	0	0	100	100	0	0	0
January 2012	100	100	0	0	0	100	100	0	0	0	100	100	1	0	0	100	100	0	0	0
January 2013	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2014	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2015	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2016	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
January 2017	100	98	0	0	0	100	97	0	0	0	100	100	0	0	0	100	97	0	0	0
January 2018	100	87	0	0	0	100	85	0	0	0	100	100	0	0	0	100	84	0	0	0
January 2019	100	77	0	0	0	100	73	0	0	0	100	100	0	0	0	100	71	0	0	0
January 2020	100	66	0	0	0	100	60	0	0	0	100	100	0	0	0	100	57	0	0	0
January 2021	100	55	0	0	0	100	48	0	0	0	100	100	0	0	0	100	44	0	0	0
January 2022	100	45	0	0	0	100	36	0	0	0	100	100	0	0	0	100	31	0	0	0
January 2023	100	35	0	0	0	100	24	0	0	0	100	100	0	0	0	100	18	0	0	0
January 2024	100	25	0	0	0	100	12	0	0	0	100	100	0	0	0	100	5	0	0	0
January 2025	100	15	0	0	0	100	0	0	0	0	100	100	0	0	0	100	0	0	0	0
January 2026	100	5	0	0	0	100	0	0	0	0	100	37	0	0	0	100	0	0	0	0
January 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2028	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
January 2030	66	0	0	0	0	60	0	0	0	0	100	0	0	0	0	57	0	0	0	0
January 2031	25	0	0	0	0	12	0	0	0	0	100	0	0	0	0	5	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)*	28.4	19.6	2.2	1.4	0.4	28.2	18.9	1.7	1.1	0.4	29.4	23.8	5.4	3.0	0.8	28.1	18.6	1.5	1.0	0.3

* The Weighted Average Life assumes no redemption of the Underlying Callable Securities. For a discussion of the effects of redemption of the Underlying Callable Securities, see "Risk Factors — Early redemption of the underlying callable securities will significantly affect yields on the group 1 and group 2 securities" and "The Trust Assets — The Underlying Callable Securities (Groups 1 and 2)."

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class DL					Class DM					Classes DN, FC and SC					Class IA				
	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
January 2003	100	100	100	100	0	100	100	100	100	0	100	100	100	100	55	94	59	59	59	59
January 2004	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0	88	19	19	19	10
January 2005	100	100	100	0	0	100	100	100	49	0	100	100	100	100	0	81	8	8	8	0
January 2006	100	100	36	0	0	100	100	100	0	0	100	100	100	57	0	74	0	0	0	0
January 2007	100	100	0	0	0	100	100	58	0	0	100	100	100	7	0	66	0	0	0	0
January 2008	100	100	0	0	0	100	100	23	0	0	100	100	100	0	0	58	0	0	0	0
January 2009	100	100	0	0	0	100	100	7	0	0	100	100	100	0	0	49	0	0	0	0
January 2010	100	100	0	0	0	100	100	5	0	0	100	100	100	0	0	40	0	0	0	0
January 2011	100	100	0	0	0	100	100	3	0	0	100	100	100	0	0	30	0	0	0	0
January 2012	100	100	0	0	0	100	100	1	0	0	100	100	100	0	0	19	0	0	0	0
January 2013	100	100	0	0	0	100	100	0	0	0	100	100	100	0	0	14	0	0	0	0
January 2014	100	100	0	0	0	100	100	0	0	0	100	100	93	0	0	11	0	0	0	0
January 2015	100	100	0	0	0	100	100	0	0	0	100	100	83	0	0	8	0	0	0	0
January 2016	100	100	0	0	0	100	100	0	0	0	100	100	73	0	0	4	0	0	0	0
January 2017	100	100	0	0	0	100	100	0	0	0	100	100	64	0	0	0	0	0	0	0
January 2018	100	100	0	0	0	100	100	0	0	0	100	100	56	0	0	0	0	0	0	0
January 2019	100	100	0	0	0	100	100	0	0	0	100	100	47	0	0	0	0	0	0	0
January 2020	100	100	0	0	0	100	100	0	0	0	100	100	40	0	0	0	0	0	0	0
January 2021	100	100	0	0	0	100	100	0	0	0	100	100	33	0	0	0	0	0	0	0
January 2022	100	100	0	0	0	100	100	0	0	0	100	100	27	0	0	0	0	0	0	0
January 2023	100	100	0	0	0	100	100	0	0	0	100	100	21	0	0	0	0	0	0	0
January 2024	100	100	0	0	0	100	100	0	0	0	100	100	16	0	0	0	0	0	0	0
January 2025	100	13	0	0	0	100	100	0	0	0	100	100	12	0	0	0	0	0	0	0
January 2026	100	0	0	0	0	100	38	0	0	0	100	100	8	0	0	0	0	0	0	0
January 2027	100	0	0	0	0	100	0	0	0	0	100	80	5	0	0	0	0	0	0	0
January 2028	100	0	0	0	0	100	0	0	0	0	100	34	2	0	0	0	0	0	0	0
January 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
January 2030	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
January 2031	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.2	22.7	3.9	2.5	0.7	29.4	23.8	5.5	3.0	0.8	29.8	25.7	17.3	4.2	1.0	6.9	1.3	1.3	1.3	1.2

PSA Prepayment Assumption Rates

Distribution Date	Class PA					Class PB					Class PC					Class PD				
	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
January 2003	93	50	50	50	50	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	86	4	4	4	0	100	100	100	100	61	100	100	100	100	100	100	100	100	100	100
January 2005	78	0	0	0	0	100	49	49	49	0	100	100	100	100	66	100	100	100	100	100
January 2006	69	0	0	0	0	100	0	0	0	0	100	98	98	98	19	100	100	100	100	100
January 2007	60	0	0	0	0	100	0	0	0	0	100	73	73	73	0	100	100	100	100	80
January 2008	50	0	0	0	0	100	0	0	0	0	100	49	49	49	0	100	100	100	100	48
January 2009	39	0	0	0	0	100	0	0	0	0	100	26	26	26	0	100	100	100	100	25
January 2010	28	0	0	0	0	100	0	0	0	0	100	5	5	5	0	100	100	100	100	8
January 2011	16	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	82	82	82	0
January 2012	3	0	0	0	0	100	0	0	0	0	100	0	0	0	0	100	62	62	62	0
January 2013	0	0	0	0	0	86	0	0	0	0	100	0	0	0	0	100	45	45	45	0
January 2014	0	0	0	0	0	67	0	0	0	0	100	0	0	0	0	100	31	31	31	0
January 2015	0	0	0	0	0	46	0	0	0	0	100	0	0	0	0	100	19	19	19	0
January 2016	0	0	0	0	0	25	0	0	0	0	100	0	0	0	0	100	9	9	9	0
January 2017	0	0	0	0	0	1	0	0	0	0	100	0	0	0	0	100	1	1	1	0
January 2018	0	0	0	0	0	0	0	0	0	0	88	0	0	0	0	100	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	74	0	0	0	0	100	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	59	0	0	0	0	100	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	43	0	0	0	0	100	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	26	0	0	0	0	100	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	100	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	83	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	55	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	25	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	5.7	1.0	1.0	1.0	1.0	12.8	3.0	3.0	3.0	2.1	18.4	6.0	6.0	6.0	3.4	23.2	11.0	11.0	11.0	6.1

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class PE					Class YL				
	0%	100%	220%	250%	450%	0%	100%	220%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2003	100	100	100	100	100	100	100	79	79	79
January 2004	100	100	100	100	100	100	100	61	61	0
January 2005	100	100	100	100	100	100	100	46	46	0
January 2006	100	100	100	100	100	100	100	35	35	0
January 2007	100	100	100	100	100	100	100	25	25	0
January 2008	100	100	100	100	100	100	100	18	10	0
January 2009	100	100	100	100	100	100	100	13	1	0
January 2010	100	100	100	100	100	100	100	10	0	0
January 2011	100	100	100	100	87	100	95	8	0	0
January 2012	100	100	100	100	62	100	85	5	0	0
January 2013	100	100	100	100	44	100	71	1	0	0
January 2014	100	100	100	100	31	100	55	0	0	0
January 2015	100	100	100	100	22	100	37	0	0	0
January 2016	100	100	100	100	15	100	16	0	0	0
January 2017	100	100	100	100	10	100	0	0	0	0
January 2018	100	82	82	82	7	100	0	0	0	0
January 2019	100	65	65	65	5	100	0	0	0	0
January 2020	100	51	51	51	3	100	0	0	0	0
January 2021	100	40	40	40	2	100	0	0	0	0
January 2022	100	30	30	30	1	100	0	0	0	0
January 2023	100	23	23	23	1	100	0	0	0	0
January 2024	100	17	17	17	1	100	0	0	0	0
January 2025	100	11	11	11	0	100	0	0	0	0
January 2026	100	7	7	7	0	100	0	0	0	0
January 2027	79	4	4	4	0	100	0	0	0	0
January 2028	2	2	2	2	0	83	0	0	0	0
January 2029	0	0	0	0	0	9	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	25.3	18.8	18.8	18.8	11.4	26.5	12.1	3.5	3.1	1.2

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes FP and SP				
	0%	175%	365%	550%	750%
Initial Percent	100	100	100	100	100
January 2003	99	88	77	66	54
January 2004	98	78	59	44	29
January 2005	98	68	45	29	16
January 2006	97	60	35	19	9
January 2007	95	53	27	12	5
January 2008	94	46	20	8	2
January 2009	93	40	15	5	1
January 2010	92	35	12	3	1
January 2011	90	30	9	2	0
January 2012	89	26	7	1	0
January 2013	87	22	5	1	0
January 2014	85	19	4	1	0
January 2015	83	16	3	0	0
January 2016	81	14	2	0	0
January 2017	78	11	1	0	0
January 2018	75	9	1	0	0
January 2019	72	8	1	0	0
January 2020	69	6	1	0	0
January 2021	66	5	0	0	0
January 2022	62	3	0	0	0
January 2023	58	2	0	0	0
January 2024	53	1	0	0	0
January 2025	49	1	0	0	0
January 2026	43	0	0	0	0
January 2027	37	0	0	0	0
January 2028	31	0	0	0	0
January 2029	24	0	0	0	0
January 2030	17	0	0	0	0
January 2031	9	0	0	0	0
January 2032	0	0	0	0	0
Weighted Average					
Life (years)	20.8	6.9	3.7	2.4	1.6

