

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

\$290,000,000

Government National Mortgage Association



GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
Ginnie Mae REMIC Trust 2003-002**



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

See “Risk Factors” beginning on page S-8 which highlights some of these risks.

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates and certain previously issued certificates.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be January 30, 2003.

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

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

BANC OF AMERICA SECURITIES LLC ORMES CAPITAL MARKETS, INC.

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

Ginnie Mae REMIC Trust 2003-002

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(1)</u>	<u>Interest Rate</u>	<u>Principal Type(2)</u>	<u>Interest Type(2)</u>	<u>Final Distribution Date(3)</u>	<u>CUSIP Number</u>
Security Group 1						
FB.....	\$ 18,604,666	(4)	TAC/AD	FLT	April 2030	38373YUP7
PA.....	100,496,000	4.0%	PAC	FIX	July 2028	38373YUQ5
PB.....	60,412,000	5.5	PAC	FIX	March 2032	38373YUR3
PC.....	16,926,000	5.5	PAC	FIX	January 2033	38373YUS1
PI.....	27,408,000	5.5	NTL(PAC)	FIX/IO	July 2028	38373YUT9
PZ.....	5,000,000	5.5	SUP	FIX/Z	January 2033	38373YUU6
SF.....	37,209,334	(4)	TAC/AD	INV	April 2030	38373YUV4
ZP.....	11,352,000	5.5	TAC/AD	FIX/Z	January 2033	38373YUW2
Security Group 2						
AB.....	4,400,000	5.0	SEQ	FIX	October 2012	38373YUX0
AC.....	6,200,000	5.0	SEQ	FIX	August 2020	38373YUY8
AD.....	3,800,000	5.0	SEQ	FIX	December 2023	38373YUZ5
AE.....	4,800,000	5.0	SEQ	FIX	May 2027	38373YVA9
AF.....	4,800,000	5.0	SEQ	FIX	March 2030	38373YVB7
AG.....	6,000,000	5.0	SEQ	FIX	January 2033	38373YVC5
Security Group 3						
AJ.....	5,000,000	5.0	SC/PT	FIX	March 2030	38373YVD3
AK.....	4,000,000	6.0	SC/SEQ/AD	FIX	March 2030	38373YVE1
AZ.....	1,000,000	6.0	SC/SEQ	FIX/Z	March 2030	38373YVF8
Residual						
RR.....	0	0.0	NPR	NPR	January 2033	38373YVG6

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

AVAILABLE INFORMATION

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

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

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

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

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

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TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: January 30, 2003

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

Trust Assets:

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

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 Trust Assets⁽¹⁾:

<u>Principal Balance⁽²⁾</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate</u>
Group 1 Trust Assets			
\$250,000,000	358	1	6.25%
Group 2 Trust Assets			
\$30,000,000	360	0	5.82%

(1) As of January 1, 2003.

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

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

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 and Group 2 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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>
FB	LIBOR + 0.62%	2.04%	0.62%	8.50%	0	0.00%
SF	7.94% – (LIBOR × 0.50)	7.23%	4.00%	7.94%	0	7.88%

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

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

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

SECURITY GROUP 1

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

- The PZ Accrual Amount as follows:
 1. To the TAC Classes until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. Concurrently, to FB and SF, pro rata, until retired
 - b. To ZP, until retired
 2. To PZ
- The ZP Accrual Amount as follows:
 1. Concurrently, to FB and SF, pro rata, until retired
 2. To ZP
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. Sequentially, to PA, PB and PC, in that order, until reduced to their Aggregate Scheduled Principal Balances for that Distribution Date

2. To the TAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. Concurrently, to FB and SF, pro rata, until retired
 - b. To ZP, until retired
3. To PZ, until retired
4. To the TAC Classes, in that manner and order of priority described in Step 2, but without regard to their Aggregate Scheduled Principal Balance, until retired
5. To the PAC Classes, in that manner and order of priority described in Step 1, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

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

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the AZ Accrual Amount will be allocated as follows:

- The AZ Accrual Amount to AK and AZ, in that order, until retired
- The Group 3 Principal Distribution Amount concurrently in the following order of priority:
 1. 50% to AJ, until retired
 2. 50% to AK and AZ, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
PA, PB and PC (in the aggregate)	100% PSA through 250% PSA
FB, SF and ZP (in the aggregate)	131% PSA

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

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
PI	\$27,408,000	27.2727272727% of PA (PAC Class)

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

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

RISK FACTORS

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

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

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

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

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

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

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

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

The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the Group 3 Securities. The underlying certificate will be sensitive to:

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

As described in the underlying certificate disclosure documents, the underlying certificate included in trust asset Group 3 is not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificate. Accordingly, the underlying certificate may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

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

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

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

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

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

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

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

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

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

The Trust MBS (Group 1 and Group 2)

The Group 1 and Group 2 Trust Assets are either:

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

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

The Underlying Certificate (Group 3)

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

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

The Mortgage Loans

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

the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, the Rural Housing Service or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular.*

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

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

The Residual Securities will not be issued in book-entry form but will be issued in fully registered, certificated form and may be transferred or exchanged, subject to the transfer restrictions applicable to Residual Securities set forth in the Trust Agreement, at the Corporate

Trust Office of the Trustee. See *“Description of the Securities — Forms of Securities; Book-Entry Procedures” in the Base Offering Circular.*

Each 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 Class will be issued in minimum denominations of: \$102,000 in initial principal balance for Class SF and \$603,000 in initial principal balance for Class PI.

