

**Offering Circular Supplement
(To Base Offering Circular dated July 1, 2003)**



\$685,816,109

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-084**

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

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates 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 October 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 October 24, 2003.

Ginnie Mae REMIC Trust 2003-084

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
Security Group 1						
BA(1)	\$ 12,441,000	5.50%	SCH	FIX	September 2033	38374C Y V 7
BC(1)	4,028,000	5.50	SCH	FIX	October 2033	38374C Y W 5
BD(1)	3,237,000	5.50	SCH	FIX	October 2033	38374C Y X 3
BE(1)	104,345,000	5.50	SUP	FIX	September 2032	38374C Y Y 1
BG(1)	10,742,000	5.50	SUP	FIX	November 2032	38374C Y Z 8
BH(1)	12,411,000	5.50	SUP	FIX	March 2033	38374C Z A 2
BI(1)	60,000,000	4.75	NTL (PAC)	FIX/IO	July 2032	38374C Y D 7
BJ(1)	31,337,000	5.50	SUP	FIX	October 2033	38374C Z B 0
BO(1)	60,000,000	0.00	PAC	PO	July 2032	38374C Y C 9
CI(1)	175,052,000	5.00	NTL (PAC)	FIX/IO	July 2032	38374C Y G 0
CO(1)	175,052,000	0.00	PAC	PO	July 2032	38374C Y F 2
DO(1)	54,779,000	0.00	PAC	PO	July 2032	38374C Y H 8
FI(1)	54,779,000	(5)	NTL (PAC)	FLT/IO	July 2032	38374C Y J 4
GS	54,779,000	(5)	NTL (PAC)	INV/IO	July 2032	38374C Y K 1
GW	8,843,000	5.00	PAC	FIX	September 2020	38374C Y E 5
IF(1)	41,557,266	(5)	NTL (PAC)	FLT/IO	June 2029	38374C Y Q 8
JO(1)	56,669,000	0.00	PAC	PO	June 2029	38374C Y P 0
PB	26,367,000	5.50	PAC	FIX	November 2032	38374C Y T 2
PC	10,235,000	5.50	PAC	FIX	October 2033	38374C Y U 9
PN	4,349,000	5.50	PAC	FIX	January 2030	38374C Y S 4
PS(1)	41,557,266	(5)	NTL (PAC)	INV/IO	June 2029	38374C Y R 6
VA(1)	14,628,000	5.50	AD/PAC	FIX	January 2013	38374C Y L 9
VB(1)	11,214,000	5.50	AD/PAC	FIX	November 2017	38374C Y M 7
Z(1)	22,323,000	5.50	PAC	FIX/Z	October 2033	38374C Y N 5
Security Group 2						
PO(1)	19,040,389	0.00	SC/PT	PO	April 2030	38374C Z D 6
XC(1)	19,040,389	(5)	SC/NTL (PT)	INV/IO	April 2030	38374C Z C 8
XD(1)	19,888,384	(5)	SC/NTL (PT)	INV/IO	October 2031	38374C Z E 4
Security Group 3						
XE(1)	15,380,750	(5)	SC/NTL (PT)	INV/IO	February 2032	38374C Z F 1
XG(1)	6,991,250	0.00	SC/PT	PO	February 2032	38374C Z G 9
XH(1)	8,496,813	(5)	SC/NTL (PT)	INV/IO	July 2032	38374C Z H 7
XJ(1)	3,862,188	0.00	SC/PT	PO	July 2032	38374C Z J 3
XK(1)	11,933,030	(5)	SC/NTL (PT)	INV/IO	October 2031	38374C Z K 0
Security Group 4						
A	5,522,282	5.00	SC/TAC	FIX	July 2033	38374C Z L 8
F	18,266,666	(5)	SC/SUP	FLT/DLY	July 2033	38374C Z M 6
S	9,133,334	(5)	SC/SUP	INV/DLY	July 2033	38374C Z N 4
Residual						
RR	0	0.00	NPR	NPR	October 2033	38374C Z P 9

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

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular, and
- in the case of the Group 2, Group 3 and Group 4 Securities, each disclosure document relating to the Underlying Certificates (the “Underlying Certificate Disclosure Documents”).

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

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

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

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TERMS SHEET

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

Sponsor: Bank of America Securities LLC

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: October 30, 2003

Distribution Dates: For the Group 1, Group 2 and Group 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in November 2003. For the Group 4 Securities, the 17th day of each month or, if the 17th day is not a Business Day, the first Business Day following the 17th day of each month commencing in November 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	Underlying Certificates	(1)	(1)
3	Underlying Certificates	(1)	(1)
4	Underlying Certificates	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$623,000,000	357	2	5.9%

¹ As of October 1, 2003.

² Does not include Group 1 Trust Assets that will be added to pay the Trustee Fee.

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

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

Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trusts.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
F.....	LIBOR + 1.35%	2.45000000%	1.35%	7.50000000%	16	0.00%
FI.....	LIBOR + 0.30%	1.42000000%	0.30%	8.00000000%	0	0.00%
GF.....	LIBOR + 0.30%	1.42000000%	0.30%	8.00000000%	0	0.00%
GS.....	7.70% - LIBOR	6.58000000%	0.00%	7.70000000%	0	7.70%
IF.....	LIBOR + 0.35%	1.45000000%	0.35%	7.50000000%	0	0.00%
PF.....	LIBOR + 0.35%	1.45000000%	0.35%	7.50000000%	0	0.00%
PS.....	7.15% - LIBOR	6.05000000%	0.00%	7.15000000%	0	7.15%
S.....	12.2999992% - (LIBOR x 1.99999978)	10.09999944%	0.00%	12.29999920%	16	6.15%
XC.....	12.83333333% - (LIBOR x 1.66666667)	10.96666666%	0.00%	12.83333333%	0	7.70%
XD.....	6.45% - LIBOR	5.33000000%	0.00%	6.45000000%	0	6.45%
XE.....	7.00% - LIBOR	5.88000000%	0.00%	7.00000000%	0	7.00%
XH.....	7.55% - LIBOR	6.43000000%	0.00%	7.55000000%	0	7.55%
XK.....	6.45% - LIBOR	5.33000000%	0.00%	6.45000000%	0	6.45%

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

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

The MX Classes that are Weighted Average Coupon Classes (Classes XA and XB) will accrue interest during each Accrual Period in an amount derived by aggregating the accrued interest on their related REMIC Classes for such Accrual Period. The initial Interest Rate of Class XA is approximately 16.53404% and the initial Interest Rate of Class XB is approximately 19.22675%, each of which will be in effect for the first Accrual Period. Thereafter, the Interest Rate of each MX Class that is a Weighted Average Coupon Class will vary month to month in accordance with

LIBOR adjustments to the Interest Rates of its related REMIC Classes and as the principal balance and notional balance of the related REMIC Classes decline at different rates.

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

Security Group 1

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

- The Accrual Amount as follows:
 1. Sequentially, to VA and VB, in that order, until retired.
 2. To Z, until retired.
- The Group 1 Adjusted Principal Distribution Amount in the following order of priority:
 1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. Concurrently:
 - i. 78.0362193138% as follows:
 - (a) Concurrently:
 - (i) 20.0887924627% to BO, until retired.
 - (ii) 61.5704748321% sequentially to GW and CO, in that order, until retired.
 - (iii) 18.3407327052% to DO, until retired.
 - (b) Sequentially, to VA, VB and Z, in that order, until retired.
 - ii. 21.9637806862% sequentially, to JO, PN, PB and PC, in that order, until retired.
 2. Sequentially, to BA, BC and BD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date.
 3. Sequentially, to BE, BG, BH and BJ, in that order, until retired.
 4. Sequentially, to BA, BC and BD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired.
 5. To the PAC Classes, in the manner and order of priority described in Step 1. above without regard to their Aggregate Scheduled Principal Balance, until retired.

Security Group 2

The Group 2 Principal Distribution Amount to PO, until retired.

Security Group 3

The Group 3 Principal Distribution Amount will be allocated as follows:

- The portion of the Group 3 Principal Distribution Amount attributable to GNMA 2002-080 Class SL to XG, until retired.

- The portion of the Group 3 Principal Distribution Amount attributable to GNMA 2003-019 Class SG to XJ, until retired.

Security Group 4

- The Group 4 Principal Distribution Amount in the following order of priority:
 1. To A, until reduced to its Scheduled Principal Balance for that Distribution Date.
 2. Concurrently, to F and S, pro rata, until retired.
 3. To A, without regard to its Scheduled Principal Balance, until retired.

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

<u>Class</u>	<u>Structuring Ranges and Rate</u>
BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)	100% PSA through 250% PSA
BA, BC and BD (in the aggregate)	110% PSA through 200% PSA
A	175% PSA

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

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class

Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI	\$ 60,000,000	100% of BO (PAC Class)
CI	175,052,000	100% of CO (PAC Class)
FI	54,779,000	100% of DO (PAC Class)
GS	54,779,000	100% of DO (PAC Class)
IF	41,557,266	73.3333333333% of JO (PAC Class)
PI	25,758,636	45.4545454545% of JO (PAC Class)
PS	41,557,266	73.3333333333% of JO (PAC Class)
XC	19,040,389	100% of Group 2 Assets attributable to GNMA 2003-025 Class ST
XD	19,888,384	100% of Group 2 Assets attributable to GNMA 2003-065 Class SH
XE	15,380,750	220% of XG (SC/PT Class)
XH	8,496,813	220% of XJ (SC/PT Class)
XK	11,933,030	100% of Group 3 Assets attributable to GNMA 2003-065 Class SH

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 (principal only securities, for example) and principal payments are slower than you expected.