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Classes KA, KF and KI					Class KZ				
	0%	100%	195%	300%	400%	0%	100%	195%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
January 2003	98	92	86	79	72	107	107	107	107	107
January 2004	97	84	73	62	52	114	114	114	114	114
January 2005	95	76	62	47	36	121	121	121	121	121
January 2006	93	69	52	36	24	130	130	130	130	130
January 2007	91	62	43	26	14	138	138	138	138	138
January 2008	88	56	35	18	7	148	148	148	148	148
January 2009	86	50	28	11	1	157	157	157	157	157
January 2010	83	44	21	6	0	168	168	168	168	130
January 2011	80	38	15	1	0	179	179	179	179	97
January 2012	77	32	10	0	0	191	191	191	152	71
January 2013	74	27	6	0	0	204	204	204	121	53
January 2014	71	22	1	0	0	218	218	218	96	39
January 2015	67	17	0	0	0	232	232	198	76	28
January 2016	63	12	0	0	0	248	248	167	59	20
January 2017	59	8	0	0	0	264	264	141	46	15
January 2018	54	3	0	0	0	282	282	117	36	11
January 2019	49	0	0	0	0	301	282	97	28	8
January 2020	44	0	0	0	0	321	246	80	21	5
January 2021	39	0	0	0	0	343	213	65	16	4
January 2022	33	0	0	0	0	366	181	52	12	3
January 2023	26	0	0	0	0	390	152	41	9	2
January 2024	19	0	0	0	0	416	123	31	6	1
January 2025	12	0	0	0	0	444	97	23	4	1
January 2026	4	0	0	0	0	474	71	16	3	0
January 2027	0	0	0	0	0	454	47	10	2	0
January 2028	0	0	0	0	0	375	25	5	1	0
January 2029	0	0	0	0	0	291	3	1	0	0
January 2030	0	0	0	0	0	201	0	0	0	0
January 2031	0	0	0	0	0	104	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.5	7.4	4.8	3.3	2.5	27.4	21.4	17.2	13.3	10.6

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 1 and Group 2 Securities, the investor's own projection of the likelihood and timing of any redemption on the Underlying Callable Securities 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, the occurrence of a redemption of the Underlying Callable Securities, LIBOR levels or the yield of any Class.**

Prepayments and Redemption: Effect on Yields

The yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans and, in the case of the Group 1 and Group 2 Securities, to any redemption of the Underlying Callable Securities.

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments (or, in the case of the Group 1 and Group 2 Securities, a redemption of the Underlying Callable Securities) could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments or a redemption could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially Principal Only Classes), slower than anticipated rates of principal payments (and, in the case

of the Group 1 and Group 2 Securities, the absence of a redemption of the Underlying Callable Securities) 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 or a redemption of the Underlying Callable Securities 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 and the absence of a redemption of the Underlying Callable Securities 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 or a redemption of the Underlying Callable Securities, the greater the effect on an investor’s yield. As a result, the effect on an investor’s yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR because the rate on those Classes is capped at a maximum rate as 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 in the case of the Group 1 and Group 2 Securities and 46 days earlier in the case of the Group 3 through 5 Securities; except that, in the case of the Group 1 and Group 2 Securities, in the event of a redemption of the Underlying Callable Securities, interest payable on the Group 1 and Group 2 Securities will include accrued interest to the date of redemption as described in this Supplement.

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 Group 1 and Group 2 Securities, under various redemption scenarios for the related Underlying Callable Securities and, in the case of the Inverse Floating Rate Classes, at various constant levels of LIBOR.

The Mortgage Loans will not prepay at any constant rate until maturity, and it is unlikely that LIBOR will remain constant. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. In addition, no assurance can be made as to the likelihood or timing of a redemption of the Underlying Callable Securities. **Therefore, the actual pre-tax yield of any Class may differ from those shown in the applicable table below for that Class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

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

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

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

SECURITY GROUP 1 Sensitivity of Class IO to Prepayments Assumed Price 10.0%*

<u>Redemption Assumption</u>	<u>PSA Prepayment Assumption Rates</u>				
	<u>150%</u>	<u>275%</u>	<u>400%</u>	<u>550%</u>	<u>782%</u>
No Redemption	57.7%	46.4%	34.4%	20.2%	0.0%
Redemption in July 2002	**	**	**	**	**
Redemption in January 2007 . . .	55.1%	45.6%	34.4%	20.2%	0.0%

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

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

**Sensitivity of Class PO to Prepayments
Assumed Price 80.0%**

<u>Redemption Assumption</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>275%</u>	<u>400%</u>	<u>550%</u>
No Redemption	1.2%	1.8%	2.5%	3.3%
Redemption in July 2002	53.3%	53.3%	53.3%	53.3%
Redemption in January 2007 ...	4.5%	4.5%	4.5%	4.6%

SECURITY GROUP 2

**Sensitivity of Class GJ to Prepayments
Assumed Price 10.0%***

<u>Redemption Assumption</u>	<u>PSA Prepayment Assumption Rates</u>				
	<u>150%</u>	<u>275%</u>	<u>400%</u>	<u>550%</u>	<u>904%</u>
No Redemption	59.6%	50.2%	40.0%	27.6%	0.0%
Redemption in July 2002	**	**	**	**	**
Redemption in January 2007 ...	56.6%	48.6%	39.7%	27.6%	0.0%

**Sensitivity of Class GP to Prepayments
Assumed Price 80.0%**

<u>Redemption Assumption</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>150%</u>	<u>275%</u>	<u>400%</u>	<u>550%</u>
No Redemption	1.2%	1.8%	2.5%	3.3%
Redemption in July 2002	53.3%	53.3%	53.3%	53.3%
Redemption in January 2007 ...	4.5%	4.5%	4.5%	4.6%

SECURITY GROUP 3

**Sensitivity of Class IA to Prepayments
Assumed Price 7.625%***

	<u>PSA Prepayment Assumption Rates</u>				
	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>418%</u>	<u>450%</u>
	10.4%	10.4%	10.4%	0.1%	(5.1)%

**Sensitivity of Class SC to Prepayments
Assumed Price 99.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>450%</u>
0.86%	26.4%	26.4%	26.5%	27.2%
1.86%	21.7%	21.7%	21.8%	22.6%
4.86%	7.8%	7.8%	8.1%	9.3%
6.60% and above	0.1%	0.1%	0.5%	1.9%

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

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

SECURITY GROUP 4

Sensitivity of Class SP to Prepayments Assumed Price 8.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>175%</u>	<u>365%</u>	<u>550%</u>	<u>750%</u>
0.86%	79.7%	61.9%	43.2%	21.2%
1.86%	64.1%	47.3%	29.6%	8.6%
4.86%	20.6%	6.3%	(8.7)%	(26.4)%
7.45% and above	**	**	**	**

SECURITY GROUP 5

Sensitivity of Class KI to Prepayments Assumed Price 12.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>195%</u>	<u>300%</u>	<u>400%</u>
1.00%	55.0%	46.0%	35.1%	23.7%
2.00%	45.1%	36.2%	25.4%	14.0%
5.00%	15.9%	6.7%	(4.9)%	(17.1)%
8.10% and above	**	**	**	**

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

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

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. In particular, the discussions do not consider the federal tax consequences to a beneficial owner of a Group 1 or Group 2 Security if the owner also has an interest in the Call Class described in the Series 2002-C1 Offering Circular.

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

REMIC Elections

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

Regular Securities

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

The Class GP and PO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class GJ, IA, IO, KI and SP Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on these securities at the prepayment assumption described below.

The Class KZ 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.

Based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumption described below and, in the case of the Floating Rate Securities, the constant LIBOR value described below, Classes DG, DH, DK, DL, DM and SC, in addition to the Classes listed in the preceding three paragraphs, 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 (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	275%
2	275%
3	220%
4	365%
5	195%

In the case of the Floating Rate Classes, the value of LIBOR to be used for these determinations is 1.86% for Group 3 and Group 4 and 2.0% for Group 5. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular. Code Section 1272(a)(6), however, authorizes regulations regarding the “Pricing Prepayment Assumption” to be used in making these determinations. If these regulations are issued, they may require that a beneficial owner of a Group 1 or Group 2 Security take into account, in making these determinations, the possibility of the retirement of the Group 1 or Group 2 Securities concurrently with the redemption of the Underlying Callable Securities.

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 each Trust REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “Certain Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. It is not expected that the Pooling REMICs 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.

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 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”), solely by reason of the Plan’s purchase and holding of that certificate.

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, Plans.

The discussion under “ERISA Considerations” in the Series 2002-C1 Offering Circular regarding the holding by an ERISA plan of the Underlying Callable Securities or the related Call Class, and the holding by a party in interest of the other security, would apply equally with respect to the holding of a Group 1 or Group 2 Security of this Series and the Call Class.

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) January 1, 2002 on the Fixed Rate Classes and (2) January 16, 2002 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams; for the Trust by Cleary Gottlieb Steen & Hamilton and Marcell Solomon & Associates, P.C.; and for the Trustee by Ungaretti & Harris, Chicago, Illinois.