Distributions

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

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See *“— Class Factors” below.*
- 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. The abbreviations used on the inside cover page are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Periods

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

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

Fixed Rate Classes

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

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 Classes

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

Principal Distributions

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

Categories of Classes

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

Notional Class

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

Residual Securities

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

Class Factors

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

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

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

Termination

The Trustee, at its option, may purchase or cause the sale of the Trust Assets and thereby terminate the Trust on any Distribution Date on which the aggregate of the Class Principal Balances of the Securities is less than 1% of the aggregate Original Class Principal Balances of the Securities. The Trustee will terminate the Trust and retire the Securities on any Distribution

Date upon the Trustee's determination that the REMIC status of either Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

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

Accretion Directed Classes

Classes AK, FB, SF and ZP are Accretion Directed Classes. The related Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement.

Each of Class AK, FB, SF and ZP has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. AK, FB, SF and ZP do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

Securities that Receive Principal on the Basis of Schedules

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

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

PAC Classes	<u>Initial Effective Range</u>
PA, PB and PC (in the aggregate)	100% PSA through 250% PSA

TAC Classes	<u>Initial Effective Rate</u>
FB, SF and ZP (in the aggregate)	131% PSA

- The principal payment stability of the PAC Classes will be supported in part by the related TAC and Support Class.
- The principal payment stability of the TAC Classes will be supported in part by the related Support Class.

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

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

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or TAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range (or if prepayment rates average the Effective Rate), if any, for that Class. Further, the Effective Range for any PAC Class can narrow

or shift over time and the Effective Rate for any TAC Class can change or cease to exist depending on the actual characteristics of the related Mortgage Loans.

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

If the related Mortgage Loans prepay at rates that are generally above the Effective Range or Rate for any PAC or TAC Class, its supporting Classes may be retired earlier than that PAC or TAC Class, and the Weighted Average Life of the PAC or TAC 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, is the latest date on which the related Class Principal Balance or Class Notional Balance will be reduced to zero.

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1 and Group 2 Trust Assets have the assumed characteristics shown under "Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 Trust Assets" in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1 and Group 2 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 and Group 2 Trust Asset is assumed to have a Mortgage Rate of 1.5% per annum higher than the related Certificate Rate.

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

3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in February 2003.

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

5. The Closing Date for the Securities is January 30, 2003.

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

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

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

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

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

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

Decrement Tables

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

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

The decrement tables set forth below illustrate the percentage of the Original Class Principal Balance (or, in the case of the Notional Class, the original Class Notional Balance) that would remain outstanding following the distribution made each specified month for each 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 the Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional amount, as applicable, referred to in clause (a).

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates														
	Classes FB and SF					Classes PA and PI					Class PB				
	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
January 2004	98	98	96	96	84	97	93	93	93	93	100	100	100	100	100
January 2005	97	97	79	72	29	95	81	81	81	81	100	100	100	100	100
January 2006	95	95	53	41	0	92	65	65	65	59	100	100	100	100	100
January 2007	93	93	32	16	0	89	49	49	49	21	100	100	100	100	100
January 2008	91	91	16	0	0	85	34	34	34	0	100	100	100	100	88
January 2009	89	89	4	0	0	82	20	20	20	0	100	100	100	100	56
January 2010	86	86	0	0	0	78	7	7	7	0	100	100	100	100	32
January 2011	84	84	0	0	0	74	0	0	0	0	100	91	91	91	15
January 2012	81	81	0	0	0	69	0	0	0	0	100	72	72	72	3
January 2013	79	77	0	0	0	65	0	0	0	0	100	55	55	55	0
January 2014	76	71	0	0	0	60	0	0	0	0	100	40	40	40	0
January 2015	73	64	0	0	0	54	0	0	0	0	100	28	28	28	0
January 2016	70	55	0	0	0	48	0	0	0	0	100	18	18	18	0
January 2017	66	46	0	0	0	42	0	0	0	0	100	10	10	10	0
January 2018	63	35	0	0	0	35	0	0	0	0	100	3	3	3	0
January 2019	59	24	0	0	0	28	0	0	0	0	100	0	0	0	0
January 2020	55	13	0	0	0	20	0	0	0	0	100	0	0	0	0
January 2021	51	1	0	0	0	12	0	0	0	0	100	0	0	0	0
January 2022	46	0	0	0	0	3	0	0	0	0	100	0	0	0	0
January 2023	42	0	0	0	0	0	0	0	0	0	90	0	0	0	0
January 2024	37	0	0	0	0	0	0	0	0	0	73	0	0	0	0
January 2025	31	0	0	0	0	0	0	0	0	0	54	0	0	0	0
January 2026	26	0	0	0	0	0	0	0	0	0	35	0	0	0	0
January 2027	20	0	0	0	0	0	0	0	0	0	14	0	0	0	0
January 2028	14	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
January 2030	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
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.7	12.5	3.3	2.8	1.6	11.8	4.0	4.0	4.0	3.0	22.2	10.7	10.7	10.7	6.5