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

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

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

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

The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the Group 2, Group 3 and Group 4 Securities. The underlying certificates will be sensitive in varying degrees to

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

As described in the related underlying certificate disclosure documents, certain of the underlying certificates are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates. In addition, certain of the underlying certificates are support classes that are entitled to receive principal distributions only if scheduled payments have been made on other specified classes of the related underlying series (or if specified classes have been retired). Accordingly, underlying certificates may receive no principal distributions for extended periods of time or may receive principal payments that vary widely from period to period.

Two of the underlying certificates have been issued with a class notional balance that is calculated on the basis of the class principal balance of a PAC class of the underlying series. In addition, the principal entitlement of certain of the underlying certificates included in Trust Asset Groups 3 and 4 on any payment date is calculated on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificates have adhered to their principal balance schedules, whether any related supporting classes remain outstanding or whether the underlying certificates otherwise have performed as originally anticipated. Additional information as to the underlying certificates may be obtained by performing an analysis of current principal factors of the underlying certificates in light of applicable information contained in the related underlying certificate disclosure documents.

The securities may not be a suitable investment for you. The securities, especially the Group 2, Group 3 and Group 4 Securities and, in particular, the support, interest only, principal only, inverse floating rate, accrual and residual classes, are not suitable investments for all investors.

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

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

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

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

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of an investment in the securities. You should not purchase the securities of any class unless you understand and are able

to bear the prepayment, yield, liquidity and market risks associated with that class.

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

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

on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

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

THE TRUST ASSETS

General

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

The Trust MBS (Group 1)

The Group 1 Trust Assets are either:

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

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

The Underlying Certificates (Group 2, Group 3 and Group 4)

The Group 2, Group 3 and Group 4 Trust Assets are Underlying Certificates that represent beneficial ownership interests in one or more separate trusts, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. Each Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the related Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. Each Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under "Available Information" in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of each Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the

information included in, the offering document. See *“Underlying Certificates” in the Base Offering Circular*.

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

The Mortgage Loans

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

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and 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 Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

Distributions

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

Interest Distributions

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

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

Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the inside cover page of this Supplement and on Schedule I to this

Supplement. The abbreviations used on the inside cover page, in the Terms Sheet and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Periods

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

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

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Class

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

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

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

Class Factors

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

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

be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.

- Investors may obtain current Class Factors on e-Access.

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

Termination

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the inside cover page may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combination 5, other related MX Classes. This process may occur repeatedly.

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

In the case of Combination 5, the Class IF, JO and PS Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under “Description of the Securities — Modification and Exchange” in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at One Federal Street, 3rd Floor, Boston, MA 02110. Attention: Ginnie Mae REMIC Program Agency Group. The Trustee may be contacted by telephone at (617) 603-6451 and by fax at (617) 603-6644.

A fee will be payable to the Trustee in connection with each exchange equal to 1/32 of 1% of the outstanding principal balance of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however that no fee will be payable in respect of an interest only security. The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Investors in the Group 2, Group 3 and Group 4 Securities are urged to review the discussion under “Risk Factors — The rate of principal payments on the underlying certificates will directly affect the rate of principal payments on the Group 2, Group 3 and Group 4 Securities” in this Supplement.

Accretion Directed Classes

Classes VA and VB are Accretion Directed Classes. The Accrual Amount will be applied to making principal distributions on those Classes as described in this Supplement.

The Class VA and Class VB are entitled to principal payments in an amount equal to interest accrued on the Accrual Class. The Weighted Average Life of each such Class cannot exceed its Weighted Average Life as shown in the following table under any prepayment scenario, even a scenario where there are no prepayments.

- Moreover, based on the Modeling Assumptions, if the Mortgage Loans prepay at any constant rate at or below the rate for an Accretion Directed Class shown in the table below, its Class Principal Balance would be reduced to zero on, but not before, its Final Distribution Date, and its Weighted Average Life would equal its maximum Weighted Average Life.
- However, the Weighted Average Lives of Classes VA and VB will be reduced at prepayment speeds higher than the constant rates shown in the table below. *See “Yield, Maturity and Prepayment Considerations — Decrement Tables” in this Supplement.*

Accretion Directed Classes

<u>Class</u>	<u>Maximum Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VA	5.0	January 2013	389% PSA
VB	11.7	November 2017	80% PSA

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

Securities that Receive Principal on the Basis of Schedules

As described in this Supplement, each PAC, Scheduled 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, Scheduled and TAC Class exhibits an Effective Range or Rate of constant prepayment rates at which such Class will receive Scheduled Payments. That range or Rate may differ from the Structuring Range or Rate used to create the related principal balance schedule.

Based on the Modeling Assumptions, the *initial* Effective Ranges or Rate for the PAC, Scheduled and TAC Classes are as follows:

PAC Classes	<u>Initial Effective Range</u>
BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)	100% PSA through 250% PSA

Scheduled Classes	<u>Initial Effective Range</u>
BA, BC and BD (in the aggregate)	110% PSA through 200% PSA

TAC Class	<u>Initial Effective Rate</u>
A	175% PSA

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

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

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

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC, Scheduled 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 or Scheduled Class can narrow, shift over time or cease to exist and the Effective Rate for any TAC Class can change or cease to exist depending on the actual characteristics of the related Mortgage Loans.

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1 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 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 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1, Group 2 and Group 3 Securities are always received on the 20th day of the month and distributions on the Group 4 Securities are always received on the 17th day of the month, in each case, whether or not a Business Day, commencing in November 2003.

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

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

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

7. Distributions on the Underlying Certificates are made as described in the related Underlying Certificate Disclosure 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 17th or 20th day of the month,

as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Distribution Date	Security Group 1 PSA Prepayment Assumption Rates																			
	Class B					Class BA					Class BC					Class BD				
	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	94	91	76	100	100	92	92	92	100	100	100	100	100	100	100	100	100	100
October 2005	100	100	81	72	26	100	100	72	72	72	100	100	100	100	100	100	100	100	100	100
October 2006	100	100	65	48	0	100	100	48	48	0	100	100	100	100	0	100	100	100	100	0
October 2007	100	100	52	30	0	100	100	27	27	0	100	100	100	100	0	100	100	100	100	0
October 2008	100	100	42	18	0	100	100	10	10	0	100	100	100	100	0	100	100	100	100	0
October 2009	100	100	35	9	0	100	100	0	0	0	100	100	87	87	0	100	100	100	100	0
October 2010	100	100	30	3	0	100	100	0	0	0	100	100	53	53	0	100	100	100	100	0
October 2011	100	100	27	1	0	100	100	0	0	0	100	100	27	0	0	100	100	100	33	0
October 2012	100	100	26	0	0	100	99	0	0	0	100	100	8	0	0	100	100	100	0	0
October 2013	100	99	25	0	0	100	83	0	0	0	100	100	0	0	0	100	100	43	0	0
October 2014	100	96	23	0	0	100	46	0	0	0	100	100	0	0	0	100	100	0	0	0
October 2015	100	93	21	0	0	100	0	0	0	0	100	85	0	0	0	100	100	0	0	0
October 2016	100	88	19	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2017	100	83	18	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2018	100	78	16	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2019	100	72	14	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2020	100	66	12	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2021	100	60	11	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2022	100	54	9	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2023	100	49	8	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2024	100	43	7	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2025	100	37	5	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2026	100	32	4	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2027	100	26	4	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2028	100	21	3	0	0	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2029	95	16	2	0	0	35	0	0	0	0	100	0	0	0	0	100	0	0	0	0
October 2030	74	12	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	51	7	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	27	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.0	19.9	7.1	3.2	1.5	26.0	10.8	3.0	3.0	2.0	26.2	12.2	7.3	6.8	2.4	26.3	12.7	9.9	7.9	2.5

Distribution Date	PSA Prepayment Assumption Rates																			
	Class BE					Class BG					Class BH					Classes BI, BO, DO, FI, GA, GF, GH and GS				
	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	91	86	61	100	100	100	100	100	100	100	100	100	100	98	95	95	95	95
October 2005	100	100	71	55	0	100	100	100	100	0	100	100	100	100	0	97	87	87	87	87
October 2006	100	100	46	18	0	100	100	100	100	0	100	100	100	100	0	95	76	76	76	64
October 2007	100	100	27	0	0	100	100	100	0	0	100	100	100	99	0	93	65	65	65	39
October 2008	100	100	12	0	0	100	100	100	0	0	100	100	100	0	0	90	56	56	56	22
October 2009	100	100	2	0	0	100	100	100	0	0	100	100	100	0	0	88	46	46	46	10
October 2010	100	100	0	0	0	100	100	47	0	0	100	100	100	0	0	86	38	38	38	2
October 2011	100	100	0	0	0	100	100	7	0	0	100	100	100	0	0	83	30	30	30	0
October 2012	100	100	0	0	0	100	100	0	0	0	100	100	91	0	0	80	22	22	22	0
October 2013	100	100	0	0	0	100	100	0	0	0	100	100	90	0	0	77	16	16	16	0
October 2014	100	100	0	0	0	100	100	0	0	0	100	100	79	0	0	74	10	10	10	0
October 2015	100	100	0	0	0	100	100	0	0	0	100	100	54	0	0	70	6	6	6	0
October 2016	100	99	0	0	0	100	100	0	0	0	100	100	28	0	0	66	2	2	2	0
October 2017	100	90	0	0	0	100	100	0	0	0	100	100	1	0	0	62	0	0	0	0
October 2018	100	81	0	0	0	100	100	0	0	0	100	100	0	0	0	58	0	0	0	0
October 2019	100	71	0	0	0	100	100	0	0	0	100	100	0	0	0	53	0	0	0	0
October 2020	100	61	0	0	0	100	100	0	0	0	100	100	0	0	0	48	0	0	0	0
October 2021	100	51	0	0	0	100	100	0	0	0	100	100	0	0	0	43	0	0	0	0
October 2022	100	41	0	0	0	100	100	0	0	0	100	100	0	0	0	37	0	0	0	0
October 2023	100	31	0	0	0	100	100	0	0	0	100	100	0	0	0	30	0	0	0	0
October 2024	100	21	0	0	0	100	100	0	0	0	100	100	0	0	0	24	0	0	0	0
October 2025	100	11	0	0	0	100	100	0	0	0	100	100	0	0	0	17	0	0	0	0
October 2026	100	2	0	0	0	100	100	0	0	0	100	100	0	0	0	9	0	0	0	0
October 2027	100	0	0	0	0	100	32	0	0	0	100	100	0	0	0	1	0	0	0	0
October 2028	100	0	0	0	0	100	0	0	0	0	100	54	0	0	0	0	0	0	0	0
October 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2030	75	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2031	36	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	35	0	0	0	0	100	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.6	18.1	3.0	2.1	1.1	29.0	23.8	7.0	3.8	1.8	29.2	25.1	12.0	4.3	1.9	15.3	6.0	6.0	6.0	3.7