Available Combinations(1)

Class	REMIC Securities		MX Securities						
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date (4)	Increased Minimum Denomination(5)
Security Group 1									
Combination 1									
C	\$15,746,500	E	\$15,746,500	SEQ/CC	6.50%	FIX	38373TF91	July 2027	N/A
IO	1,211,269								
Security Group 2									
Combination 2									
GB	\$75,192,000	GA	\$75,192,000	SEQ/CC	6.50%	FIX	38373TG25	November 2028	N/A
GJ	5,784,000								
Combination 3									
GB	\$75,192,000	GL	\$75,192,000	SEQ/CC	6.25%	FIX	38373TG33	November 2028	N/A
GJ	2,892,000								
Security Group 3									
Combination 4									
DK	\$53,428,000	DE	\$67,346,000	SUP	6.50%	FIX	38373TG41	August 2031	N/A
DL	4,490,000								
DM	9,428,000								
Combination 5									
FC	\$16,211,812	DN	\$19,953,000	SUP	6.50%	FIX	38373TG58	January 2032	N/A
SC	3,741,188								

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

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

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

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

(5) Each Class will be issued in the denominations specified. If no denomination is indicated for a Class, that Class will be issued in the denomination specified under “Description of the Securities — Form of Securities” in this Supplement.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Class PA</u>	<u>Class PB</u>	<u>Class PC</u>	<u>Class PD</u>	<u>Class PE</u>	<u>Class YL</u>
Initial Balance	\$87,434,000.00	\$69,266,000.00	\$133,776,000.00	\$100,786,000.00	\$33,946,000.00	\$50,147,000.00
February 2002	83,711,541.67	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	49,187,038.68
March 2002	80,007,807.59	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	48,240,538.68
April 2002	76,322,701.19	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	47,307,378.93
May 2002	72,656,126.40	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	46,387,439.32
June 2002	69,007,987.62	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	45,480,600.70
July 2002	65,378,189.76	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	44,586,744.89
August 2002	61,766,638.22	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	43,705,754.67
September 2002 ...	58,173,238.87	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	42,837,513.73
October 2002	54,597,898.08	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	41,981,906.72
November 2002 ...	51,040,522.69	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	41,138,819.21
December 2002 ...	47,501,020.03	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	40,308,137.71
January 2003	43,979,297.91	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	39,489,749.61
February 2003	40,475,264.59	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	38,683,543.25
March 2003	36,988,828.82	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	37,889,407.82
April 2003	33,519,899.82	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	37,107,233.46
May 2003	30,068,387.27	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	36,336,911.15
June 2003	26,634,201.31	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	35,578,332.78
July 2003	23,217,252.57	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	34,831,391.10
August 2003	19,817,452.09	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	34,095,979.74
September 2003 ...	16,434,711.42	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	33,371,993.17
October 2003	13,068,942.53	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	32,659,326.74
November 2003 ...	9,720,057.85	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	31,957,876.61
December 2003 ...	6,387,970.26	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	31,267,539.83
January 2004	3,072,593.11	69,266,000.00	133,776,000.00	100,786,000.00	33,946,000.00	30,588,214.25
February 2004	0.00	69,039,840.15	133,776,000.00	100,786,000.00	33,946,000.00	29,919,798.56
March 2004	0.00	65,757,625.62	133,776,000.00	100,786,000.00	33,946,000.00	29,262,192.27
April 2004	0.00	62,491,864.17	133,776,000.00	100,786,000.00	33,946,000.00	28,615,295.70
May 2004	0.00	59,242,470.91	133,776,000.00	100,786,000.00	33,946,000.00	27,979,009.99
June 2004	0.00	56,009,361.36	133,776,000.00	100,786,000.00	33,946,000.00	27,353,237.08
July 2004	0.00	52,792,451.50	133,776,000.00	100,786,000.00	33,946,000.00	26,737,879.71
August 2004	0.00	49,591,657.74	133,776,000.00	100,786,000.00	33,946,000.00	26,132,841.40
September 2004 ...	0.00	46,406,896.89	133,776,000.00	100,786,000.00	33,946,000.00	25,538,026.47
October 2004	0.00	43,238,086.23	133,776,000.00	100,786,000.00	33,946,000.00	24,953,340.02
November 2004 ...	0.00	40,085,143.43	133,776,000.00	100,786,000.00	33,946,000.00	24,378,687.90
December 2004 ...	0.00	36,947,986.61	133,776,000.00	100,786,000.00	33,946,000.00	23,813,976.75
January 2005	0.00	33,826,534.29	133,776,000.00	100,786,000.00	33,946,000.00	23,259,113.96
February 2005	0.00	30,720,705.43	133,776,000.00	100,786,000.00	33,946,000.00	22,714,007.69
March 2005	0.00	27,630,419.37	133,776,000.00	100,786,000.00	33,946,000.00	22,178,566.84
April 2005	0.00	24,555,595.91	133,776,000.00	100,786,000.00	33,946,000.00	21,652,701.05
May 2005	0.00	21,496,155.24	133,776,000.00	100,786,000.00	33,946,000.00	21,136,320.71
June 2005	0.00	18,452,017.95	133,776,000.00	100,786,000.00	33,946,000.00	20,629,336.93
July 2005	0.00	15,423,105.06	133,776,000.00	100,786,000.00	33,946,000.00	20,131,661.55
August 2005	0.00	12,409,337.98	133,776,000.00	100,786,000.00	33,946,000.00	19,643,207.15
September 2005 ...	0.00	9,410,638.54	133,776,000.00	100,786,000.00	33,946,000.00	19,163,887.01
October 2005	0.00	6,426,928.94	133,776,000.00	100,786,000.00	33,946,000.00	18,693,615.11
November 2005 ...	0.00	3,458,131.82	133,776,000.00	100,786,000.00	33,946,000.00	18,232,306.16
December 2005 ...	0.00	504,170.20	133,776,000.00	100,786,000.00	33,946,000.00	17,779,875.55
January 2006	0.00	0.00	131,340,967.48	100,786,000.00	33,946,000.00	17,336,239.38
February 2006	0.00	0.00	128,416,447.48	100,786,000.00	33,946,000.00	16,901,314.44
March 2006	0.00	0.00	125,506,534.40	100,786,000.00	33,946,000.00	16,475,018.17
April 2006	0.00	0.00	122,611,152.83	100,786,000.00	33,946,000.00	16,057,268.74
May 2006	0.00	0.00	119,730,227.74	100,786,000.00	33,946,000.00	15,647,984.97
June 2006	0.00	0.00	116,863,684.50	100,786,000.00	33,946,000.00	15,247,086.32
July 2006	0.00	0.00	114,011,448.85	100,786,000.00	33,946,000.00	14,854,492.97
August 2006	0.00	0.00	111,173,446.93	100,786,000.00	33,946,000.00	14,470,125.71

Distribution Date	Class PA	Class PB	Class PC	Class PD	Class PE	Class YL
September 2006 ...	\$ 0.00	\$ 0.00	\$108,349,605.24	\$100,786,000.00	\$33,946,000.00	\$14,093,906.01
October 2006	0.00	0.00	105,539,850.67	100,786,000.00	33,946,000.00	13,725,755.98
November 2006 ...	0.00	0.00	102,744,110.48	100,786,000.00	33,946,000.00	13,365,598.37
December 2006 ...	0.00	0.00	99,962,312.30	100,786,000.00	33,946,000.00	13,013,356.57
January 2007	0.00	0.00	97,194,384.15	100,786,000.00	33,946,000.00	12,668,954.61
February 2007	0.00	0.00	94,440,254.40	100,786,000.00	33,946,000.00	12,332,317.14
March 2007	0.00	0.00	91,699,851.80	100,786,000.00	33,946,000.00	12,003,369.43
April 2007	0.00	0.00	88,973,105.46	100,786,000.00	33,946,000.00	11,682,037.39
May 2007	0.00	0.00	86,259,944.85	100,786,000.00	33,946,000.00	11,368,247.51
June 2007	0.00	0.00	83,560,299.82	100,786,000.00	33,946,000.00	11,061,926.93
July 2007	0.00	0.00	80,874,100.56	100,786,000.00	33,946,000.00	10,763,003.36
August 2007	0.00	0.00	78,201,277.64	100,786,000.00	33,946,000.00	10,471,405.13
September 2007 ...	0.00	0.00	75,541,761.97	100,786,000.00	33,946,000.00	10,187,061.15
October 2007	0.00	0.00	72,895,484.82	100,786,000.00	33,946,000.00	9,909,900.93
November 2007 ...	0.00	0.00	70,262,377.81	100,786,000.00	33,946,000.00	9,639,854.58
December 2007 ...	0.00	0.00	67,642,372.92	100,786,000.00	33,946,000.00	9,376,852.76
January 2008	0.00	0.00	65,035,402.48	100,786,000.00	33,946,000.00	9,120,826.74
February 2008	0.00	0.00	62,441,399.16	100,786,000.00	33,946,000.00	8,871,708.34
March 2008	0.00	0.00	59,860,295.97	100,786,000.00	33,946,000.00	8,629,429.95
April 2008	0.00	0.00	57,292,026.28	100,786,000.00	33,946,000.00	8,393,924.54
May 2008	0.00	0.00	54,736,523.80	100,786,000.00	33,946,000.00	8,165,125.62
June 2008	0.00	0.00	52,193,722.58	100,786,000.00	33,946,000.00	7,942,967.27
July 2008	0.00	0.00	49,663,556.99	100,786,000.00	33,946,000.00	7,727,384.12
August 2008	0.00	0.00	47,145,961.76	100,786,000.00	33,946,000.00	7,518,311.34
September 2008 ...	0.00	0.00	44,640,871.95	100,786,000.00	33,946,000.00	7,315,684.63
October 2008	0.00	0.00	42,148,222.95	100,786,000.00	33,946,000.00	7,119,440.26
November 2008 ...	0.00	0.00	39,667,950.49	100,786,000.00	33,946,000.00	6,929,515.02
December 2008 ...	0.00	0.00	37,199,990.62	100,786,000.00	33,946,000.00	6,745,846.21
January 2009	0.00	0.00	34,744,279.72	100,786,000.00	33,946,000.00	6,568,371.68
February 2009	0.00	0.00	32,300,754.51	100,786,000.00	33,946,000.00	6,397,029.80
March 2009	0.00	0.00	29,869,352.02	100,786,000.00	33,946,000.00	6,231,759.45
April 2009	0.00	0.00	27,450,009.61	100,786,000.00	33,946,000.00	6,072,500.03
May 2009	0.00	0.00	25,042,664.96	100,786,000.00	33,946,000.00	5,919,191.44
June 2009	0.00	0.00	22,647,256.07	100,786,000.00	33,946,000.00	5,771,774.09
July 2009	0.00	0.00	20,263,721.26	100,786,000.00	33,946,000.00	5,639,766.21
August 2009	0.00	0.00	17,891,999.17	100,786,000.00	33,946,000.00	5,528,425.81
September 2009 ...	0.00	0.00	15,532,028.76	100,786,000.00	33,946,000.00	5,437,409.63
October 2009	0.00	0.00	13,200,557.24	100,786,000.00	33,946,000.00	5,349,571.08
November 2009 ...	0.00	0.00	10,902,835.59	100,786,000.00	33,946,000.00	5,259,264.71
December 2009 ...	0.00	0.00	8,638,391.43	100,786,000.00	33,946,000.00	5,166,573.25
January 2010	0.00	0.00	6,406,758.87	100,786,000.00	33,946,000.00	5,071,577.69
February 2010	0.00	0.00	4,207,478.44	100,786,000.00	33,946,000.00	4,974,357.33
March 2010	0.00	0.00	2,040,097.00	100,786,000.00	33,946,000.00	4,874,989.79
April 2010	0.00	0.00	0.00	100,690,167.63	33,946,000.00	4,773,551.07
May 2010	0.00	0.00	0.00	98,585,249.55	33,946,000.00	4,670,115.54
June 2010	0.00	0.00	0.00	96,510,908.07	33,946,000.00	4,564,756.00
July 2010	0.00	0.00	0.00	94,466,714.46	33,946,000.00	4,457,543.70
August 2010	0.00	0.00	0.00	92,452,245.91	33,946,000.00	4,348,548.37
September 2010 ...	0.00	0.00	0.00	90,467,085.42	33,946,000.00	4,237,838.24
October 2010	0.00	0.00	0.00	88,510,821.72	33,946,000.00	4,125,480.06
November 2010 ...	0.00	0.00	0.00	86,583,049.23	33,946,000.00	4,011,539.16
December 2010 ...	0.00	0.00	0.00	84,683,367.93	33,946,000.00	3,896,079.42
January 2011	0.00	0.00	0.00	82,811,383.33	33,946,000.00	3,779,163.36
February 2011	0.00	0.00	0.00	80,966,706.36	33,946,000.00	3,660,852.12
March 2011	0.00	0.00	0.00	79,148,953.33	33,946,000.00	3,541,205.49
April 2011	0.00	0.00	0.00	77,357,745.81	33,946,000.00	3,420,281.95
May 2011	0.00	0.00	0.00	75,592,710.60	33,946,000.00	3,298,138.69
June 2011	0.00	0.00	0.00	73,853,479.66	33,946,000.00	3,174,831.63
July 2011	0.00	0.00	0.00	72,139,689.99	33,946,000.00	3,050,415.44
August 2011	0.00	0.00	0.00	70,450,983.61	33,946,000.00	2,924,943.55
September 2011 ...	0.00	0.00	0.00	68,787,007.50	33,946,000.00	2,798,468.22
October 2011	0.00	0.00	0.00	67,147,413.48	33,946,000.00	2,671,040.51