Distribution Date	PSA Prepayment Assumption Rates														
	Class PC					Class PZ					Class ZP				
	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
January 2004	100	100	100	100	100	106	106	39	17	0	106	106	106	106	106
January 2005	100	100	100	100	100	112	112	0	0	0	112	112	112	112	112
January 2006	100	100	100	100	100	118	118	0	0	0	118	118	118	118	0
January 2007	100	100	100	100	100	125	125	0	0	0	125	125	125	125	0
January 2008	100	100	100	100	100	132	132	0	0	0	132	132	132	119	0
January 2009	100	100	100	100	100	139	139	0	0	0	139	139	139	61	0
January 2010	100	100	100	100	100	147	147	0	0	0	147	147	124	24	0
January 2011	100	100	100	100	100	155	155	0	0	0	155	155	103	5	0
January 2012	100	100	100	100	100	164	164	0	0	0	164	164	94	0	0
January 2013	100	100	100	100	78	173	173	0	0	0	173	173	89	0	0
January 2014	100	100	100	100	55	183	183	0	0	0	183	183	83	0	0
January 2015	100	100	100	100	39	193	193	0	0	0	193	193	76	0	0
January 2016	100	100	100	100	28	204	204	0	0	0	204	204	70	0	0
January 2017	100	100	100	100	19	216	216	0	0	0	216	216	63	0	0
January 2018	100	100	100	100	14	228	228	0	0	0	228	228	56	0	0
January 2019	100	91	91	91	10	241	241	0	0	0	241	241	49	0	0
January 2020	100	73	73	73	7	254	254	0	0	0	254	254	43	0	0
January 2021	100	59	59	59	5	269	269	0	0	0	269	269	37	0	0
January 2022	100	47	47	47	3	284	284	0	0	0	284	229	32	0	0
January 2023	100	38	38	38	2	300	300	0	0	0	300	184	27	0	0
January 2024	100	29	29	29	1	317	317	0	0	0	317	140	23	0	0
January 2025	100	23	23	23	1	334	334	0	0	0	334	96	19	0	0
January 2026	100	17	17	17	1	353	353	0	0	0	353	52	15	0	0
January 2027	100	13	13	13	0	373	373	0	0	0	373	9	12	0	0
January 2028	70	9	9	9	0	394	320	0	0	0	394	0	9	0	0
January 2029	7	7	7	7	0	417	248	0	0	0	417	0	7	0	0
January 2030	4	4	4	4	0	440	179	0	0	0	274	0	5	0	0
January 2031	2	2	2	2	0	465	113	0	0	0	119	0	3	0	0
January 2032	1	1	1	1	0	381	50	0	0	0	0	0	1	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.4	19.7	19.7	19.7	12.1	29.4	26.9	0.9	0.7	0.4	27.4	21.1	13.8	6.1	2.6

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class AB					Class AC					Class AD				
	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	92	83	76	65	56	100	100	100	100	100	100	100	100	100	100
January 2005	84	49	25	0	0	100	100	100	89	67	100	100	100	100	100
January 2006	76	4	0	0	0	100	100	69	15	0	100	100	100	100	60
January 2007	66	0	0	0	0	100	72	23	0	0	100	100	100	21	0
January 2008	56	0	0	0	0	100	43	0	0	0	100	100	72	0	0
January 2009	46	0	0	0	0	100	15	0	0	0	100	100	13	0	0
January 2010	35	0	0	0	0	100	0	0	0	0	100	83	0	0	0
January 2011	23	0	0	0	0	100	0	0	0	0	100	43	0	0	0
January 2012	10	0	0	0	0	100	0	0	0	0	100	6	0	0	0
January 2013	0	0	0	0	0	97	0	0	0	0	100	0	0	0	0
January 2014	0	0	0	0	0	87	0	0	0	0	100	0	0	0	0
January 2015	0	0	0	0	0	76	0	0	0	0	100	0	0	0	0
January 2016	0	0	0	0	0	64	0	0	0	0	100	0	0	0	0
January 2017	0	0	0	0	0	52	0	0	0	0	100	0	0	0	0
January 2018	0	0	0	0	0	38	0	0	0	0	100	0	0	0	0
January 2019	0	0	0	0	0	24	0	0	0	0	100	0	24	0	0
January 2020	0	0	0	0	0	9	0	0	0	0	100	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	88	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	59	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	29	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	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
January 2029	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
January 2031	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
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	5.4	1.9	1.5	1.2	1.0	14.0	4.8	3.4	2.5	2.2	19.3	7.9	5.4	3.7	3.1