**Security Group 1
PSA Prepayment Assumption Rates**

Distribution Date	Class BJ					Classes CI, CO, GM, GT and GY					Class GD					Class GW					
	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	66	0	0	0	0	0
October 2005	100	100	100	100	99	100	91	91	91	91	100	100	100	100	100	29	0	0	0	0	0
October 2006	100	100	100	100	0	99	80	80	80	67	100	100	100	100	100	0	0	0	0	0	0
October 2007	100	100	100	100	0	97	69	69	69	41	100	100	100	100	100	0	0	0	0	0	0
October 2008	100	100	100	73	0	95	58	58	58	23	100	100	100	100	100	0	0	0	0	0	0
October 2009	100	100	100	28	0	93	49	49	49	10	100	100	100	100	100	0	0	0	0	0	0
October 2010	100	100	100	2	0	90	40	40	40	2	100	100	100	100	100	0	0	0	0	0	0
October 2011	100	100	100	0	0	87	31	31	31	0	100	100	100	100	76	0	0	0	0	0	0
October 2012	100	100	100	0	0	84	23	23	23	0	100	100	100	100	52	0	0	0	0	0	0
October 2013	100	100	100	0	0	81	16	16	16	0	100	100	100	100	35	0	0	0	0	0	0
October 2014	100	100	100	0	0	77	11	11	11	0	100	100	100	100	24	0	0	0	0	0	0
October 2015	100	100	100	0	0	74	6	6	6	0	100	100	100	100	16	0	0	0	0	0	0
October 2016	100	100	100	0	0	70	2	2	2	0	100	100	100	100	11	0	0	0	0	0	0
October 2017	100	100	100	0	0	65	0	0	0	0	100	90	90	90	7	0	0	0	0	0	0
October 2018	100	100	90	0	0	61	0	0	0	0	100	74	74	74	5	0	0	0	0	0	0
October 2019	100	100	80	0	0	56	0	0	0	0	100	60	60	60	3	0	0	0	0	0	0
October 2020	100	100	70	0	0	50	0	0	0	0	100	49	49	49	2	0	0	0	0	0	0
October 2021	100	100	61	0	0	45	0	0	0	0	100	39	39	39	1	0	0	0	0	0	0
October 2022	100	100	53	0	0	39	0	0	0	0	100	31	31	31	1	0	0	0	0	0	0
October 2023	100	100	45	0	0	32	0	0	0	0	100	25	25	25	1	0	0	0	0	0	0
October 2024	100	100	38	0	0	25	0	0	0	0	100	19	19	19	0	0	0	0	0	0	0
October 2025	100	100	31	0	0	17	0	0	0	0	100	15	15	15	0	0	0	0	0	0	0
October 2026	100	100	25	0	0	9	0	0	0	0	100	11	11	11	0	0	0	0	0	0	0
October 2027	100	100	20	0	0	1	0	0	0	0	100	8	8	8	0	0	0	0	0	0	0
October 2028	100	100	16	0	0	0	0	0	0	0	50	6	6	6	0	0	0	0	0	0	0
October 2029	100	94	11	0	0	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0	0
October 2030	100	67	8	0	0	0	0	0	0	0	3	3	3	3	0	0	0	0	0	0	0
October 2031	100	42	5	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	0
October 2032	100	17	2	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	29.7	27.7	20.1	5.6	2.2	16.0	6.3	6.3	6.3	3.9	25.1	17.9	17.9	17.9	9.9	1.4	0.6	0.6	0.6	0.6	0.6

PSA Prepayment Assumption Rates

Distribution Date	Classes IF, JO, PA, PD, PE, PF, PI, PS, PT and PU					Class PB					Class PC					Class PN					
	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	98	93	93	93	93	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	95	80	80	80	80	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2006	92	64	64	64	46	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2007	89	49	49	49	9	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2008	86	34	34	34	0	100	100	100	100	82	100	100	100	100	100	100	100	100	100	100	0
October 2009	82	21	21	21	0	100	100	100	100	44	100	100	100	100	100	100	100	100	100	100	0
October 2010	79	8	8	8	0	100	100	100	100	18	100	100	100	100	100	100	100	100	100	100	0
October 2011	75	0	0	0	0	100	100	100	100	0	100	100	100	100	100	100	46	46	46	0	0
October 2012	70	0	0	0	0	100	83	83	83	0	100	100	100	100	69	100	0	0	0	0	0
October 2013	66	0	0	0	0	100	63	63	63	0	100	100	100	100	47	100	0	0	0	0	0
October 2014	61	0	0	0	0	100	45	45	45	0	100	100	100	100	32	100	0	0	0	0	0
October 2015	56	0	0	0	0	100	30	30	30	0	100	100	100	100	22	100	0	0	0	0	0
October 2016	50	0	0	0	0	100	18	18	18	0	100	100	100	100	15	100	0	0	0	0	0
October 2017	44	0	0	0	0	100	8	8	8	0	100	100	100	100	10	100	0	0	0	0	0
October 2018	37	0	0	0	0	100	0	0	0	0	100	98	98	98	7	100	0	0	0	0	0
October 2019	30	0	0	0	0	100	0	0	0	0	100	79	79	79	4	100	0	0	0	0	0
October 2020	23	0	0	0	0	100	0	0	0	0	100	64	64	64	3	100	0	0	0	0	0
October 2021	15	0	0	0	0	100	0	0	0	0	100	52	52	52	2	100	0	0	0	0	0
October 2022	6	0	0	0	0	100	0	0	0	0	100	41	41	41	1	100	0	0	0	0	0
October 2023	0	0	0	0	0	100	0	0	0	0	100	33	33	33	1	60	0	0	0	0	0
October 2024	0	0	0	0	0	89	0	0	0	0	100	26	26	26	1	0	0	0	0	0	0
October 2025	0	0	0	0	0	66	0	0	0	0	100	20	20	20	0	0	0	0	0	0	0
October 2026	0	0	0	0	0	41	0	0	0	0	100	15	15	15	0	0	0	0	0	0	0
October 2027	0	0	0	0	0	15	0	0	0	0	100	11	11	11	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	66	8	8	8	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	6	6	6	6	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	4	4	4	4	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	2	2	2	2	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																					
Life (years)	12.0	4.0	4.0	4.0	2.8	22.6	11.0	11.0	11.0	6.0	25.3	19.1	19.1	19.1	10.6	20.1	8.0	8.0	8.0	8.0	4.5

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Class VA					Class VB					Class Z				
	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%	0%	100%	200%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	91	91	91	91	91	100	100	100	100	100	106	106	106	106	106
October 2005	82	82	82	82	82	100	100	100	100	100	112	112	112	112	112
October 2006	73	73	73	73	73	100	100	100	100	100	118	118	118	118	118
October 2007	63	63	63	63	63	100	100	100	100	100	125	125	125	125	125
October 2008	52	52	52	52	52	100	100	100	100	100	132	132	132	132	132
October 2009	40	40	40	40	40	100	100	100	100	100	139	139	139	139	139
October 2010	29	29	29	29	29	100	100	100	100	100	147	147	147	147	147
October 2011	16	16	16	16	0	100	100	100	100	17	155	155	155	155	155
October 2012	3	3	3	3	0	100	100	100	100	0	164	164	164	164	112
October 2013	0	0	0	0	0	85	85	85	85	0	173	173	173	173	76
October 2014	0	0	0	0	0	65	65	65	65	0	183	183	183	183	52
October 2015	0	0	0	0	0	45	45	45	45	0	193	193	193	193	35
October 2016	0	0	0	0	0	23	23	23	23	0	204	204	204	204	24
October 2017	0	0	0	0	0	0	0	0	0	0	216	195	195	195	16
October 2018	0	0	0	0	0	0	0	0	0	0	216	159	159	159	11
October 2019	0	0	0	0	0	0	0	0	0	0	216	129	129	129	7
October 2020	0	0	0	0	0	0	0	0	0	0	216	105	105	105	5
October 2021	0	0	0	0	0	0	0	0	0	0	216	84	84	84	3
October 2022	0	0	0	0	0	0	0	0	0	0	216	67	67	67	2
October 2023	0	0	0	0	0	0	0	0	0	0	216	53	53	53	1
October 2024	0	0	0	0	0	0	0	0	0	0	216	42	42	42	1
October 2025	0	0	0	0	0	0	0	0	0	0	216	32	32	32	1
October 2026	0	0	0	0	0	0	0	0	0	0	216	25	25	25	0
October 2027	0	0	0	0	0	0	0	0	0	0	216	18	18	18	0
October 2028	0	0	0	0	0	0	0	0	0	0	108	13	13	13	0
October 2029	0	0	0	0	0	0	0	0	0	0	9	9	9	9	0
October 2030	0	0	0	0	0	0	0	0	0	0	6	6	6	6	0
October 2031	0	0	0	0	0	0	0	0	0	0	3	3	3	3	0
October 2032	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	5.0	5.0	5.0	5.0	4.8	11.7	11.7	11.7	11.7	7.8	25.1	18.0	18.0	18.0	10.7