Distribution Date	Class PA	Class PB	Class PC	Class PD	Class PE	Class YL
November 2011 ...	\$ 0.00	\$ 0.00	\$ 0.00	\$ 65,531,858.17	\$33,946,000.00	\$ 2,542,710.32
December 2011 ...	0.00	0.00	0.00	63,940,002.95	33,946,000.00	2,413,526.42
January 2012	0.00	0.00	0.00	62,371,513.87	33,946,000.00	2,283,536.46
February 2012	0.00	0.00	0.00	60,826,061.56	33,946,000.00	2,152,786.99
March 2012	0.00	0.00	0.00	59,303,321.24	33,946,000.00	2,021,323.51
April 2012	0.00	0.00	0.00	57,802,972.57	33,946,000.00	1,889,190.43
May 2012	0.00	0.00	0.00	56,324,699.67	33,946,000.00	1,756,431.15
June 2012	0.00	0.00	0.00	54,868,191.00	33,946,000.00	1,623,088.03
July 2012	0.00	0.00	0.00	53,433,139.33	33,946,000.00	1,489,202.46
August 2012	0.00	0.00	0.00	52,019,241.66	33,946,000.00	1,354,814.82
September 2012 ...	0.00	0.00	0.00	50,626,199.21	33,946,000.00	1,219,964.56
October 2012	0.00	0.00	0.00	49,253,717.30	33,946,000.00	1,084,690.17
November 2012 ...	0.00	0.00	0.00	47,901,505.33	33,946,000.00	949,029.21
December 2012 ...	0.00	0.00	0.00	46,569,276.73	33,946,000.00	813,018.34
January 2013	0.00	0.00	0.00	45,256,748.86	33,946,000.00	676,693.34
February 2013	0.00	0.00	0.00	43,963,643.02	33,946,000.00	540,089.09
March 2013	0.00	0.00	0.00	42,689,684.35	33,946,000.00	403,239.64
April 2013	0.00	0.00	0.00	41,434,601.79	33,946,000.00	266,178.18
May 2013	0.00	0.00	0.00	40,198,128.05	33,946,000.00	128,937.08
June 2013	0.00	0.00	0.00	38,979,999.51	33,946,000.00	0.00
July 2013	0.00	0.00	0.00	37,779,956.23	33,946,000.00	0.00
August 2013	0.00	0.00	0.00	36,597,741.82	33,946,000.00	0.00
September 2013 ...	0.00	0.00	0.00	35,433,103.50	33,946,000.00	0.00
October 2013	0.00	0.00	0.00	34,285,791.95	33,946,000.00	0.00
November 2013 ...	0.00	0.00	0.00	33,155,561.30	33,946,000.00	0.00
December 2013 ...	0.00	0.00	0.00	32,042,169.12	33,946,000.00	0.00
January 2014	0.00	0.00	0.00	30,945,376.30	33,946,000.00	0.00
February 2014	0.00	0.00	0.00	29,864,947.08	33,946,000.00	0.00
March 2014	0.00	0.00	0.00	28,800,648.93	33,946,000.00	0.00
April 2014	0.00	0.00	0.00	27,752,252.57	33,946,000.00	0.00
May 2014	0.00	0.00	0.00	26,719,531.89	33,946,000.00	0.00
June 2014	0.00	0.00	0.00	25,702,263.91	33,946,000.00	0.00
July 2014	0.00	0.00	0.00	24,700,228.76	33,946,000.00	0.00
August 2014	0.00	0.00	0.00	23,713,209.61	33,946,000.00	0.00
September 2014 ...	0.00	0.00	0.00	22,740,992.63	33,946,000.00	0.00
October 2014	0.00	0.00	0.00	21,783,366.97	33,946,000.00	0.00
November 2014 ...	0.00	0.00	0.00	20,840,124.69	33,946,000.00	0.00
December 2014 ...	0.00	0.00	0.00	19,911,060.77	33,946,000.00	0.00
January 2015	0.00	0.00	0.00	18,995,972.99	33,946,000.00	0.00
February 2015	0.00	0.00	0.00	18,094,661.99	33,946,000.00	0.00
March 2015	0.00	0.00	0.00	17,206,931.13	33,946,000.00	0.00
April 2015	0.00	0.00	0.00	16,332,586.55	33,946,000.00	0.00
May 2015	0.00	0.00	0.00	15,471,437.03	33,946,000.00	0.00
June 2015	0.00	0.00	0.00	14,623,294.07	33,946,000.00	0.00
July 2015	0.00	0.00	0.00	13,787,971.73	33,946,000.00	0.00
August 2015	0.00	0.00	0.00	12,965,286.70	33,946,000.00	0.00
September 2015 ...	0.00	0.00	0.00	12,155,058.20	33,946,000.00	0.00
October 2015	0.00	0.00	0.00	11,357,107.96	33,946,000.00	0.00
November 2015 ...	0.00	0.00	0.00	10,571,260.21	33,946,000.00	0.00
December 2015 ...	0.00	0.00	0.00	9,797,341.61	33,946,000.00	0.00
January 2016	0.00	0.00	0.00	9,035,181.23	33,946,000.00	0.00
February 2016	0.00	0.00	0.00	8,284,610.54	33,946,000.00	0.00
March 2016	0.00	0.00	0.00	7,545,463.33	33,946,000.00	0.00
April 2016	0.00	0.00	0.00	6,817,575.73	33,946,000.00	0.00
May 2016	0.00	0.00	0.00	6,100,786.14	33,946,000.00	0.00
June 2016	0.00	0.00	0.00	5,394,935.22	33,946,000.00	0.00
July 2016	0.00	0.00	0.00	4,699,865.83	33,946,000.00	0.00
August 2016	0.00	0.00	0.00	4,015,423.04	33,946,000.00	0.00
September 2016 ...	0.00	0.00	0.00	3,341,454.08	33,946,000.00	0.00
October 2016	0.00	0.00	0.00	2,677,808.31	33,946,000.00	0.00
November 2016 ...	0.00	0.00	0.00	2,024,337.18	33,946,000.00	0.00
December 2016 ...	0.00	0.00	0.00	1,380,894.22	33,946,000.00	0.00