PSA Prepayment Assumption Rates

Distribution Date	Class AE					Class AF					Class AG				
	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%	0%	100%	175%	300%	400%
Initial Percent	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
January 2005	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
January 2007	100	100	100	100	54	100	100	100	100	100	100	100	100	100	100
January 2008	100	100	100	51	0	100	100	100	100	83	100	100	100	100	100
January 2009	100	100	100	0	0	100	100	100	97	30	100	100	100	100	100
January 2010	100	100	69	0	0	100	100	100	53	0	100	100	100	100	93
January 2011	100	100	33	0	0	100	100	100	18	0	100	100	100	100	69
January 2012	100	100	1	0	0	100	100	100	0	0	100	100	100	92	51
January 2013	100	77	0	0	0	100	100	72	0	0	100	100	100	73	38
January 2014	100	51	0	0	0	100	100	46	0	0	100	100	100	59	28
January 2015	100	27	0	0	0	100	100	24	0	0	100	100	100	47	21
January 2016	100	4	0	0	0	100	100	4	0	0	100	100	100	37	15
January 2017	100	0	0	0	0	100	83	0	0	0	100	100	89	29	11
January 2018	100	0	0	0	0	100	63	0	0	0	100	100	77	23	8
January 2019	100	0	0	0	0	100	44	0	0	0	100	100	66	18	6
January 2020	100	0	0	0	0	100	26	0	0	0	100	100	56	14	4
January 2021	100	0	0	0	0	100	10	0	0	0	100	100	47	11	3
January 2022	100	0	0	0	0	100	0	0	0	0	100	95	40	8	2
January 2023	100	0	0	0	0	100	0	0	0	0	100	84	33	6	2
January 2024	97	0	0	0	0	100	0	0	0	0	100	73	28	5	1
January 2025	70	0	0	0	0	100	0	0	0	0	100	62	22	4	1
January 2026	41	0	0	0	0	100	0	0	0	0	100	53	18	3	1
January 2027	10	0	0	0	0	100	0	0	0	0	100	44	14	2	0
January 2028	0	0	0	0	0	77	0	0	0	0	100	35	11	1	0
January 2029	0	0	0	0	0	42	0	0	0	0	100	27	8	1	0
January 2030	0	0	0	0	0	4	0	0	0	0	100	20	6	1	0
January 2031	0	0	0	0	0	0	0	0	0	0	71	13	3	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	37	6	2	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.7	11.1	7.6	5.1	4.1	25.8	15.8	10.9	7.2	5.7	28.6	23.6	18.7	12.9	10.1

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class AJ					Class AK					Class AZ				
	0%	100%	225%	350%	450%	0%	100%	225%	350%	450%	0%	100%	225%	350%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	98	98	98	98	98	106	106	106	106	106
January 2005	100	100	100	100	100	97	97	97	97	97	113	113	113	113	113
January 2006	100	100	100	100	100	95	95	95	95	95	120	120	120	120	120
January 2007	100	100	100	100	91	93	93	93	93	81	127	127	127	127	127
January 2008	100	100	100	85	37	91	91	91	73	12	135	135	135	135	135
January 2009	100	100	100	44	0	89	89	89	19	0	143	143	143	143	0
January 2010	100	100	90	11	0	87	87	74	0	0	152	152	152	57	0
January 2011	100	100	61	0	0	85	85	36	0	0	161	161	161	0	0
January 2012	100	100	36	0	0	82	82	2	0	0	171	171	171	0	0
January 2013	100	100	15	0	0	80	80	0	0	0	182	182	74	0	0
January 2014	100	100	0	0	0	77	77	0	0	0	193	193	0	0	0
January 2015	100	100	0	0	0	74	74	0	0	0	205	205	0	0	0
January 2016	100	83	0	0	0	71	49	0	0	0	218	218	0	0	0
January 2017	100	66	0	0	0	67	24	0	0	0	231	231	0	0	0
January 2018	100	50	0	0	0	64	1	0	0	0	245	245	0	0	0
January 2019	100	35	0	0	0	60	0	0	0	0	261	173	0	0	0
January 2020	100	20	0	0	0	56	0	0	0	0	277	102	0	0	0
January 2021	100	7	0	0	0	52	0	0	0	0	294	35	0	0	0
January 2022	100	0	0	0	0	47	0	0	0	0	312	0	0	0	0
January 2023	100	0	0	0	0	42	0	0	0	0	331	0	0	0	0
January 2024	100	0	0	0	0	37	0	0	0	0	351	0	0	0	0
January 2025	100	0	0	0	0	32	0	0	0	0	373	0	0	0	0
January 2026	100	0	0	0	0	26	0	0	0	0	396	0	0	0	0
January 2027	75	0	0	0	0	0	0	0	0	0	373	0	0	0	0
January 2028	48	0	0	0	0	0	0	0	0	0	238	0	0	0	0
January 2029	19	0	0	0	0	0	0	0	0	0	95	0	0	0	0
January 2030	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
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	24.9	15.1	8.5	5.9	4.8	16.5	11.7	7.3	5.3	4.3	25.2	16.7	9.9	6.9	5.6

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 and the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 3 Securities, the investor’s own projection of principal payment rates on the Underlying Certificate under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

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

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

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

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

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest (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 the Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (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 PI to Prepayments Assumed Price 16.6094%*

PSA Prepayment Assumption Rates				
100%	220%	250%	441%	450%
11.4%	11.4%	11.4%	0.1%	(0.6)%

Sensitivity of Class SF to Prepayments Assumed Price 99.2344%*

LIBOR	PSA Prepayment Assumption Rates			
	100%	220%	250%	450%
0.42%	8.0%	8.1%	8.2%	8.4%
1.42%	7.4%	7.6%	7.7%	7.9%
4.42%	5.9%	6.1%	6.1%	6.4%
7.88% and above	4.1%	4.3%	4.4%	4.7%

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

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

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

REMIC Elections

In the opinion of Kennedy Covington Lobdell & Hickman, L.L.P., the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

Regular Securities

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

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

The Class AZ, PZ and ZP 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.

In addition to the Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics and the prepayment assumption described below and, in the case of the Floating Rate and Inverse Floating Rate Classes, the constant LIBOR value described below, Class SF is expected to be issued with OID.

Prospective investors in the Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 220% PSA in the case of the Group 1 Securities, 175% in the case of the Group 2 Securities and 225% in the case of the Group 3 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the value of LIBOR to be used for these determinations is 1.42%. 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.