Security Group 2 PSA Prepayment Assumption Rates										
Distribution Date	Classes PO, XA and XC					Class XD				
	0%	100%	300%	450%	600%	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2004	98	95	88	83	78	98	94	94	94	94
October 2005	96	87	69	57	45	95	85	84	84	84
October 2006	94	78	51	33	18	93	73	73	64	45
October 2007	92	70	35	16	1	90	62	62	39	19
October 2008	90	63	23	3	0	87	51	48	21	3
October 2009	88	56	13	0	0	84	42	34	8	0
October 2010	85	49	5	0	0	81	32	22	0	0
October 2011	83	43	0	0	0	78	24	13	0	0
October 2012	80	37	0	0	0	74	16	5	0	0
October 2013	77	31	0	0	0	70	9	0	0	0
October 2014	74	26	0	0	0	66	3	0	0	0
October 2015	71	21	0	0	0	62	0	0	0	0
October 2016	67	16	0	0	0	57	0	0	0	0
October 2017	63	12	0	0	0	52	0	0	0	0
October 2018	59	8	0	0	0	47	0	0	0	0
October 2019	55	4	0	0	0	41	0	0	0	0
October 2020	51	1	0	0	0	36	0	0	0	0
October 2021	46	0	0	0	0	29	0	0	0	0
October 2022	41	0	0	0	0	23	0	0	0	0
October 2023	36	0	0	0	0	16	0	0	0	0
October 2024	30	0	0	0	0	9	0	0	0	0
October 2025	24	0	0	0	0	1	0	0	0	0
October 2026	18	0	0	0	0	0	0	0	0	0
October 2027	11	0	0	0	0	0	0	0	0	0
October 2028	4	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	15.9	7.5	3.4	2.4	1.9	13.4	5.4	4.9	3.6	2.9

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class XB					Classes XE and XG					Classes XH and XJ					Class XK				
	0%	100%	300%	450%	600%	0%	100%	300%	450%	600%	0%	100%	300%	450%	600%	0%	100%	300%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	98	94	94	94	94
October 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	95	85	84	84	84
October 2006	100	100	100	100	85	100	100	100	100	78	100	100	100	100	97	93	73	73	64	45
October 2007	100	100	100	83	44	100	100	100	77	40	100	100	100	93	53	90	62	62	39	19
October 2008	100	100	99	52	19	100	100	98	48	15	100	100	100	60	24	87	51	48	21	3
October 2009	100	100	79	30	2	100	100	74	27	0	100	100	87	36	7	84	42	34	8	0
October 2010	100	100	58	15	0	100	100	55	12	0	100	100	65	19	0	81	32	22	0	0
October 2011	100	100	42	3	0	100	100	39	1	0	100	100	48	7	0	78	24	13	0	0
October 2012	100	96	29	0	0	100	100	26	0	0	100	88	34	0	0	74	16	5	0	0
October 2013	100	83	18	0	0	100	88	15	0	0	100	73	22	0	0	70	9	0	0	0
October 2014	100	70	9	0	0	100	75	7	0	0	100	59	13	0	0	66	3	0	0	0
October 2015	100	57	2	0	0	100	63	0	0	0	100	46	5	0	0	62	0	0	0	0
October 2016	100	45	0	0	0	100	51	0	0	0	100	34	0	0	0	57	0	0	0	0
October 2017	100	34	0	0	0	100	40	0	0	0	100	22	0	0	0	52	0	0	0	0
October 2018	100	23	0	0	0	100	30	0	0	0	100	11	0	0	0	47	0	0	0	0
October 2019	100	13	0	0	0	100	20	0	0	0	100	1	0	0	0	41	0	0	0	0
October 2020	100	7	0	0	0	100	11	0	0	0	100	0	0	0	0	36	0	0	0	0
October 2021	100	2	0	0	0	100	3	0	0	0	100	0	0	0	0	29	0	0	0	0
October 2022	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0	23	0	0	0	0
October 2023	95	0	0	0	0	100	0	0	0	0	85	0	0	0	0	16	0	0	0	0
October 2024	82	0	0	0	0	88	0	0	0	0	70	0	0	0	0	9	0	0	0	0
October 2025	66	0	0	0	0	72	0	0	0	0	53	0	0	0	0	1	0	0	0	0
October 2026	49	0	0	0	0	56	0	0	0	0	36	0	0	0	0	0	0	0	0	0
October 2027	30	0	0	0	0	38	0	0	0	0	17	0	0	0	0	0	0	0	0	0
October 2028	12	0	0	0	0	19	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	22.8	12.8	7.9	5.4	4.0	23.2	13.3	7.6	5.2	3.9	22.1	11.9	8.3	5.7	4.3	13.4	5.4	4.9	3.6	2.9

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Class A					Classes F and S				
	0%	100%	200%	300%	400%	0%	100%	200%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	97	97	97	100	100	98	90	82
October 2005	100	100	78	78	78	100	100	94	70	46
October 2006	100	100	44	44	44	100	100	89	48	11
October 2007	100	100	16	16	0	100	100	86	34	0
October 2008	100	100	0	0	0	100	100	83	25	0
October 2009	100	100	0	0	0	100	100	78	18	0
October 2010	100	100	0	0	0	100	100	75	15	0
October 2011	100	100	0	0	0	100	100	72	14	0
October 2012	100	100	0	0	0	100	100	68	12	0
October 2013	100	100	0	0	0	100	100	62	10	0
October 2014	100	100	0	0	0	100	100	57	9	0
October 2015	100	100	0	0	0	100	100	51	8	0
October 2016	100	100	0	0	0	100	100	45	7	0
October 2017	100	93	0	0	0	100	100	40	5	0
October 2018	100	45	0	0	0	100	100	35	5	0
October 2019	100	0	0	0	0	100	100	30	4	0
October 2020	100	0	0	0	0	100	90	26	3	0
October 2021	100	0	0	0	0	100	81	22	2	0
October 2022	100	0	0	0	0	100	72	19	2	0
October 2023	100	0	0	0	0	100	63	16	2	0
October 2024	100	0	0	0	0	100	55	13	1	0
October 2025	100	0	0	0	0	100	47	10	1	0
October 2026	100	0	0	0	0	100	40	8	1	0
October 2027	100	0	0	0	0	100	33	6	1	0
October 2028	81	0	0	0	0	100	26	5	0	0
October 2029	0	0	0	0	0	93	19	3	0	0
October 2030	0	0	0	0	0	68	13	2	0	0
October 2031	0	0	0	0	0	42	8	1	0	0
October 2032	0	0	0	0	0	15	3	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0
Weighted Average										
Life (years)	25.3	14.9	2.9	2.9	2.7	27.7	22.0	12.5	4.4	1.9

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 2, Group 3 and Group 4 Securities, the investor's own projection of principal payment rates on the Underlying Certificates under a variety of scenarios, and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor's own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR.

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

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

Yield Tables

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

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

The yields were calculated by

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

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

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

SECURITY GROUP 1

**Sensitivity of Class BI to Prepayments
Assumed Price 13.75%***

PSA Prepayment Assumption Rates				
100%	200%	250%	500%	678%
23.2%	23.2%	23.2%	11.1%	0.0%

**Sensitivity of Class BO to Prepayments
Assumed Price 88.25%**

PSA Prepayment Assumption Rates			
100%	200%	250%	500%
2.1%	2.1%	2.1%	3.4%

**Sensitivity of Class CI to Prepayments
Assumed Price 15.1875%***

PSA Prepayment Assumption Rates				
100%	200%	250%	500%	671%
22.9%	22.9%	22.9%	10.7%	0.0%

**Sensitivity of Class CO to Prepayments
Assumed Price 87.75%**

PSA Prepayment Assumption Rates			
100%	200%	250%	500%
2.1%	2.1%	2.1%	3.4%

**Sensitivity of Class DO to Prepayments
Assumed Price 88.9375%**

PSA Prepayment Assumption Rates			
100%	200%	250%	500%
2.0%	2.0%	2.0%	3.2%

**Sensitivity of Class FI to Prepayments
Assumed Price 7.453125%***

LIBOR	PSA Prepayment Assumption Rates			
	100%	200%	250%	500%
0.12%	(20.2)%	(20.2)%	(20.2)%	(46.4)%
1.12%	3.4%	3.4%	3.4%	(14.0)%
4.12%	54.2%	54.2%	54.2%	47.0%
7.70% and above	116.8%	116.8%	116.8%	113.7%

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

Sensitivity of Class GS to Prepayments
Assumed Price 15.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>
0.12%	44.2%	44.2%	44.2%	35.7%
1.12%	35.9%	35.9%	35.9%	26.1%
4.12%	10.4%	10.4%	10.4%	(4.9)%
7.70% and above	**	**	**	**

Sensitivity of Class IF to Prepayments
Assumed Price 4.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>
0.10%	(27.6)%	(27.6)%	(27.6)%	(54.8)%
1.10%	10.8%	10.8%	10.8%	(6.0)%
4.10%	100.3%	100.3%	100.3%	95.0%
7.15% and above	200.2%	200.2%	200.2%	198.4%

Sensitivity of Class JO to Prepayments
Assumed Price 91.5%

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>
2.3%	2.3%	2.3%	3.2%

Sensitivity of Class PI to Prepayments
Assumed Price 13.0%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>	<u>637%</u>
23.8%	23.8%	23.8%	9.7%	0.0%