Distribution Date	Class PA	Class PB	Class PC	Class PD	Class PE	Class YL
January 2017	\$ 0.00	\$ 0.00	\$ 0.00	\$ 747,335.01	\$33,946,000.00	\$ 0.00
February 2017	0.00	0.00	0.00	123,517.14	33,946,000.00	0.00
March 2017	0.00	0.00	0.00	0.00	33,455,300.18	0.00
April 2017	0.00	0.00	0.00	0.00	32,850,545.69	0.00
May 2017	0.00	0.00	0.00	0.00	32,255,117.13	0.00
June 2017	0.00	0.00	0.00	0.00	31,668,879.88	0.00
July 2017	0.00	0.00	0.00	0.00	31,091,701.22	0.00
August 2017	0.00	0.00	0.00	0.00	30,523,450.25	0.00
September 2017 ...	0.00	0.00	0.00	0.00	29,963,997.93	0.00
October 2017	0.00	0.00	0.00	0.00	29,413,217.01	0.00
November 2017 ...	0.00	0.00	0.00	0.00	28,870,982.03	0.00
December 2017 ...	0.00	0.00	0.00	0.00	28,337,169.28	0.00
January 2018	0.00	0.00	0.00	0.00	27,811,656.77	0.00
February 2018	0.00	0.00	0.00	0.00	27,294,324.24	0.00
March 2018	0.00	0.00	0.00	0.00	26,785,053.10	0.00
April 2018	0.00	0.00	0.00	0.00	26,283,726.43	0.00
May 2018	0.00	0.00	0.00	0.00	25,790,228.93	0.00
June 2018	0.00	0.00	0.00	0.00	25,304,446.94	0.00
July 2018	0.00	0.00	0.00	0.00	24,826,268.38	0.00
August 2018	0.00	0.00	0.00	0.00	24,355,582.74	0.00
September 2018 ...	0.00	0.00	0.00	0.00	23,892,281.06	0.00
October 2018	0.00	0.00	0.00	0.00	23,436,255.92	0.00
November 2018 ...	0.00	0.00	0.00	0.00	22,987,401.39	0.00
December 2018 ...	0.00	0.00	0.00	0.00	22,545,613.04	0.00
January 2019	0.00	0.00	0.00	0.00	22,110,787.90	0.00
February 2019	0.00	0.00	0.00	0.00	21,682,824.45	0.00
March 2019	0.00	0.00	0.00	0.00	21,261,622.60	0.00
April 2019	0.00	0.00	0.00	0.00	20,847,083.65	0.00
May 2019	0.00	0.00	0.00	0.00	20,439,110.30	0.00
June 2019	0.00	0.00	0.00	0.00	20,037,606.61	0.00
July 2019	0.00	0.00	0.00	0.00	19,642,478.01	0.00
August 2019	0.00	0.00	0.00	0.00	19,253,631.24	0.00
September 2019 ...	0.00	0.00	0.00	0.00	18,870,974.35	0.00
October 2019	0.00	0.00	0.00	0.00	18,494,416.70	0.00
November 2019 ...	0.00	0.00	0.00	0.00	18,123,868.91	0.00
December 2019 ...	0.00	0.00	0.00	0.00	17,759,242.87	0.00
January 2020	0.00	0.00	0.00	0.00	17,400,451.71	0.00
February 2020	0.00	0.00	0.00	0.00	17,047,409.77	0.00
March 2020	0.00	0.00	0.00	0.00	16,700,032.63	0.00
April 2020	0.00	0.00	0.00	0.00	16,358,237.02	0.00
May 2020	0.00	0.00	0.00	0.00	16,021,940.87	0.00
June 2020	0.00	0.00	0.00	0.00	15,691,063.27	0.00
July 2020	0.00	0.00	0.00	0.00	15,365,524.43	0.00
August 2020	0.00	0.00	0.00	0.00	15,045,245.71	0.00
September 2020 ...	0.00	0.00	0.00	0.00	14,730,149.56	0.00
October 2020	0.00	0.00	0.00	0.00	14,420,159.54	0.00
November 2020 ...	0.00	0.00	0.00	0.00	14,115,200.29	0.00
December 2020 ...	0.00	0.00	0.00	0.00	13,815,197.51	0.00
January 2021	0.00	0.00	0.00	0.00	13,520,077.95	0.00
February 2021	0.00	0.00	0.00	0.00	13,229,769.39	0.00
March 2021	0.00	0.00	0.00	0.00	12,944,200.65	0.00
April 2021	0.00	0.00	0.00	0.00	12,663,301.53	0.00
May 2021	0.00	0.00	0.00	0.00	12,387,002.86	0.00
June 2021	0.00	0.00	0.00	0.00	12,115,236.42	0.00
July 2021	0.00	0.00	0.00	0.00	11,847,934.97	0.00
August 2021	0.00	0.00	0.00	0.00	11,585,032.21	0.00
September 2021 ...	0.00	0.00	0.00	0.00	11,326,462.79	0.00
October 2021	0.00	0.00	0.00	0.00	11,072,162.29	0.00
November 2021 ...	0.00	0.00	0.00	0.00	10,822,067.20	0.00
December 2021 ...	0.00	0.00	0.00	0.00	10,576,114.91	0.00
January 2022	0.00	0.00	0.00	0.00	10,334,243.70	0.00
February 2022	0.00	0.00	0.00	0.00	10,096,392.71	0.00

Distribution Date	Class PA	Class PB	Class PC	Class PD	Class PE	Class YL
March 2022	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 9,862,501.98	\$ 0.00
April 2022	0.00	0.00	0.00	0.00	9,632,512.37	0.00
May 2022	0.00	0.00	0.00	0.00	9,406,365.60	0.00
June 2022	0.00	0.00	0.00	0.00	9,184,004.20	0.00
July 2022	0.00	0.00	0.00	0.00	8,965,371.54	0.00
August 2022	0.00	0.00	0.00	0.00	8,750,411.78	0.00
September 2022 ...	0.00	0.00	0.00	0.00	8,539,069.88	0.00
October 2022	0.00	0.00	0.00	0.00	8,331,291.58	0.00
November 2022 ...	0.00	0.00	0.00	0.00	8,127,023.39	0.00
December 2022 ...	0.00	0.00	0.00	0.00	7,926,212.60	0.00
January 2023	0.00	0.00	0.00	0.00	7,728,807.24	0.00
February 2023	0.00	0.00	0.00	0.00	7,534,756.07	0.00
March 2023	0.00	0.00	0.00	0.00	7,344,008.59	0.00
April 2023	0.00	0.00	0.00	0.00	7,156,515.04	0.00
May 2023	0.00	0.00	0.00	0.00	6,972,226.34	0.00
June 2023	0.00	0.00	0.00	0.00	6,791,094.12	0.00
July 2023	0.00	0.00	0.00	0.00	6,613,070.71	0.00
August 2023	0.00	0.00	0.00	0.00	6,438,109.12	0.00
September 2023 ...	0.00	0.00	0.00	0.00	6,266,163.03	0.00
October 2023	0.00	0.00	0.00	0.00	6,097,186.77	0.00
November 2023 ...	0.00	0.00	0.00	0.00	5,931,135.34	0.00
December 2023 ...	0.00	0.00	0.00	0.00	5,767,964.38	0.00
January 2024	0.00	0.00	0.00	0.00	5,607,630.16	0.00
February 2024	0.00	0.00	0.00	0.00	5,450,089.59	0.00
March 2024	0.00	0.00	0.00	0.00	5,295,300.18	0.00
April 2024	0.00	0.00	0.00	0.00	5,143,220.05	0.00
May 2024	0.00	0.00	0.00	0.00	4,993,807.94	0.00
June 2024	0.00	0.00	0.00	0.00	4,847,023.18	0.00
July 2024	0.00	0.00	0.00	0.00	4,702,825.65	0.00
August 2024	0.00	0.00	0.00	0.00	4,561,175.84	0.00
September 2024 ...	0.00	0.00	0.00	0.00	4,422,034.81	0.00
October 2024	0.00	0.00	0.00	0.00	4,285,364.16	0.00
November 2024 ...	0.00	0.00	0.00	0.00	4,151,126.04	0.00
December 2024 ...	0.00	0.00	0.00	0.00	4,019,283.17	0.00
January 2025	0.00	0.00	0.00	0.00	3,889,798.79	0.00
February 2025	0.00	0.00	0.00	0.00	3,762,636.67	0.00
March 2025	0.00	0.00	0.00	0.00	3,637,761.10	0.00
April 2025	0.00	0.00	0.00	0.00	3,515,136.89	0.00
May 2025	0.00	0.00	0.00	0.00	3,394,729.36	0.00
June 2025	0.00	0.00	0.00	0.00	3,276,504.31	0.00
July 2025	0.00	0.00	0.00	0.00	3,160,428.07	0.00
August 2025	0.00	0.00	0.00	0.00	3,046,467.43	0.00
September 2025 ...	0.00	0.00	0.00	0.00	2,934,589.66	0.00
October 2025	0.00	0.00	0.00	0.00	2,824,762.51	0.00
November 2025 ...	0.00	0.00	0.00	0.00	2,716,954.20	0.00
December 2025 ...	0.00	0.00	0.00	0.00	2,611,133.40	0.00
January 2026	0.00	0.00	0.00	0.00	2,507,269.25	0.00
February 2026	0.00	0.00	0.00	0.00	2,405,331.31	0.00
March 2026	0.00	0.00	0.00	0.00	2,305,289.60	0.00
April 2026	0.00	0.00	0.00	0.00	2,207,114.58	0.00
May 2026	0.00	0.00	0.00	0.00	2,110,777.12	0.00
June 2026	0.00	0.00	0.00	0.00	2,016,248.53	0.00
July 2026	0.00	0.00	0.00	0.00	1,923,500.52	0.00
August 2026	0.00	0.00	0.00	0.00	1,832,505.23	0.00
September 2026 ...	0.00	0.00	0.00	0.00	1,743,235.19	0.00
October 2026	0.00	0.00	0.00	0.00	1,655,663.34	0.00
November 2026 ...	0.00	0.00	0.00	0.00	1,569,763.00	0.00
December 2026 ...	0.00	0.00	0.00	0.00	1,485,507.89	0.00
January 2027	0.00	0.00	0.00	0.00	1,402,872.10	0.00
February 2027	0.00	0.00	0.00	0.00	1,321,830.13	0.00
March 2027	0.00	0.00	0.00	0.00	1,242,356.80	0.00
April 2027	0.00	0.00	0.00	0.00	1,164,427.35	0.00