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

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

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual

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

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

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

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

Reportable Transactions

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

to their investment in the Securities, including any requirement to file IRS Form 8886 (Reportable Transaction Disclosure Statement). The New Regulations regarding tax return disclosure generally are effective for transactions occurring on or after January 1, 2003.

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) January 1, 2003 on the Fixed Rate Classes, and (2) January 20, 2003 on the Group 1 and Group 2 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts,

concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

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

Schedule I

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
Initial Balance.....	\$177,834,000.00	\$67,166,000.00
February 2003.....	177,510,449.75	67,117,165.03
March 2003.....	177,144,073.82	67,055,275.69
April 2003.....	176,734,967.47	66,980,354.40
May 2003.....	176,283,248.13	66,892,438.90
June 2003.....	175,789,055.30	66,791,582.36
July 2003.....	175,252,550.55	66,677,853.33
August 2003.....	174,673,917.48	66,551,335.68
September 2003.....	174,053,361.59	66,412,128.65
October 2003.....	173,391,110.22	66,260,346.69
November 2003.....	172,687,412.43	66,096,119.36
December 2003.....	171,942,538.86	65,919,591.28
January 2004.....	171,156,781.57	65,730,921.95
February 2004.....	170,330,453.89	65,530,285.54
March 2004.....	169,463,890.20	65,317,870.79
April 2004.....	168,557,445.74	65,093,880.74
May 2004.....	167,611,496.38	64,858,532.49
June 2004.....	166,626,438.38	64,612,056.99
July 2004.....	165,602,688.09	64,354,698.74
August 2004.....	164,540,681.72	64,086,715.48
September 2004.....	163,440,875.00	63,808,377.89
October 2004.....	162,303,742.89	63,519,969.23
November 2004.....	161,129,779.23	63,221,785.03
December 2004.....	159,919,496.38	62,914,132.64
January 2005.....	158,673,424.89	62,597,330.88
February 2005.....	157,392,113.08	62,271,709.61
March 2005.....	156,076,126.66	61,937,609.31
April 2005.....	154,726,048.31	61,595,380.60
May 2005.....	153,342,477.26	61,245,383.79
June 2005.....	151,926,028.82	60,887,988.43
July 2005.....	150,516,855.32	60,535,488.06
August 2005.....	149,114,919.32	60,187,835.36
September 2005.....	147,720,183.60	59,844,983.38
October 2005.....	146,332,611.13	59,506,885.51
November 2005.....	144,952,165.08	59,173,495.53
December 2005.....	143,578,808.79	58,844,767.61
January 2006.....	142,212,505.79	58,520,656.26
February 2006.....	140,853,219.82	58,201,116.38
March 2006.....	139,500,914.77	57,886,103.21
April 2006.....	138,155,554.76	57,575,572.35
May 2006.....	136,817,104.06	57,269,479.77
June 2006.....	135,485,527.13	56,967,781.78
July 2006.....	134,160,788.62	56,670,435.05
August 2006.....	132,842,853.37	56,377,396.59
September 2006.....	131,531,686.38	56,088,623.76
October 2006.....	130,227,252.84	55,804,074.26

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
November 2006	\$128,929,518.12	\$55,523,706.13
December 2006	127,638,447.77	55,247,477.75
January 2007	126,354,007.52	54,975,347.81
February 2007	125,076,163.27	54,707,275.38
March 2007	123,804,881.08	54,443,219.82
April 2007	122,540,127.22	54,183,140.83
May 2007	121,281,868.11	53,926,998.43
June 2007	120,030,070.34	53,674,752.97
July 2007	118,784,700.68	53,426,365.11
August 2007	117,545,726.07	53,181,795.84
September 2007	116,313,113.63	52,941,006.44
October 2007	115,086,830.63	52,703,958.52
November 2007	113,866,844.52	52,470,613.99
December 2007	112,653,122.91	52,240,935.08
January 2008	111,445,633.58	52,014,884.32
February 2008	110,244,344.49	51,792,424.52
March 2008	109,049,223.74	51,573,518.83
April 2008	107,860,239.60	51,358,130.67
May 2008	106,677,360.53	51,146,223.74
June 2008	105,500,555.12	50,937,762.07
July 2008	104,329,792.12	50,732,709.97
August 2008	103,165,040.47	50,531,032.01
September 2008	102,006,269.25	50,332,693.09
October 2008	100,853,447.70	50,137,658.35
November 2008	99,706,545.22	49,945,893.25
December 2008	98,565,531.37	49,757,363.50
January 2009	97,430,375.87	49,572,035.09
February 2009	96,301,048.57	49,389,874.32
March 2009	95,177,519.52	49,210,847.71
April 2009	94,059,758.88	49,034,922.09
May 2009	92,947,736.99	48,862,064.54
June 2009	91,841,424.33	48,692,242.42
July 2009	90,740,791.55	48,525,423.33
August 2009	89,645,809.43	48,361,575.15
September 2009	88,556,448.90	48,200,666.03
October 2009	87,472,681.06	48,042,664.34
November 2009	86,394,477.15	47,887,538.75
December 2009	85,321,808.54	47,735,258.17
January 2010	84,254,646.76	47,585,791.74
February 2010	83,192,963.51	47,439,108.87
March 2010	82,136,730.59	47,295,179.23
April 2010	81,085,919.98	47,153,972.70
May 2010	80,040,503.79	47,015,459.43
June 2010	79,000,454.28	46,879,609.81
July 2010	77,965,743.84	46,746,394.47
August 2010	76,936,345.02	46,615,784.26
September 2010	75,912,230.49	46,487,750.30
October 2010	74,893,373.09	46,362,263.91
November 2010	73,879,745.77	46,239,296.66
December 2010	72,871,321.63	46,118,820.35
January 2011	71,868,073.91	46,000,807.02