Sensitivity of Class PS to Prepayments
Assumed Price 13.5%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>250%</u>	<u>500%</u>
0.10%	38.5%	38.5%	38.5%	27.0%
1.10%	28.6%	28.6%	28.6%	15.4%
4.10%	(3.5)%	(3.5)%	(3.5)%	(23.7)%
7.15% and above	**	**	**	**

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

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

SECURITY GROUP 2

**Sensitivity of Class PO to Prepayments
Assumed Price 81.0%**

PSA Prepayment Assumption Rates			
<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
3.0%	6.6%	9.2%	11.5%

**Sensitivity of Class XA to Prepayments
Assumed Price 115.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.120%	14.9%	15.6%	14.5%	13.3%
1.120%	12.5%	12.9%	11.7%	10.5%
4.120%	5.4%	4.6%	3.3%	1.9%
6.450%	0.2%	(1.9)%	(3.4)%	(4.7)%
7.075%	(0.8)%	(2.9)%	(4.3)%	(5.6)%
7.700% and above	(1.7)%	(3.8)%	(5.2)%	(6.6)%

**Sensitivity of Class XC to Prepayments
Assumed Price 21.5%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.12%	56.3%	39.5%	25.2%	10.5%
1.12%	46.8%	29.4%	14.5%	(0.8)%
4.12%	18.9%	(2.5)%	(20.1)%	(37.3)%
7.70% and above	**	**	**	**

**Sensitivity of Class XD to Prepayments
Assumed Price 10.25%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.12%	57.0%	56.2%	50.9%	43.5%
1.12%	44.6%	43.6%	37.2%	28.8%
4.12%	6.7%	3.9%	(7.5)%	(19.9)%
6.45% and above	**	**	**	**

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

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

SECURITY GROUP 3

**Sensitivity of Class XB to Prepayments
Assumed Price 113.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.12%	18.0%	18.1%	17.6%	17.0%
1.12%	15.0%	15.1%	14.6%	14.0%
4.12%	6.7%	6.5%	5.9%	5.3%
6.45%	0.6%	0.1%	(0.5)%	(1.2)%
7.00%	(0.5)%	(1.0)%	(1.7)%	(2.3)%
7.55% and above	(0.9)%	(1.4)%	(2.1)%	(2.8)%

**Sensitivity of Class XE to Prepayments
Assumed Price 15.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.12%	50.0%	47.5%	41.8%	33.5%
1.12%	42.1%	38.8%	32.3%	23.1%
4.12%	17.9%	10.8%	0.2%	(12.5)%
7.00% and above	**	**	**	**

**Sensitivity of Class XG to Prepayments
Assumed Price 64.5%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
3.3%	5.9%	8.8%	11.8%

**Sensitivity of Class XH to Prepayments
Assumed Price 18.0%***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.12%	44.2%	42.2%	37.2%	30.0%
1.12%	37.6%	35.1%	29.3%	21.4%
4.12%	16.8%	12.0%	2.9%	(7.9)%
7.55% and above	**	**	**	**

**Sensitivity of Class XJ to Prepayments
Assumed Price 64.0%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
3.8%	5.5%	8.1%	10.8%

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

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

Sensitivity of Class XK to Prepayments
Assumed Price 10.25%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>300%</u>	<u>450%</u>	<u>600%</u>
0.12%	57.0%	56.2%	50.9%	43.5%
1.12%	44.6%	43.6%	37.2%	28.8%
4.12%	6.7%	3.9%	(7.5)%	(19.9)%
6.45% and above	**	**	**	**

SECURITY GROUP 4

Sensitivity of Class S to Prepayments
Assumed Price 72.0%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>
0.10%	17.5%	19.2%	26.3%	35.2%
1.10%	14.7%	16.3%	23.4%	32.5%
4.10%	6.6%	8.1%	14.8%	24.4%
6.15% and above	1.5%	2.8%	9.1%	19.0%

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

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

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 BO, CO, DO, JO, PO, XG and XJ Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class BI, CI, FI, GS, IF, PS, XC, XD, XE, XH and XK Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences — Tax Treatment of Regular Securities — Interest Weighted Securities and Non-VRDI Securities” in the Base

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

The Class Z 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 three paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumption described below and, in the case of the Floating Rate and Inverse Floating Rate Classes, the constant LIBOR value described below, Classes A and S are expected to be issued with OID.

Prospective investors in the Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 200% PSA in the case of the Group 1 and Group 4 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) and 300% PSA in the case of Group 2 and Group 3 Securities. In the case of the Floating Rate and Inverse Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 1.10% for Group 1 (other than FI, GF and GS) and Group 4 Securities and 1.12% for Group 2, Group 3 and Class FI, GF and GS Securities. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

The Regular Securities generally will be treated as “regular interests” in a REMIC for domestic building and loan associations, “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.

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

Regulations have been proposed regarding the federal income tax treatment of “inducement fees” received by transferees of noneconomic REMIC residual interests. The proposed regulations (i) provide tax accounting rules for the treatment of such fees as income over an appropriate period and (ii) clarify that inducement fees will be treated as income from sources within the United States. If these rules are finalized as proposed, the final regulations will apply to taxable years ending on or after the date the final regulations are published, and thus the rules in the proposed regulations may apply to the treatment of any inducement fee received in connection with the purchase of Class RR Securities. Prospective purchasers of the Class RR Securities should consult with their tax advisors regarding the effect of these proposed regulations.

MX Securities

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

ERISA MATTERS

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

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

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

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

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) October 1, 2003 on the Fixed Rate Classes, (2) October 20, 2003 on the Floating Rate and Inverse Floating Rate Classes (other than Group 4), and (3) October 17, 2003 on the Group 4 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1								
CI	\$140,041,600	GM	\$175,052,000	PAC	4.00%	FIX	38374CZQ7	July 2032
CO	175,052,000							
Combination 2								
CI	\$157,546,800	GY	\$175,052,000	PAC	4.50%	FIX	38374CZS3	July 2032
CO	175,052,000							
Combination 3								
CI	\$175,052,000	GT	\$175,052,000	PAC	5.00%	FIX	38374CZR5	July 2032
CO	175,052,000							
Combination 4								
DO	\$ 54,779,000	GF	\$ 54,779,000	PAC	(5)	FLT	38374CZT1	July 2032
FI	54,779,000							
Combination 5(6)								
IF	\$ 41,557,266	PA	\$ 56,669,000	PAC	3.50%	FIX	38374CZU8	June 2029
JO	56,669,000	PD	56,669,000	PAC	3.75	FIX	38374CZV6	June 2029
PS	41,557,266	PE	56,669,000	PAC	4.00	FIX	38374CZW4	June 2029
		PI	25,758,636	NTL/PAC	5.50	FIX/IO	38374CZX2	June 2029
		PT	56,669,000	PAC	3.00	FIX	38374CZY0	June 2029
		PU	56,669,000	PAC	3.25	FIX	38374CZZ7	June 2029
Combination 6								
BI	\$ 56,842,105	GA	\$ 60,000,000	PAC	4.50%	FIX	38374CA35	July 2032
BO	60,000,000							
Combination 7								
BI	\$ 60,000,000	GH	\$ 60,000,000	PAC	4.75%	FIX	38374CA27	July 2032
BO	60,000,000							
Combination 8								
IF	\$ 41,557,266	PF	\$ 41,557,266	PAC	(5)	FLT	38374CA43	June 2029
JO	56,669,000							

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Combination 9								
BA	\$ 12,441,000	B	\$ 178,541,000	SUP	5.50%	FIX	38374CA50	October 2033
BC	4,028,000							
BD	3,237,000							
BE	104,345,000							
BG	10,742,000							
BH	12,411,000							
BJ	31,337,000							
Combination 10								
VA	\$ 14,628,000	GD	\$ 48,165,000	PAC	5.50%	FIX	38374CA68	October 2033
VB	11,214,000							
Z	22,323,000							
Security Group 2								
Combination 11								
PO	\$ 19,040,389	XA	\$ 19,040,389	SC/PT	(7)	W/INV	38374CA76	October 2031
XC	19,040,389							
XD	19,888,384							
Security Group 3								
Combination 12								
XE	\$ 15,380,750	XB	\$ 10,853,438	SC/PT	(7)	W/INV	38374CA84	July 2032
XG	6,991,250							
XH	8,496,813							
XJ	3,862,188							
XK	11,933,030							

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

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

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

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

(5) The Interest Rate will be calculated as described under "Terms Sheet — Interest Rates" in this Supplement.