Distribution Date	Class PA	Class PB	Class PC	Class PD	Class PE	Class YL
May 2027	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 1,088,017.34	\$ 0.00
June 2027	0.00	0.00	0.00	0.00	1,013,102.72	0.00
July 2027	0.00	0.00	0.00	0.00	939,659.76	0.00
August 2027	0.00	0.00	0.00	0.00	867,665.10	0.00
September 2027 ...	0.00	0.00	0.00	0.00	797,095.71	0.00
October 2027	0.00	0.00	0.00	0.00	727,928.91	0.00
November 2027 ...	0.00	0.00	0.00	0.00	660,142.34	0.00
December 2027 ...	0.00	0.00	0.00	0.00	593,713.97	0.00
January 2028	0.00	0.00	0.00	0.00	528,622.09	0.00
February 2028	0.00	0.00	0.00	0.00	464,845.31	0.00
March 2028	0.00	0.00	0.00	0.00	402,362.57	0.00
April 2028	0.00	0.00	0.00	0.00	341,153.10	0.00
May 2028	0.00	0.00	0.00	0.00	281,196.43	0.00
June 2028	0.00	0.00	0.00	0.00	222,472.42	0.00
July 2028	0.00	0.00	0.00	0.00	164,961.19	0.00
August 2028	0.00	0.00	0.00	0.00	108,643.19	0.00
September 2028 ...	0.00	0.00	0.00	0.00	53,499.13	0.00
October 2028 and thereafter ...	0.00	0.00	0.00	0.00	0.00	0.00

**Ginnie Mae Callable Trust 2002-C1
Offering Circular**

\$400,000,000

Government National Mortgage Association



GINNIE MAE®

**Guaranteed Callable Pass-Through Securities
Ginnie Mae Callable Trust 2002-C1**



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 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 Platinum Certificates.

The Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 30, 2002.

You should read the Ginnie Mae Platinum Offering Circular.

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

JPMorgan

The date of this Offering Circular is January 23, 2002.

Ginnie Mae Callable Trust 2002-C1

The Trust will issue the classes of securities listed in the table below.

<u>Class</u>	<u>Original Principal Balance(1)</u>	<u>Interest Rate</u>	<u>Class Type(3)</u>	<u>Final Distribution Date(3)</u>	<u>Initial Redemption Date</u>	<u>CUSIP Number</u>
Security Group 1						
A1	\$300,000,000	6.5%	Callable	January 2032	July 2002	383740BC0
B1	(2)	(2)	Call	—	—	383740BD8
Security Group 2						
A2	100,000,000	6.5	Callable	January 2032	July 2002	383740BE6
B2	(2)	(2)	Call	—	—	383740BF3

(1) Subject to increase as described under “Increase in Size” in this Supplement.

(2) The Call Class Securities are not issued with principal balances and are not entitled to payments of any interest.

(3) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.

AVAILABLE INFORMATION

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

- this Offering Circular;
- the Base Offering Circular for Ginnie Mae Platinum Certificates (the “Base Offering Circular”); and
- the Offering Circular Supplement thereto applicable to the underlying Ginnie Mae Platinum Certificates (the “Offering Circular Supplement,” and together with the Base Offering Circular, the “Ginnie Mae Platinum Offering Circular”).

The Ginnie Mae Platinum 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 Ginnie Mae Platinum Offering Circular.

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet	4	Certain Federal Income Tax	
Risk Factors	6	Consequences	18
The Trust MBS	7	ERISA Matters	20
Ginnie Mae Guaranty	8	Legal Investment Considerations	21
Description of the Securities	8	Plan of Distribution	21
Yield, Maturity and Prepayment		Increase in Size	21
Considerations	12	Legal Matters	21

TERMS SHEET

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

Sponsor: J.P. Morgan Securities, Inc.

Trustee: Bank One Trust Company, N.A.

Tax Administrator: The Trustee

Closing Date: January 30, 2002

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 February 2002.

Redemption and Exchange: The Holder of a Call Class Security will have the right to direct the Trustee to redeem the related Callable Class Securities, in whole but not in part, on any Distribution Date (the “Redemption Date”) on or after the Initial Redemption Date. Only one Holder is permitted to hold a Call Class Security at any time. Upon redemption of a Callable Class, the amount payable to the Holders of such Class will equal the Class Principal Balance thereof plus accrued and unpaid interest thereon to the Redemption Date, calculated as set forth under “*Description of the Securities — Redemption and Exchange*” in this Offering Circular.

Initial Redemption Date: The Distribution Date occurring in July 2002.

Trust MBS:

<u>Trust MBS Group</u>	<u>Trust MBS Type*</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.5%	30
2	Ginnie Mae II	6.5%	30

* Trust MBS Type refers to the Ginnie Mae MBS Certificates underlying the Ginnie Mae Platinum Certificates.

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1			
Trust MBS			
\$300,000,000	356	3	7.28%
Group 2			
Trust MBS			
\$100,000,000	356	3	7.28%

¹ As of January 1, 2002.

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

³ The Mortgage Loans underlying the Trust MBS 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 MBS” in this Offering Circular.*

Issuance of Securities: The Callable Class 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 Call Class Securities will be issued in fully registered, certificated form. See *“Description of the Securities — Form of Securities” in this Supplement.*

Increased Minimum Denomination Classes: None. See *“Description of the Securities — Form of Securities” in this Offering Circular.*

Interest Rates: The Callable Class Securities will bear interest at the per annum Interest Rate shown on the inside cover page of this Offering Circular. The Call Class Securities are not entitled to any interest, and no amounts will be distributable thereon, except as described in this Offering Circular.

Allocation of Principal: On each Distribution Date, a percentage of the Principal Distribution Amount for each Group will be applied to the Trustee Fee, and the remainder of the Principal Distribution Amount (the “Adjusted Principal Distribution Amount”) will be distributed to the related Callable Class Securities until the Class Principal Balance thereof has been reduced to zero. The Call Class Securities are not issued with a Class Principal Balance, and no amounts will be distributable thereon, except as described under *“Description of Securities — Redemption and Exchange”* in this Offering Circular.

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 MBS. 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.

Callable class securities are subject to redemption prior to their final distribution date. A callable class security is subject to redemption on any distribution date on or after the initial redemption date. A redemption of callable class securities is more likely to occur to the extent that prevailing mortgage interest rates have declined or the market value of the related Trust MBS otherwise exceeds the aggregate principal balance of the callable class securities. The existence of redemption risk may diminish significantly the ability of the holder to sell a callable class at a premium. The value of call class security may fluctuate significantly depending on the prevailing interest rates.

Rates of principal payments and the occurrence and timing of any redemption can reduce your yield. The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium and principal payments are faster than you expected (or an early redemption occurs), or
- you bought your securities at a discount and principal payments are slower than you expected (and a redemption does not occur).

In addition, if your securities are purchased at a significant premium, you could lose

money on your investment if prepayments occur at a rapid rate.

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.

The securities may not be a suitable investment for you. The securities may not be suitable investments for all investors, in particular, call class securities may not be suitable investments for individual 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, redemption,

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

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, market and any redemption 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 MBS

General

The Sponsor intends to acquire the Trust MBS 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 MBS.

The assets of the Trust consist of one or more Ginnie Mae Platinum Certificates guaranteed as to timely payment of principal and interest by Ginnie Mae. Each Ginnie Mae Platinum Certificate represents an undivided ownership interest in a separate trust that consists of “fully modified pass-through” certificates (“Ginnie Mae MBS Certificates”) as to which Ginnie Mae has guaranteed the timely payment of principal and interest pursuant to the Ginnie Mae II Program (“Ginnie Mae II MBS Certificates”).

Distributions in respect of each Ginnie Mae Platinum Certificate will be made to the holder thereof on a monthly basis, and represent the aggregate of distributions received on the underlying Ginnie Mae MBS Certificates, less amounts payable to the Ginnie Mae Platinum Trustee as described in the Ginnie Mae Platinum Offering Circular.

The Trust MBS

The Trust MBS are Ginnie Mae Platinum Certificates backed by Ginnie Mae II MBS Certificates.

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 Mortgage Loans

The Mortgage Loans underlying the Trust MBS are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the

Mortgage Loans Underlying the Trust MBS.” 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”).

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

Trustee Fee

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on specified Trust MBS 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. Ginnie Mae also guarantees to the Holder of each Call Class Security all amounts, if any, due thereon on the related Redemption Date, representing principal and interest as described in this Offering Circular. 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.

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.

Form of Securities

The Callable Class Securities initially will be issued and maintained, and may only be transferred on the book-entry system of the U.S. Federal Reserve Banks (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 which are eligible to maintain book-entry accounts with the Federal Reserve Bank of New York. By request accompanied by the payment of a transfer fee of \$25,000 per physical certificate to be issued, a Beneficial Owner may receive a Callable Class Security in certificated form.

The Callable Class Securities will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000.

Each Call Class will be issued as a single certificated, fully registered security, representing the entire interest in such class, and may be transferred or exchanged at the Corporate Trust Office of the Trustee. Only one Holder is permitted to hold a Call Class at any time. The Trustee may impose a service charge upon Holders for any registration of exchange or transfer of certificated securities, and the Trustee may require payment of a sum sufficient to cover any tax or other governmental charge incurred in connection with any transfer.

Distributions

Distributions on the Callable Class Securities will be made on each Distribution Date as specified under “*Terms Sheet — Distribution Date*” in this Offering Circular. On each 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. The “Distribution Amount” for each Distribution Date will be the aggregate of the Principal Distribution Amount and Interest Distribution Amount for that date. For purposes hereof, a “Business Day” is a day other than (a) a Saturday or Sunday, (b) a day on which the banking institutions in the state of New York are authorized or obligated by law or executive order to remain closed or (c) a Federal legal public holiday. Except as described under “— Redemption and Exchange,” no amounts will be distributable to the Call Class Securities.

Interest Distributions

The amount of interest (the “Interest Distribution Amount”) to be distributed on each Callable Class on any Distribution Date will equal interest accrued for the related Accrual Period on the Class Principal Balance thereof immediately before that Distribution Date at the interest specified on the inside cover page.