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
February 2011	\$ 70,869,976.00	\$45,885,228.91
March 2011	69,877,001.40	45,772,058.50
April 2011	68,889,123.76	45,661,268.50
May 2011	67,906,316.88	45,552,831.83
June 2011	66,928,554.67	45,446,721.63
July 2011	65,955,811.18	45,342,911.28
August 2011	64,988,060.61	45,241,374.35
September 2011	64,025,277.27	45,142,084.63
October 2011	63,067,435.62	45,045,016.13
November 2011	62,114,510.24	44,950,143.07
December 2011	61,166,475.86	44,857,439.87
January 2012	60,226,540.83	44,763,647.65
February 2012	59,300,223.42	44,663,197.96
March 2012	58,387,332.34	44,556,232.24
April 2012	57,487,678.97	44,442,889.59
May 2012	56,601,077.26	44,323,306.87
June 2012	55,727,343.75	44,197,618.67
July 2012	54,866,297.51	44,065,957.39
August 2012	54,017,760.11	43,928,453.24
September 2012	53,181,555.57	43,785,234.29
October 2012	52,357,510.38	43,636,426.48
November 2012	51,545,453.37	43,482,153.71
December 2012	50,745,215.79	43,322,537.77
January 2013	49,956,631.19	43,157,698.47
February 2013	49,179,535.43	42,987,753.63
March 2013	48,413,766.65	42,812,819.06
April 2013	47,659,165.20	42,633,008.70
May 2013	46,915,573.66	42,448,434.55
June 2013	46,182,836.80	42,259,206.72
July 2013	45,460,801.50	42,065,433.50
August 2013	44,749,316.80	41,867,221.32
September 2013	44,048,233.79	41,664,674.88
October 2013	43,357,405.65	41,457,897.04
November 2013	42,676,687.58	41,246,988.95
December 2013	42,005,936.78	41,032,050.05
January 2014	41,345,012.44	40,813,178.08
February 2014	40,693,775.70	40,590,469.10
March 2014	40,052,089.61	40,364,017.55
April 2014	39,419,819.13	40,133,916.24
May 2014	38,796,831.09	39,900,256.39
June 2014	38,182,994.15	39,663,127.66
July 2014	37,578,178.81	39,422,618.14
August 2014	36,982,257.36	39,178,814.42
September 2014	36,395,103.85	38,931,801.58
October 2014	35,816,594.09	38,681,663.23
November 2014	35,246,605.61	38,428,481.51
December 2014	34,685,017.64	38,172,337.12
January 2015	34,131,711.07	37,913,309.39
February 2015	33,586,568.47	37,651,476.19
March 2015	33,049,474.02	37,386,914.08
April 2015	32,520,313.50	37,119,698.26

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
May 2015	\$ 31,998,974.31	\$36,849,902.56
June 2015	31,485,345.38	36,577,599.54
July 2015	30,979,317.20	36,302,860.44
August 2015	30,480,781.77	36,025,755.27
September 2015	29,989,632.61	35,746,352.75
October 2015	29,505,764.70	35,464,720.37
November 2015	29,029,074.48	35,180,924.43
December 2015	28,559,459.84	34,895,030.02
January 2016	28,096,820.10	34,607,101.03
February 2016	27,641,055.95	34,317,200.23
March 2016	27,192,069.48	34,025,389.23
April 2016	26,749,764.15	33,731,728.49
May 2016	26,314,044.74	33,436,277.40
June 2016	25,884,817.38	33,139,094.23
July 2016	25,461,989.49	32,840,236.20
August 2016	25,045,469.78	32,539,759.45
September 2016	24,635,168.25	32,237,719.07
October 2016	24,230,996.12	31,934,169.17
November 2016	23,832,865.88	31,629,162.78
December 2016	23,440,691.22	31,322,751.99
January 2017	23,054,387.04	31,014,987.89
February 2017	22,673,869.42	30,705,920.59
March 2017	22,299,055.62	30,395,599.28
April 2017	21,929,864.04	30,084,072.18
May 2017	21,566,214.23	29,771,386.62
June 2017	21,208,026.87	29,457,588.98
July 2017	20,855,223.72	29,142,724.79
August 2017	20,507,727.65	28,826,838.68
September 2017	20,165,462.60	28,509,974.42
October 2017	19,828,353.59	28,192,174.90
November 2017	19,496,326.67	27,873,482.19
December 2017	19,169,308.91	27,553,937.56
January 2018	18,847,228.43	27,233,581.42
February 2018	18,530,014.33	26,912,453.40
March 2018	18,217,596.72	26,590,592.32
April 2018	17,909,906.67	26,268,036.26
May 2018	17,606,876.22	25,944,822.50
June 2018	17,308,438.37	25,620,987.58
July 2018	17,014,527.04	25,296,567.29
August 2018	16,725,077.09	24,971,596.71
September 2018	16,440,024.27	24,646,110.19
October 2018	16,159,305.26	24,320,141.36
November 2018	15,882,857.61	23,993,723.16
December 2018	15,610,619.74	23,666,887.85
January 2019	15,342,530.94	23,339,667.01
February 2019	15,078,531.35	23,012,091.56
March 2019	14,818,561.94	22,684,191.77
April 2019	14,562,564.52	22,355,997.24
May 2019	14,310,481.72	22,027,536.95
June 2019	14,062,256.95	21,698,839.29
July 2019	13,817,834.44	21,369,931.98