(6) In the case of Combination 5 various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

(7) The Weighted Average Coupon Classes will accrue interest during each Accrual Period in an amount derived by aggregating the accrued interest on their related REMIC Classes for such Accrual Period. The initial Interest Rate of Class XA is approximately 16.53404% and the initial Interest Rate of Class XB is approximately 19.22675%, each of which will be in effect for the first Accrual Period. Thereafter, the Interest Rate of each Weighted Average Coupon Class will vary month to month in accordance with LIBOR adjustments to the Interest Rates of its related REMIC Classes and as the principal balance and notional balance of the related REMIC Classes decline at different rates.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
Initial Balance	\$5,522,282.00	\$19,706,000.00	\$444,459,000.00
November 2003	5,522,282.00	19,674,701.37	443,503,466.87
December 2003	5,522,282.00	19,633,008.80	442,441,339.18
January 2004	5,522,282.00	19,580,955.21	441,272,931.53
February 2004	5,522,282.00	19,518,584.84	439,998,613.66
March 2004	5,522,282.00	19,445,953.17	438,618,810.39
April 2004	5,522,282.00	19,363,126.95	437,134,001.41
May 2004	5,522,282.00	19,270,184.13	435,544,721.11
June 2004	5,522,282.00	19,167,213.81	433,851,558.28
July 2004	5,495,645.47	19,054,316.16	432,055,155.83
August 2004	5,458,726.50	18,931,602.33	430,156,210.44
September 2004	5,415,251.50	18,799,194.36	428,155,472.12
October 2004	5,365,317.47	18,657,225.06	426,053,743.80
November 2004	5,309,031.92	18,505,837.86	423,851,880.82
December 2004	5,246,512.77	18,345,186.69	421,550,790.39
January 2005	5,177,888.14	18,175,435.78	419,151,431.01
February 2005	5,103,296.10	17,996,759.53	416,654,811.80
March 2005	5,022,884.46	17,809,342.27	414,061,991.88
April 2005	4,936,810.48	17,613,378.07	411,374,079.61
May 2005	4,845,240.60	17,409,070.53	408,592,231.85
June 2005	4,748,350.18	17,196,632.56	405,717,653.10
July 2005	4,646,323.10	16,976,286.08	402,751,594.73
August 2005	4,539,351.45	16,748,261.84	399,695,354.00
September 2005	4,427,635.27	16,512,799.04	396,550,273.22
October 2005	4,311,382.00	16,270,145.16	393,317,738.69
November 2005	4,190,806.22	16,020,555.59	389,999,179.76
December 2005	4,040,605.88	15,764,293.33	386,596,067.72
January 2006	3,863,674.32	15,501,628.71	383,109,914.78
February 2006	3,690,280.36	15,232,839.02	379,542,272.89
March 2006	3,520,376.82	14,967,825.74	375,993,150.31
April 2006	3,353,917.01	14,706,557.24	372,462,451.74
May 2006	3,190,854.81	14,449,002.15	368,950,082.38
June 2006	3,031,144.64	14,195,129.26	365,455,947.94
July 2006	2,874,741.41	13,944,907.66	361,979,954.57
August 2006	2,721,600.56	13,698,306.62	358,522,008.95
September 2006	2,571,678.05	13,455,295.66	355,082,018.19
October 2006	2,424,930.33	13,215,844.50	351,659,889.93
November 2006	2,281,314.37	12,979,923.11	348,255,532.25
December 2006	2,140,787.62	12,747,501.63	344,868,853.72
January 2007	2,003,308.04	12,518,550.48	341,499,763.36
February 2007	1,868,834.06	12,293,040.26	338,148,170.67
March 2007	1,737,324.58	12,070,941.79	334,813,985.63
April 2007	1,608,738.99	11,852,226.09	331,497,118.67

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
May 2007	\$1,483,037.16	\$11,636,864.44	\$328,197,480.66
June 2007	1,360,179.41	11,424,828.27	324,914,982.97
July 2007	1,240,126.53	11,216,089.25	321,649,537.40
August 2007	1,122,839.74	11,010,619.28	318,401,056.19
September 2007	1,008,280.74	10,808,390.42	315,169,452.07
October 2007	896,411.67	10,609,374.96	311,954,638.19
November 2007	787,195.10	10,413,545.39	308,756,528.16
December 2007	680,594.04	10,220,874.41	305,575,036.02
January 2008	576,571.92	10,031,334.91	302,410,076.27
February 2008	475,092.63	9,844,899.98	299,261,563.84
March 2008	376,120.44	9,661,542.92	296,129,414.09
April 2008	279,620.08	9,481,237.20	293,013,542.83
May 2008	185,556.66	9,303,956.54	289,913,866.29
June 2008	93,895.71	9,129,674.77	286,830,301.15
July 2008	4,603.16	8,958,366.00	283,762,764.50
August 2008	0.00	8,790,004.46	280,711,173.87
September 2008	0.00	8,624,564.63	277,675,447.19
October 2008	0.00	8,462,021.13	274,655,502.84
November 2008	0.00	8,302,348.81	271,651,259.60
December 2008	0.00	8,145,522.67	268,662,636.69
January 2009	0.00	7,991,517.90	265,689,553.73
February 2009	0.00	7,840,309.90	262,731,930.74
March 2009	0.00	7,691,874.23	259,789,688.18
April 2009	0.00	7,546,186.64	256,862,746.90
May 2009	0.00	7,403,223.05	253,951,028.17
June 2009	0.00	7,262,959.56	251,054,453.65
July 2009	0.00	7,125,372.47	248,172,945.41
August 2009	0.00	6,990,438.23	245,306,425.93
September 2009	0.00	6,858,133.47	242,454,818.07
October 2009	0.00	6,728,435.00	239,618,045.11
November 2009	0.00	6,601,319.81	236,796,030.69
December 2009	0.00	6,476,765.03	233,988,698.89
January 2010	0.00	6,354,748.01	231,195,974.13
February 2010	0.00	6,235,246.22	228,417,781.26
March 2010	0.00	6,118,237.33	225,654,045.50
April 2010	0.00	6,003,699.16	222,904,692.44
May 2010	0.00	5,891,609.70	220,169,648.08
June 2010	0.00	5,781,947.12	217,448,838.78
July 2010	0.00	5,674,689.73	214,742,191.29
August 2010	0.00	5,569,816.00	212,049,632.74
September 2010	0.00	5,467,304.58	209,371,090.62
October 2010	0.00	5,367,134.28	206,706,492.80
November 2010	0.00	5,269,284.06	204,055,767.52
December 2010	0.00	5,173,733.03	201,418,843.40
January 2011	0.00	5,080,460.48	198,795,649.41
February 2011	0.00	4,989,445.82	196,186,114.90
March 2011	0.00	4,900,668.66	193,590,169.57

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
April 2011.....	\$ 0.00	\$ 4,814,108.71	\$191,007,743.50
May 2011	0.00	4,729,745.89	188,438,767.10
June 2011	0.00	4,647,560.23	185,883,171.17
July 2011.....	0.00	4,567,531.92	183,340,886.85
August 2011.....	0.00	4,489,641.32	180,811,845.63
September 2011	0.00	4,413,868.90	178,295,979.36
October 2011.....	0.00	4,340,195.30	175,793,220.24
November 2011.....	0.00	4,268,601.32	173,303,500.82
December 2011.....	0.00	4,199,067.87	170,826,753.99
January 2012	0.00	4,131,576.04	168,362,912.99
February 2012	0.00	4,066,107.03	165,911,911.41
March 2012	0.00	4,002,642.21	163,473,683.16
April 2012.....	0.00	3,941,163.07	161,048,162.52
May 2012	0.00	3,881,651.26	158,635,284.08
June 2012	0.00	3,824,088.56	156,234,982.79
July 2012.....	0.00	3,768,456.87	153,847,193.92
August 2012.....	0.00	3,714,569.31	151,472,022.02
September 2012	0.00	3,640,381.48	149,131,429.61
October 2012.....	0.00	3,546,299.77	146,824,928.91
November 2012.....	0.00	3,432,724.23	144,552,038.91
December 2012.....	0.00	3,300,048.73	142,312,285.26
January 2013	0.00	3,148,661.03	140,105,200.18
February 2013	0.00	2,978,942.85	137,930,322.36
March 2013	0.00	2,794,299.65	135,787,196.89
April 2013.....	0.00	2,605,217.90	133,675,375.19
May 2013	0.00	2,411,842.70	131,594,414.87
June 2013	0.00	2,214,316.27	129,543,879.67
July 2013.....	0.00	2,012,777.91	127,523,339.41
August 2013.....	0.00	1,807,364.15	125,532,369.86
September 2013	0.00	1,598,208.74	123,570,552.66
October 2013.....	0.00	1,385,442.71	121,637,475.27
November 2013.....	0.00	1,169,194.42	119,732,730.89
December 2013.....	0.00	949,589.61	117,855,918.34
January 2014	0.00	726,751.43	116,006,642.02
February 2014	0.00	500,800.48	114,184,511.83
March 2014	0.00	271,854.93	112,389,143.06
April 2014.....	0.00	40,030.42	110,620,156.37
May 2014	0.00	0.00	108,877,177.69
June 2014	0.00	0.00	107,159,838.13
July 2014.....	0.00	0.00	105,467,773.93
August 2014.....	0.00	0.00	103,800,626.40
September 2014	0.00	0.00	102,158,041.82
October 2014.....	0.00	0.00	100,539,671.39
November 2014.....	0.00	0.00	98,945,171.17
December 2014.....	0.00	0.00	97,374,201.99
January 2015	0.00	0.00	95,826,429.40
February 2015	0.00	0.00	94,301,523.62