- The Accrual Period will be the calendar month preceding the Distribution Date.
- 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 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.

Principal Distributions

The Adjusted Principal Distribution Amount for each Group will be distributed to the Holders of the related Callable Class Securities. The “Adjusted Principal Distribution Amount” for each Distribution Date and each Group represents the aggregate of amounts in respect of

principal received on the related Trust MBS on the distribution date for such Trust MBS occurring in the month of such Distribution Date, net of the principal portion of amounts allocable to the Excess MBS Portion in payment of the monthly Trustee's Fee; except that, in the event that the factor for any Trust MBS (each, a "Certificate Factor") is not available on the date specified in the Trust Agreement, no amounts in respect of principal for such Trust MBS will be distributable to the related Callable Class Securities on the following Distribution Date. "Excess MBS Portion" refers to the excess of the principal balance of the related Trust MBS over the Class Principal Balance of the related Callable Class. 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.

Redemption and Exchange

The Holder of each Call Class will have the right to direct the Trustee to cause the redemption of the related Callable Class Securities, in whole but not in part, on any Distribution Date on or after the Initial Redemption Date. However such a redemption may be effected only if, as of the time specified in the Trust Agreement on the date the Trustee receives notice from the Holder of the related Call Class directing such redemption, the related Trust MBS have a market value in excess of their outstanding principal balance. The determination by the Trustee of the market value, in accordance with the Trust Agreement, will (in the absence of manifest error) be final and binding. Each redemption of Callable Class Securities will be made at the Redemption Price (defined below) for such securities.

The Holder of a Call Class Security proposing to effect a redemption may notify the Trustee at any time during the month preceding redemption but must do so no later than 11:00 a.m. Eastern time on the third Business Day preceding the last calendar day of such month (each, a "Redemption Notice Date"). Any such notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at 153 W. 51st Street, 6th Floor, New York, New York 10019. The Trustee may be contacted by telephone at (212) 373-1139, and by fax at (212) 373-1384. Any notice received after 11:00 a.m. will be deemed to be received on the next following Business Day before 11:00 a.m.

No later than the applicable Redemption Notice Date, the Holder of the applicable Call Class Security must surrender its Call Class Security to the Trustee and deposit a fee (the "Exchange Fee") and the Redemption Amount with the Trustee. The "Redemption Amount" will equal the sum of:

- the outstanding principal balance of the related Trust MBS based on the Certificate Factors published for such related Trust MBS for the month prior to the month of redemption, and
- an amount equal to the interest that would be payable on the related Callable Class Securities for the period from the first day of the month of redemption to the Redemption Date, calculated on the basis of its Interest Rate and Class Factor published in the month preceding redemption.

The Exchange Fee for any redemption will equal the greater of:

- \$5,000 or
- the lesser of \$15,000 or 1/32 of 1% of the outstanding principal balance of the applicable Callable Class Securities.

Upon delivery of the Redemption Amount and the Exchange Fee, surrender of the Call Class Security to the Trustee and determination of a satisfactory market value for the Trust MBS

as described above, the notice of redemption and exchange will become irrevocable and redemption of the Callable Class will be made on the Distribution Date in the month following the month of the related Redemption Notice Date.

On the Redemption Date, the Trustee will redeem each applicable Callable Class Security by distributing the Redemption Price equal to the sum of:

- (a) 100% of the outstanding principal balance of such Callable Class Security;
- (b) accrued interest at the Interest Rate borne by such Callable Class Security for the Accrual Period preceding such Redemption Date, based on its outstanding principal balance; and
- (c) additional accrued interest at the Interest Rate for the period from the first day of the month of redemption to the Redemption Date, calculated on a reduced principal balance determined on the basis of the "Class Factor" for the Callable Class Securities that would have been published in the month of redemption were no redemption to occur.

Distribution of the Redemption Price in respect of the related Callable Class Securities on the Redemption Date will be in lieu of any distribution of principal and interest that would otherwise be made on that date.

Subject to the conditions described above, the Trustee will deliver the related Trust MBS to the Holder of the Call Class Security on the first Business Day of the month of redemption. In addition, on the Redemption Date, the Trustee will remit to the Holder of the Call Class the sum of:

- the positive difference, if any, of the Redemption Amount paid by such Holder and the distributions received on the related Trust MBS in the month of redemption (net, if applicable, of the Trustee Fee payable to the Trustee on such date) less the Redemption Price for the Callable Class Securities and
- investment earnings, if any, on the Redemption Amount (which, following deposit, is expected to be invested by the Trustee in short-term Treasury obligations).

Amounts distributable to the Holder of a Call Class Security on a Redemption Date will constitute principal or interest to the extent of the source of such amounts, as provided in the Trust Agreement.

Class Factors

The Trustee will calculate and make available for each Class of Callable Class 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 of that Class, determines the Class Principal Balance after giving effect to the distribution of principal to be made on the Securities 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 after giving effect to any principal distribution to be made on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.

- Based on the Class Factors published in the preceding and current month (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class.
- Investors may obtain current Class Factors on gREX.

Termination

The Trustee, at its option, may purchase or cause the sale of the Trust MBS (unless the Holder of a Call Class Security has previously tendered its notice of redemption) 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.

Upon any termination of the Trust, the Holder of any outstanding Callable 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.

Upon any such termination, no amounts will be distributable with respect to the Call Class Securities.

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

The prepayment experience of the Mortgage Loans underlying the Trust MBS 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 Trust MBS. 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 MBS, thereby effecting early retirement of the Securities. See *“Description of the Securities — Termination” in this Offering Circular.*

In addition, the Callable Class Securities are subject to redemption. See *“Risk Factors — Callable class securities are subject to redemption prior to their final distribution date.”*

Assumability

Each Mortgage Loan may be assumed, subject to HUD review and approval, upon the sale of the related Mortgaged Property.

Final Distribution Date

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

- The actual retirement of any Security may occur earlier than its Final Distribution Date (as a result of the occurrence of a redemption or otherwise).
- According to the terms of the Ginnie Mae Guaranty, Ginnie Mae will guarantee payment in full of the Class Principal Balance of the Callable Class Securities no later than their Final Distribution Date.

Modeling Assumptions

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

1. The Mortgage Loans underlying the Trust MBS have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.5% 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 Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in February 2002.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is January 30, 2002.

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

7. Except as otherwise indicated, no redemption of the Callable Class Securities occurs as described under *“Description of the Securities — Redemption and Exchange”* in this Offering Circular.

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, a redemption may occur and the Trustee may cause a termination of the Trust as described under “*Description of the Securities — Termination*” in this Offering Circular.
- In addition, distributions on the Securities are based on Certificate Factors, which may not reflect actual receipts on the Trust MBS.

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Offering Circular (“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.

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 of the Callable Class Securities that would remain outstanding following the distribution made each specified month, 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 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 referred to in clause (a).

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 MBS and the Modeling Assumptions.

Percentages of Original Class Principal Balances and Weighted Average Lives

Security Group 1 PSA Prepayment Assumption Rates					
Class A1					
Distribution Date	0%	150%	275%	400%	550%
Initial Percent	100	100	100	100	100
January 2003	99	96	94	91	89
January 2004	98	89	82	75	67
January 2005	97	80	68	56	44
January 2006	96	72	56	42	29
January 2007	95	65	46	32	19
January 2008	94	58	38	24	13
January 2009	92	52	31	18	8
January 2010	91	46	25	13	6
January 2011	89	41	21	10	4
January 2012	88	37	17	7	2
January 2013	86	33	14	5	2
January 2014	84	29	11	4	1
January 2015	82	26	9	3	1
January 2016	79	23	7	2	0
January 2017	77	20	6	2	0
January 2018	74	17	5	1	0
January 2019	71	15	4	1	0
January 2020	68	13	3	1	0
January 2021	64	11	2	0	0
January 2022	60	10	2	0	0
January 2023	56	8	1	0	0
January 2024	52	7	1	0	0
January 2025	47	5	1	0	0
January 2026	42	4	1	0	0
January 2027	36	3	0	0	0
January 2028	30	3	0	0	0
January 2029	23	2	0	0	0
January 2030	16	1	0	0	0
January 2031	8	0	0	0	0
January 2032	0	0	0	0	0
Weighted Average Life (years)	20.5	9.2	6.0	4.4	3.4

Security Group 2 PSA Prepayment Assumption Rates					
Class A2					
Distribution Date	0%	150%	275%	400%	550%
Initial Percent	100	100	100	100	100
January 2003	99	96	94	91	89
January 2004	98	89	82	75	67
January 2005	97	80	68	56	44
January 2006	96	72	56	42	29
January 2007	95	65	46	32	19
January 2008	94	58	38	24	13
January 2009	92	52	31	18	8
January 2010	91	46	25	13	6
January 2011	89	41	21	10	4
January 2012	88	37	17	7	2
January 2013	86	33	14	5	2
January 2014	84	29	11	4	1
January 2015	82	26	9	3	1
January 2016	79	23	7	2	0
January 2017	77	20	6	2	0
January 2018	74	17	5	1	0
January 2019	71	15	4	1	0
January 2020	68	13	3	1	0
January 2021	64	11	2	0	0
January 2022	60	10	2	0	0
January 2023	56	8	1	0	0
January 2024	52	7	1	0	0
January 2025	47	5	1	0	0
January 2026	42	4	1	0	0
January 2027	36	3	0	0	0
January 2028	30	3	0	0	0
January 2029	23	2	0	0	0
January 2030	16	1	0	0	0
January 2031	8	0	0	0	0
January 2032	0	0	0	0	0
Weighted Average Life (years)	20.5	9.2	6.0	4.4	3.4

Yield Considerations

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

Prepayments: Effect on Yields

In the case of Callable Class Securities, the yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans.

- In the case of Callable Class Securities purchased at a premium, faster than anticipated rates of principal payments or an early redemption could result in actual yields to investors that are lower than the anticipated yields.
- In the case of Callable Class Securities purchased at a discount, slower than anticipated rates of principal payments or the absence of a redemption 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 Offering Circular.