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
August 2019.....	\$ 13,577,159.19	\$21,040,842.16
September 2019	13,340,176.97	20,711,596.39
October 2019	13,106,834.32	20,382,220.62
November 2019	12,877,078.51	20,052,740.25
December 2019	12,650,857.59	19,723,180.07
January 2020	12,428,120.30	19,393,564.36
February 2020.....	12,208,816.12	19,063,916.82
March 2020	11,992,895.23	18,734,260.63
April 2020	11,780,308.53	18,404,618.40
May 2020	11,571,007.59	18,075,012.26
June 2020.....	11,364,944.66	17,745,463.81
July 2020	11,162,072.69	17,415,994.12
August 2020.....	10,962,345.25	17,086,623.80
September 2020	10,765,716.59	16,757,372.95
October 2020	10,572,141.61	16,428,261.17
November 2020	10,381,575.83	16,099,307.60
December 2020	10,193,975.40	15,770,530.93
January 2021	10,009,297.09	15,441,949.37
February 2021.....	9,827,498.27	15,113,580.67
March 2021	9,648,536.94	14,785,442.14
April 2021	9,472,371.65	14,457,550.67
May 2021	9,298,961.57	14,129,922.69
June 2021.....	9,128,266.43	13,802,574.22
July 2021	8,960,246.53	13,475,520.88
August 2021.....	8,794,862.73	13,148,777.84
September 2021	8,632,076.44	12,822,359.90
October 2021	8,471,849.63	12,496,281.44
November 2021	8,314,144.80	12,170,556.46
December 2021	8,158,924.95	11,845,198.59
January 2022	8,006,153.66	11,520,221.04
February 2022.....	7,855,794.98	11,195,636.69
March 2022	7,707,813.48	10,871,458.04
April 2022	7,562,174.25	10,547,697.21
May 2022	7,418,842.84	10,224,366.01
June 2022.....	7,277,785.32	9,901,475.84
July 2022	7,138,968.22	9,579,037.82
August 2022.....	7,002,358.55	9,257,062.70
September 2022	6,867,923.79	8,935,560.90
October 2022	6,735,631.89	8,614,542.51
November 2022	6,605,451.22	8,294,017.32
December 2022	6,477,350.65	7,973,994.78
January 2023	6,351,299.45	7,654,484.06
February 2023.....	6,227,267.34	7,335,493.99
March 2023	6,105,224.47	7,017,033.13
April 2023	5,985,141.42	6,699,109.72
May 2023	5,866,989.17	6,381,731.74
June 2023.....	5,750,739.14	6,064,906.86
July 2023	5,636,363.13	5,748,642.48
August 2023.....	5,523,833.36	5,432,945.72
September 2023	5,413,122.43	5,117,823.43
October 2023	5,304,203.33	4,803,282.21

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
November 2023	\$ 5,197,049.46	\$ 4,489,328.37
December 2023	5,091,634.56	4,175,967.99
January 2024	4,987,932.78	3,863,206.88
February 2024	4,885,918.61	3,551,050.60
March 2024	4,785,566.92	3,239,504.47
April 2024	4,686,852.93	2,928,573.59
May 2024	4,589,752.23	2,618,262.79
June 2024	4,494,240.73	2,308,576.69
July 2024	4,400,294.71	1,999,519.67
August 2024	4,307,890.77	1,691,095.89
September 2024	4,217,005.86	1,383,309.30
October 2024	4,127,617.25	1,076,163.61
November 2024	4,039,702.52	769,662.36
December 2024	3,953,239.61	463,808.83
January 2025	3,868,206.75	158,606.11
February 2025	3,784,582.47	0.00
March 2025	3,702,345.62	0.00
April 2025	3,621,475.37	0.00
May 2025	3,541,951.16	0.00
June 2025	3,463,752.74	0.00
July 2025	3,386,860.15	0.00
August 2025	3,311,253.71	0.00
September 2025	3,236,914.02	0.00
October 2025	3,163,821.98	0.00
November 2025	3,091,958.73	0.00
December 2025	3,021,305.70	0.00
January 2026	2,951,844.60	0.00
February 2026	2,883,557.38	0.00
March 2026	2,816,426.26	0.00
April 2026	2,750,433.71	0.00
May 2026	2,685,562.45	0.00
June 2026	2,621,795.47	0.00
July 2026	2,559,115.98	0.00
August 2026	2,497,507.45	0.00
September 2026	2,436,953.57	0.00
October 2026	2,377,438.27	0.00
November 2026	2,318,945.74	0.00
December 2026	2,261,460.35	0.00
January 2027	2,204,966.73	0.00
February 2027	2,149,449.72	0.00
March 2027	2,094,894.39	0.00
April 2027	2,041,286.00	0.00
May 2027	1,988,610.06	0.00
June 2027	1,936,852.26	0.00
July 2027	1,885,998.51	0.00
August 2027	1,836,034.92	0.00
September 2027	1,786,947.80	0.00
October 2027	1,738,723.67	0.00
November 2027	1,691,349.22	0.00
December 2027	1,644,811.36	0.00
January 2028	1,599,097.18	0.00