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
March 2015	\$ 0.00	\$ 0.00	\$ 92,799,159.44
April 2015	0.00	0.00	91,319,016.18
May 2015	0.00	0.00	89,860,777.63
June 2015	0.00	0.00	88,424,131.98
July 2015	0.00	0.00	87,008,771.75
August 2015	0.00	0.00	85,614,393.77
September 2015	0.00	0.00	84,240,699.06
October 2015	0.00	0.00	82,887,392.83
November 2015	0.00	0.00	81,554,184.40
December 2015	0.00	0.00	80,240,787.11
January 2016	0.00	0.00	78,946,918.33
February 2016	0.00	0.00	77,672,299.35
March 2016	0.00	0.00	76,416,655.37
April 2016	0.00	0.00	75,179,715.40
May 2016	0.00	0.00	73,961,212.23
June 2016	0.00	0.00	72,760,882.41
July 2016	0.00	0.00	71,578,466.12
August 2016	0.00	0.00	70,413,707.21
September 2016	0.00	0.00	69,266,353.07
October 2016	0.00	0.00	68,136,154.65
November 2016	0.00	0.00	67,022,866.36
December 2016	0.00	0.00	65,926,246.05
January 2017	0.00	0.00	64,846,054.94
February 2017	0.00	0.00	63,782,057.60
March 2017	0.00	0.00	62,734,021.89
April 2017	0.00	0.00	61,701,718.91
May 2017	0.00	0.00	60,684,922.96
June 2017	0.00	0.00	59,683,411.51
July 2017	0.00	0.00	58,696,965.13
August 2017	0.00	0.00	57,725,367.47
September 2017	0.00	0.00	56,768,405.20
October 2017	0.00	0.00	55,825,867.97
November 2017	0.00	0.00	54,897,548.40
December 2017	0.00	0.00	53,983,241.99
January 2018	0.00	0.00	53,082,747.13
February 2018	0.00	0.00	52,195,865.00
March 2018	0.00	0.00	51,322,399.59
April 2018	0.00	0.00	50,462,157.65
May 2018	0.00	0.00	49,614,948.60
June 2018	0.00	0.00	48,780,584.57
July 2018	0.00	0.00	47,958,880.31
August 2018	0.00	0.00	47,149,653.17
September 2018	0.00	0.00	46,352,723.06
October 2018	0.00	0.00	45,567,912.42
November 2018	0.00	0.00	44,795,046.19
December 2018	0.00	0.00	44,033,951.76
January 2019	0.00	0.00	43,284,458.94

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
February 2019	\$ 0.00	\$ 0.00	\$ 42,546,399.96
March 2019	0.00	0.00	41,819,609.36
April 2019	0.00	0.00	41,103,924.05
May 2019	0.00	0.00	40,399,183.21
June 2019	0.00	0.00	39,705,228.28
July 2019	0.00	0.00	39,021,902.95
August 2019	0.00	0.00	38,349,053.08
September 2019	0.00	0.00	37,686,526.73
October 2019	0.00	0.00	37,034,174.08
November 2019	0.00	0.00	36,391,847.42
December 2019	0.00	0.00	35,759,401.13
January 2020	0.00	0.00	35,136,691.63
February 2020	0.00	0.00	34,523,577.37
March 2020	0.00	0.00	33,919,918.79
April 2020	0.00	0.00	33,325,578.31
May 2020	0.00	0.00	32,740,420.28
June 2020	0.00	0.00	32,164,310.96
July 2020	0.00	0.00	31,597,118.50
August 2020	0.00	0.00	31,038,712.92
September 2020	0.00	0.00	30,488,966.06
October 2020	0.00	0.00	29,947,751.58
November 2020	0.00	0.00	29,414,944.93
December 2020	0.00	0.00	28,890,423.30
January 2021	0.00	0.00	28,374,065.62
February 2021	0.00	0.00	27,865,752.55
March 2021	0.00	0.00	27,365,366.42
April 2021	0.00	0.00	26,872,791.23
May 2021	0.00	0.00	26,387,912.62
June 2021	0.00	0.00	25,910,617.85
July 2021	0.00	0.00	25,440,795.78
August 2021	0.00	0.00	24,978,336.82
September 2021	0.00	0.00	24,523,132.96
October 2021	0.00	0.00	24,075,077.71
November 2021	0.00	0.00	23,634,066.09
December 2021	0.00	0.00	23,199,994.61
January 2022	0.00	0.00	22,772,761.23
February 2022	0.00	0.00	22,352,265.39
March 2022	0.00	0.00	21,938,407.92
April 2022	0.00	0.00	21,531,091.09
May 2022	0.00	0.00	21,130,218.54
June 2022	0.00	0.00	20,735,695.27
July 2022	0.00	0.00	20,347,427.66
August 2022	0.00	0.00	19,965,323.38
September 2022	0.00	0.00	19,589,291.44
October 2022	0.00	0.00	19,219,242.14
November 2022	0.00	0.00	18,855,087.04
December 2022	0.00	0.00	18,496,738.99

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
January 2023	\$ 0.00	\$ 0.00	\$ 18,144,112.05
February 2023	0.00	0.00	17,797,121.50
March 2023	0.00	0.00	17,455,683.86
April 2023	0.00	0.00	17,119,716.81
May 2023	0.00	0.00	16,789,139.21
June 2023	0.00	0.00	16,463,871.08
July 2023	0.00	0.00	16,143,833.58
August 2023	0.00	0.00	15,828,948.99
September 2023	0.00	0.00	15,519,140.69
October 2023	0.00	0.00	15,214,333.19
November 2023	0.00	0.00	14,914,452.03
December 2023	0.00	0.00	14,619,423.84
January 2024	0.00	0.00	14,329,176.31
February 2024	0.00	0.00	14,043,638.12
March 2024	0.00	0.00	13,762,739.02
April 2024	0.00	0.00	13,486,409.73
May 2024	0.00	0.00	13,214,581.97
June 2024	0.00	0.00	12,947,188.44
July 2024	0.00	0.00	12,684,162.81
August 2024	0.00	0.00	12,425,439.69
September 2024	0.00	0.00	12,170,954.62
October 2024	0.00	0.00	11,920,644.08
November 2024	0.00	0.00	11,674,445.45
December 2024	0.00	0.00	11,432,297.01
January 2025	0.00	0.00	11,194,137.93
February 2025	0.00	0.00	10,959,908.25
March 2025	0.00	0.00	10,729,548.86
April 2025	0.00	0.00	10,503,001.52
May 2025	0.00	0.00	10,280,208.82
June 2025	0.00	0.00	10,061,114.15
July 2025	0.00	0.00	9,845,661.75
August 2025	0.00	0.00	9,633,796.65
September 2025	0.00	0.00	9,425,464.65
October 2025	0.00	0.00	9,220,612.36
November 2025	0.00	0.00	9,019,187.15
December 2025	0.00	0.00	8,821,137.13
January 2026	0.00	0.00	8,626,411.18
February 2026	0.00	0.00	8,434,958.90
March 2026	0.00	0.00	8,246,730.64
April 2026	0.00	0.00	8,061,677.45
May 2026	0.00	0.00	7,879,751.07
June 2026	0.00	0.00	7,700,903.97
July 2026	0.00	0.00	7,525,089.30
August 2026	0.00	0.00	7,352,260.86
September 2026	0.00	0.00	7,182,373.14
October 2026	0.00	0.00	7,015,381.29
November 2026	0.00	0.00	6,851,241.10

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
December 2026	\$ 0.00	\$ 0.00	\$ 6,689,909.01
January 2027	0.00	0.00	6,531,342.08
February 2027	0.00	0.00	6,375,497.99
March 2027	0.00	0.00	6,222,335.04
April 2027	0.00	0.00	6,071,812.15
May 2027	0.00	0.00	5,923,888.80
June 2027	0.00	0.00	5,778,525.08
July 2027	0.00	0.00	5,635,681.67
August 2027	0.00	0.00	5,495,319.80
September 2027	0.00	0.00	5,357,401.27
October 2027	0.00	0.00	5,221,888.44
November 2027	0.00	0.00	5,088,744.21
December 2027	0.00	0.00	4,957,932.03
January 2028	0.00	0.00	4,829,415.87
February 2028	0.00	0.00	4,703,160.24
March 2028	0.00	0.00	4,579,130.15
April 2028	0.00	0.00	4,457,291.13
May 2028	0.00	0.00	4,337,609.20
June 2028	0.00	0.00	4,220,050.91
July 2028	0.00	0.00	4,104,583.25
August 2028	0.00	0.00	3,991,173.73
September 2028	0.00	0.00	3,879,790.33
October 2028	0.00	0.00	3,770,401.47
November 2028	0.00	0.00	3,662,976.06
December 2028	0.00	0.00	3,557,483.45
January 2029	0.00	0.00	3,453,893.46
February 2029	0.00	0.00	3,352,176.32
March 2029	0.00	0.00	3,252,302.73
April 2029	0.00	0.00	3,154,243.79
May 2029	0.00	0.00	3,057,971.04
June 2029	0.00	0.00	2,963,456.44
July 2029	0.00	0.00	2,870,672.34
August 2029	0.00	0.00	2,779,591.53
September 2029	0.00	0.00	2,690,187.18
October 2029	0.00	0.00	2,602,432.85
November 2029	0.00	0.00	2,516,302.51
December 2029	0.00	0.00	2,431,770.48
January 2030	0.00	0.00	2,348,811.48
February 2030	0.00	0.00	2,267,400.62
March 2030	0.00	0.00	2,187,513.33
April 2030	0.00	0.00	2,109,125.45
May 2030	0.00	0.00	2,032,213.15
June 2030	0.00	0.00	1,956,752.96
July 2030	0.00	0.00	1,882,721.76
August 2030	0.00	0.00	1,810,096.75
September 2030	0.00	0.00	1,738,855.50
October 2030	0.00	0.00	1,668,975.89

<u>Distribution Date</u>	<u>Class A</u>	<u>Classes BA, BC and BD (in the aggregate)</u>	<u>Classes BO, CO, DO, GW, JO, PB, PC, PN, VA, VB and Z (in the aggregate)</u>
November 2030	\$ 0.00	\$ 0.00	\$ 1,600,436.14
December 2030	0.00	0.00	1,533,214.79
January 2031	0.00	0.00	1,467,290.68
February 2031	0.00	0.00	1,402,642.99
March 2031	0.00	0.00	1,339,251.19
April 2031	0.00	0.00	1,277,095.08
May 2031	0.00	0.00	1,216,154.73
June 2031	0.00	0.00	1,156,410.52
July 2031	0.00	0.00	1,097,843.13
August 2031	0.00	0.00	1,040,433.52
September 2031	0.00	0.00	984,162.93
October 2031	0.00	0.00	929,012.87
November 2031	0.00	0.00	874,965.17
December 2031	0.00	0.00	822,001.87
January 2032	0.00	0.00	770,105.33
February 2032	0.00	0.00	719,258.14
March 2032	0.00	0.00	669,443.17
April 2032	0.00	0.00	620,643.54
May 2032	0.00	0.00	572,842.61
June 2032	0.00	0.00	526,024.02
July 2032	0.00	0.00	480,171.62
August 2032	0.00	0.00	435,269.54
September 2032	0.00	0.00	391,302.10
October 2032	0.00	0.00	348,253.91
November 2032	0.00	0.00	306,109.77
December 2032	0.00	0.00	264,854.72
January 2033	0.00	0.00	224,474.04
February 2033	0.00	0.00	184,953.22
March 2033	0.00	0.00	146,277.96
April 2033	0.00	0.00	108,434.19
May 2033	0.00	0.00	71,408.06
June 2033	0.00	0.00	35,185.89
July 2033 and thereafter	0.00	0.00	0.00