Rapid rates of prepayments on the Mortgage Loans or a redemption 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 Callable Class of Securities may be lower than the yield on such securities.

Slow rates of prepayments on the Mortgage Loans and the absence of a redemption 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 MBS 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 (including as a result of a redemption) on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

Payment Delay: Effect on Yields

The effective yield on the Callable Class Securities will be less than the yield otherwise produced by its Interest Rate and purchase price because 30 days' interest will be payable on such Securities even though interest began to accrue approximately 50 days earlier and, except upon a redemption of the Callable Class, will not bear interest during such delay.

Weighted Average Life and Yield Tables

The following tables show the weighted average lives (in years) and the pre-tax yields to maturity on a corporate bond equivalent basis of the Callable Class Securities at various constant percentages of PSA and various redemption scenarios.

The Mortgage Loans will not prepay at any constant rate until maturity. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. In addition, no assurance can be made as to the likelihood or timing of any redemption. **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) a redemption of each Callable Class either does not occur or occurs on the indicated Redemption Date, (2) Interest is paid through the day preceding such Redemption Date and (3) the aggregate purchase price of the Callable Class Securities (expressed as a percentage of its original Class Principal 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.**

Sensitivity of Class A1 Securities to Prepayments
Weighted Average Lives and Pre-Tax Yields
Price: 100.0% *

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>150%</u>	<u>275%</u>	<u>400%</u>	<u>550%</u>
July 2002	Weighted Average Life	0.5	0.5	0.5	0.5
	Pre-Tax Yield	6.6%	6.5%	6.5%	6.5%
January 2007	Weighted Average Life	4.2	3.7	3.3	2.9
	Pre-Tax Yield	6.5%	6.5%	6.5%	6.5%
No Redemption	Weighted Average Life	9.2	6.0	4.4	3.4
	Pre-Tax Yield	6.5%	6.5%	6.5%	6.5%

Sensitivity of Class A2 Securities to Prepayments
Weighted Average Lives and Pre-Tax Yields
Price: 100.0% *

<u>Redemption Date</u>		<u>PSA Prepayment Assumption Rates</u>			
		<u>150%</u>	<u>275%</u>	<u>400%</u>	<u>550%</u>
July 2002	Weighted Average Life	0.5	0.5	0.5	0.5
	Pre-Tax Yield	6.6%	6.5%	6.5%	6.5%
January 2007	Weighted Average Life	4.2	3.7	3.3	2.9
	Pre-Tax Yield	6.5%	6.5%	6.5%	6.5%
No Redemption	Weighted Average Life	9.2	6.0	4.4	3.4
	Pre-Tax Yield	6.5%	6.5%	6.5%	6.5%

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

General

The following is a general discussion of the material federal income tax consequences to beneficial owners of the purchase, ownership, and disposition of the Securities. This discussion is based upon laws, regulations, rulings, and judicial decisions, now in effect, all of which are subject to change. This discussion does not purport to discuss 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 Securities.

In the opinion of Cleary, Gottlieb, Steen & Hamilton, each owner of a Callable Class Security will be treated for federal income tax purposes as the owner of a portion of a trust classified as a grantor trust under subpart E, part I of subchapter J of the Internal Revenue Code of 1986, as amended (the "Code"). Neither the trust, nor any portion of the trust to which any particular Security relates, will be treated as a business entity classified as a corporation or as a partnership. An owner of a Call Class Security, as is more fully explained below, will be treated as owning a call option on the underlying Trust MBS.

The Callable Class Securities

Status. An owner of an interest in Callable Class Securities will be treated as (i) having purchased an undivided interest in the related Trust MBS, and (ii) as having written a call option on such undivided interest at the time of the purchase of the Callable Class Securities. An owner of Callable Class Securities will be treated as having written the call option to the holder of the related Call Class Security in exchange for an option premium in an amount equal to the fair market value of the call option.

Allocations. An owner of an interest in Callable Class Securities should be considered to have purchased its interest in those Callable Class Securities for an amount equal to the sum of the actual purchase price paid for the Callable Class Securities plus the amount of the option premium the owner is deemed to have received from the owner of the related Call Class Security. Consequently, an owner of Callable Class Securities will have a basis in those Callable Class Securities that will be greater than the purchase price paid directly by the owner to acquire the Callable Class Securities.

When an owner sells an interest in Callable Class Securities, the owner will be deemed to have sold its interest in the related Trust MBS for a total price equal to the sum of the sales price received from the purchaser for its interest in the Callable Class Securities plus the fair market value of the call option at the time of sale. The owner would, at the same time, be deemed to have made a payment to the purchaser in an amount equal to the fair market value of the option because the purchaser will have assumed the owner's obligation under the call option. Consequently, the amount realized by the owner upon the sale of Callable Class Securities will be greater than the purchase price paid directly by the purchaser.

Taxation of Call Option Premium. An owner of Callable Class Securities will not be required to include immediately in income the option premium that such owner is deemed to have received upon the purchase of Callable Class Securities. Instead, the owner must account for such premium when the call rights represented by the related Call Class Security are exercised, or when those rights lapse, or when those rights are otherwise terminated with respect to the owner.

An owner of Callable Class Securities will include option premium in income as short-term capital gain when the option lapses. The principal balance of the Trust MBS to which the Callable Class Securities and the Call Class Security relate likely will be reduced over time through principal payments. Under existing authorities, it is not entirely clear whether the rights held by the owner of a Call Class Security would be deemed to lapse as the underlying Trust MBS pay down. The Tax Administrator will assume that the rights represented by a Call Class Security lapse proportionately as principal (including both scheduled and unscheduled payments) is paid on the underlying Trust MBS. Thus, the Tax Administrator will treat an owner of Callable Class Securities as recognizing option premium income over time in proportion to principal payments made on the underlying Trust MBS. There is no assurance that the Internal Revenue Service (the "IRS") would agree with this methodology. Each owner of Callable Class Securities is urged to consult its own tax advisor on these matters.

If an owner of a Call Class Security exercises its rights to acquire the underlying Trust MBS, an owner of the related Callable Class Securities would include in its amount realized from the sale of the underlying Trust MBS an amount equal to the unamortized portion of the option premium. If an owner transfers its interest in Callable Class Securities, the transfer will be treated as a closing transaction with respect to the call option the owner is deemed to have written. As a result, the owner will recognize a short-term capital gain or loss equal to the

difference between the unamortized amount of option premium and the amount the owner is deemed to pay to be relieved from the obligation under the option.

The Call Class Securities

Status. An owner of a Call Class Security will be treated as having purchased a call option on the Trust MBS for an option premium in an amount equal to the price paid for such Call Class Security. If an owner of a Call Class Security acquired an interest in the related Callable Class Securities, the call option likely would be treated as having been proportionately extinguished for at least as long as the owner of the Call Class Security held an interest in the Callable Class Securities. Thus, an owner who owned both the Call Class Security and the related Callable Class Securities would be treated as owning the underlying Trust MBS.

Taxation of Call Option Premium. Because the price paid by the owner of the Call Class Security to purchase the Class will be treated as an option premium for the right to acquire the Trust MBS, it will be added to the purchase price paid for the underlying Trust MBS upon exercise of the rights granted to the owner of the Call Class Security if those rights are exercised. The owner of the Call Class Security will recognize a loss as the call rights lapse. For a discussion of when those call rights are deemed to lapse, see “The Callable Class Securities — *Taxation of Call Option Premium.*” If the Trust MBS to be acquired by the owner of the Call Class Security upon exercise of the call option would be capital assets in the owner’s hands, then the loss recognized on lapse of the option would be a capital loss.

Application of the Straddle Rules

With respect to an owner of Callable Class Securities, the IRS might take the position that the owner’s interest in the underlying Trust MBS and the call option constitute positions in a straddle. If this position were sustained, the straddle rules of section 1092 of the Code would apply. Under those rules, an owner selling its interest in the Callable Class Securities would be treated as selling its interest in the underlying Trust MBS at a gain or loss. Such gain or loss would be short-term because the owner’s holding period would be tolled. Additionally, the straddle rules might require an owner to capitalize, rather than deduct, interest and carrying charges allocable to the owner’s interest in Callable Class Securities. Further, if the IRS were to take the position that an owner’s interest in the Trust MBS and the call option constituted a conversion transaction as well as a straddle, then a portion of the gain with respect to the Trust MBS or the call option might be characterized as ordinary income. Each owner of Callable Class Securities is urged to consult its own tax advisor regarding these matters.

ERISA MATTERS

Ginnie Mae guarantees distributions of principal and interest with respect to the Callable Class Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Callable Class 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 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”), solely by reason of the Plan’s purchase and holding of that certificate.

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.

The redemption right in respect of each Call Class and the exercise thereof might be treated under ERISA as principal transactions between the beneficial owners of the Callable Class Securities and such beneficial owner of the Call Class. Thus, in theory, the acquisition or exercise of the redemption right as described herein by the Holder of a Call Class could be characterized under certain circumstances as an ERISA prohibited transaction between a plan and a “party in interest” (assuming that such plan holds the related Callable or Call Class and such “party in interest” holds the related Call or Callable Class), unless an ERISA prohibited transaction exemption, such as PTE 84-14 (for Transactions by Independent Qualified Professional Asset Managers), is applicable. The Call Class may be deemed to be an option to acquire a guaranteed governmental mortgage pool certificate rather than such a certificate. *ERISA plan fiduciaries should consult with their counsel concerning these issues.*

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 Security 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.

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

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Offering Circular, except that the original Class Principal Balance of each Callable Class will increase by the same proportion. The Trust Agreement, the Final Data Statement and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams; for the Trust by Cleary, Gottlieb, Steen & Hamilton; and for the Trustee by Ungaretti & Harris, Chicago, Illinois.



\$1,114,244,404

**Government National
Mortgage Association**

GINNIE MAE[®]

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2002-05**

**OFFERING CIRCULAR SUPPLEMENT
January 23, 2002**

**JPMorgan
Blaylock & Partners, L.P.**