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
February 2028	\$ 1,554,193.95	\$ 0.00
March 2028	1,510,089.14	0.00
April 2028	1,466,770.39	0.00
May 2028	1,424,225.52	0.00
June 2028	1,382,442.53	0.00
July 2028	1,341,409.61	0.00
August 2028	1,301,115.09	0.00
September 2028	1,261,547.49	0.00
October 2028	1,222,695.50	0.00
November 2028	1,184,547.96	0.00
December 2028	1,147,093.90	0.00
January 2029	1,110,322.47	0.00
February 2029	1,074,223.02	0.00
March 2029	1,038,785.02	0.00
April 2029	1,003,998.13	0.00
May 2029	969,852.12	0.00
June 2029	936,336.95	0.00
July 2029	903,442.69	0.00
August 2029	871,159.59	0.00
September 2029	839,478.02	0.00
October 2029	808,388.49	0.00
November 2029	777,881.67	0.00
December 2029	747,948.35	0.00
January 2030	718,579.45	0.00
February 2030	689,766.04	0.00
March 2030	661,499.32	0.00
April 2030	633,770.60	0.00
May 2030	606,571.34	0.00
June 2030	579,893.12	0.00
July 2030	553,727.63	0.00
August 2030	528,066.71	0.00
September 2030	502,902.28	0.00
October 2030	478,226.43	0.00
November 2030	454,031.32	0.00
December 2030	430,309.26	0.00
January 2031	407,052.65	0.00
February 2031	384,254.01	0.00
March 2031	361,905.98	0.00
April 2031	340,001.30	0.00
May 2031	318,532.82	0.00
June 2031	297,493.50	0.00
July 2031	276,876.39	0.00
August 2031	256,674.66	0.00
September 2031	236,881.57	0.00
October 2031	217,490.49	0.00
November 2031	198,494.89	0.00
December 2031	179,888.31	0.00
January 2032	161,664.42	0.00
February 2032	143,816.98	0.00
March 2032	126,339.82	0.00
April 2032	109,226.88	0.00

<u>Distribution Date</u>	<u>Classes PA, PB and PC (in the aggregate)</u>	<u>Classes FB, SF and ZP (in the aggregate)</u>
May 2032	\$ 92,472.19	\$ 0.00
June 2032	76,069.86	0.00
July 2032	60,014.11	0.00
August 2032	44,299.21	0.00
September 2032	28,919.55	0.00
October 2032	13,869.59	0.00
November 2032 and thereafter	0.00	0.00

Exhibit A

Underlying Certificate

Trust Asset Group	Issuer	Series Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
3	Ginnie Mae 2002-89	D	12/30/2002	38373YJL9	5.50%	FIX	March 2030	SEQ	\$50,000,000	1.00	10,000,000	20%	6.279%	355	2	II

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

(2) Underlying Certificate Factors are as of January 2003.

**Cover Page[s] and Terms Sheet[s]
from Underlying Certificate Disclosure Document[s]**

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

\$250,000,000

Government National Mortgage Association



GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
Ginnie Mae REMIC Trust 2002-89**



The securities may not be suitable investments for you. You should consider carefully the risks of investing in them. See “Risk Factors” beginning on page S-6 which highlights some of these risks.

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

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

Merrill Lynch & Co.

Utendahl Capital Partners, L.P.

The date of this Offering Circular Supplement is December 19, 2002.

Ginnie Mae REMIC Trust 2002-89

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(1)</u>	<u>Interest Rate</u>	<u>Principal Type(2)</u>	<u>Interest Type(2)</u>	<u>Final Distribution Date(3)</u>	<u>CUSIP Number</u>
A	\$150,000,000	5.50%	SEQ	FIX	October 2026	38373YJJ4
C	40,000,000	5.50	SEQ	FIX	December 2032	38373YJK1
D	50,000,000	5.50	SEQ	FIX	March 2030	38373YJL9
E	10,000,000	5.50	SEQ	FIX	November 2030	38373YJM7
Residual						
R	0	0.00	NPR	NPR	December 2032	38373YJN5

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

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

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

TERMS SHEET

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

Sponsor: Merrill Lynch, Pierce, Fenner & Smith Incorporated

Trustee: State Street Bank and Trust Company

Tax Administrator: The Trustee

Closing Date: December 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 January 2003.

Trust Assets:

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets⁽¹⁾:

<u>Principal Balance⁽²⁾</u>	<u>Weighted Average to Remaining Term Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate⁽³⁾</u>
\$250,000,000	357	2	6.28%

⁽¹⁾ As of December 1, 2002.

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

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

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

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

Increased Minimum Denomination Classes: None

Interest Rates: The Interest Rates are shown on the inside cover page of this Supplement.

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

- Sequentially, to A, D, E and C, in that order, until retired.

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

Regular and Residual Classes: Class R is a Residual Class and includes the Residual Interest of the Trust REMIC; all other Classes of REMIC Securities are Regular Classes.



\$290,000,000

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed REMIC
Pass-Through Securities
Ginnie Mae REMIC Trust 2003-002**

OFFERING CIRCULAR SUPPLEMENT
January 22, 2003