Underlying Certificates

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Balance of Class	Underlying Certificate Factor(2)	Principal or Notional Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
2	Ginnie Mae	2003-025	ST	4/30/2003	38373QCZ2	(3)	INV	April 2030	SEQ	\$ 44,394,375	0.95201949	\$19,040,389	45.0507524884%	5.819%	348	7	II
2	Ginnie Mae	2003-065	SH	8/29/2003	38374BRA3	(3)	INV/HO	October 2031	NTL (PAC)	128,523,548	0.99441921	19,888,384	15.5613506717	5.932%	353	4	II
3	Ginnie Mae	2002-080	SL	11/29/2002	38373V2P4	(3)	INV	February 2032	PAC	21,991,250	1.00000000	6,991,250	31.7910532598	6.303%	344	12	II
3	Ginnie Mae	2003-019	SG	3/28/2003	38373SZD2	(3)	INV	July 2032	PAC	18,862,188	1.00000000	3,862,188	20.4758217870	6.272%	346	8	II
3	Ginnie Mae	2003-065	SH	8/29/2003	38374BRA3	(3)	INV/HO	October 2031	NTL (PAC)	128,523,548	0.99441921	11,933,030	9.3368104030	5.932%	353	4	II
4	Ginnie Mae	2003-057	J	7/30/2003	38374BCQ4	5.0	FIX	November 2031	TAC/AD	11,967,000	0.98306745	11,764,368	100.0000000000	5.500%	354	3	I
4	Ginnie Mae	2003-057	K	7/30/2003	38374BCR2	5.0	FIX	September 2032	TAC/AD	6,242,000	1.00000000	6,242,000	100.0000000000	5.500%	354	3	I
4	Ginnie Mae	2003-057	L	7/30/2003	38374BCS0	5.0	FIX	July 2033	SUP	6,622,000	1.00000000	6,607,000	99.7734823316	5.500%	354	3	I
4	Ginnie Mae	2003-057	Z	7/30/2003	38374BCW1	5.0	FIX/Z	September 2032	SUP	8,277,000	1.00385579	8,308,914	100.0000000000	5.500%	354	3	I

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

(2) Underlying Certificate Factors are as of October 1, 2003.

(3) These Underlying Certificates bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying Certificate Disclosure Documents, excerpts of which are attached as Exhibit B to this Supplement.

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

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



\$803,855,392

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-025**

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

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own (1) Ginnie Mae Certificates and (2) certain 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 April 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.

Goldman, Sachs & Co.

Blaylock & Partners, L.P.

The date of this Offering Circular Supplement is April 24, 2003.

Ginnie Mae REMIC Trust 2003-025

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
Security Group 1						
FT.....	\$73,990,625	(5)	SEQ	FLT	April 2030	38373QCY5
ST.....	44,394,375	(5)	SEQ	INV	April 2030	38373QCZ2
T.....	31,615,000	5.00%	SEQ	FIX	April 2033	38373QDA6
Security Group 2						
FG.....	1,034,285	(5)	SUP	FLT/DLY	January 2032	38373QDB4
GA.....	13,446,924	5.50	PAC II	FIX	April 2033	38373QDC2
GB.....	39,374,764	5.50	SUP	FIX	August 2030	38373QDD0
GC.....	667,952	5.50	SUP	FIX	August 2030	38373QDE8
GD.....	11,585,182	5.50	SUP	FIX	December 2030	38373QDF5
GE.....	19,241,034	5.50	SUP	FIX	May 2031	38373QDG3
GH.....	23,600,212	5.50	SUP	FIX	January 2032	38373QDH1
GJ.....	12,079,932	5.50	SUP	FIX	April 2033	38373QDJ7
GK.....	3,200,000	5.50	TAC	FIX	August 2030	38373QDK4
GL.....	800,000	5.50	SUP	FIX	August 2030	38373QDL2
GM.....	12,000,000	5.50	SUP/AD	FIX	December 2015	38373QDM0
GP.....	12,000,000	5.50	SUP/AD	FIX	May 2023	38373QDN8
GX.....	12,000,000	5.50	SUP/AD	FIX	August 2028	38373QDP3
GZ.....	12,000,000	5.50	SUP	FIX/Z	April 2033	38373QDQ1
PB.....	193,412,000	5.50	PAC I	FIX	April 2032	38373QDR9
PD(1).....	185,176,000	2.75	PAC I	FIX	February 2027	38373QDS7
PK(1).....	92,588,000	5.50	NTL (PAC I)	FIX/IO	February 2027	38373QDT5
PV(1).....	23,606,000	5.50	AD/PAC I	FIX	October 2015	38373QDU2
PZ(1).....	24,000,000	5.50	PAC I	FIX/Z	April 2033	38373QDV0
SG.....	775,715	(5)	SUP	INV/DLY	January 2032	38373QDW8
Security Group 3						
FA(1).....	23,737,582	(5)	SC/PT	FLT	September 2026	38373QDX6
SA(1).....	23,737,582	(5)	NTL (SC/PT)	INV/IO	September 2026	38373QDY4
Security Group 4						
FC(1).....	30,117,810	(5)	SC/PT	FLT	August 2023	38373QDZ1
SC(1).....	30,117,810	(5)	NTL (SC/PT)	INV/IO	August 2023	38373QEA5
Residual						
RR.....	0	0.00	NPR	NPR	April 2033	38373QEB3

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

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: Goldman, Sachs & Co.

Trustee: Bank One Trust Company, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2003

Distribution Dates: For Group 1, 2 and 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in May 2003. For Group 4 Securities, the 26th day of each month or, if the 26th day is not a Business Day, the first Business Day thereafter commencing in May 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	5.0%	30
2	Ginnie Mae II	5.5	30
3	Underlying Certificate	(1)	(1)
4	Underlying Certificate	(1)	(1)

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and 2 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
<u>\$150,000,000</u>	359	1	5.80%
Group 2 Trust Assets			
<u>\$600,000,000</u>	358	2	6.25%

¹ As of April 1, 2003.

² Does not include Group 1 Trust Assets that will be added to pay the Trustee Fee.

³ The Mortgage Loans underlying the Group 1 and 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 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.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FA	LIBOR + 0.30%	1.60000000%	0.3%	7.50000000%	0	0.0%
FC	LIBOR + 0.40%	1.70000000%	0.4%	7.00000000%	0	0.0%
FG	LIBOR + 1.50%	2.80000000%	1.5%	7.00000000%	19	0.0%
FT	LIBOR + 0.30%	1.63000000%	0.3%	8.00000000%	0	0.0%
SA	7.20% – LIBOR	5.90000000%	0.0%	7.20000000%	0	7.2%
SC	6.60% – LIBOR	5.30000000%	0.0%	6.60000000%	0	6.6%
SG	10.83332474% – (LIBOR × 1.3333118)	9.0999420%	3.5%	10.83332474%	19	5.5%
ST	12.83333333% – (LIBOR × 1.66666667)	10.61666665%	0.0%	12.83333333%	0	7.7%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

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

SECURITY GROUP 1

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

1. Concurrently, to FT and ST, pro rata, until retired
2. To T, until retired

SECURITY GROUP 2

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

- The GZ Accrual Amount, sequentially, to GM, GP, GX and GZ, in that order, until retired
- The PZ Accrual Amount, sequentially, to PV and PZ, in that order, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to PD, PB, PV and PZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To GA, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. Concurrently:
 - a. 9.2219521932% in the following order of priority
 - i. To GK, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. To GL, until retired
 - iii. To GK, without regard to its Scheduled Principal Balances, until retired
 - b. 90.7780478068% to GB, until retired
 4. Sequentially, to GC, GD and GE, in that order, until retired
 5. Concurrently, to FG, GH and SG, pro rata, until retired
 6. Concurrently:
 - a. 79.8935657917%, sequentially, to GM, GP, GX and GZ, in that order, until retired
 - b. 20.1064342083% to GJ, until retired
 7. To GA, without regard to its Scheduled Principal Balances, until retired
 8. Sequentially, to PD, PB, PV and PZ, in that order, without regard to their Aggregate Scheduled Principal Balances, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated to FA, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated to FC, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
GA	135% PSA through 200% PSA
GK	140% PSA
PB, PD, PV and PZ (in the aggregate)	125% PSA through 300% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
PK	\$92,588,000	50% of PD (PAC I Class)
SA	23,737,582	100% of FA (SC/PT Class)
SC	30,117,810	100% of FC (SC/PT Class)

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

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

**Offering Circular Supplement
(To Base Offering Circular dated July 1, 2003)**



\$647,000,000

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-065**

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

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own Ginnie Mae Certificates.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 29, 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 August 21, 2003.

Ginnie Mae REMIC Trust 2003-065

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
Security Group 1						
AK	\$ 11,503,000	5.5%	SEQ	FIX	March 2033	38374BQT3
AL	3,497,000	5.5	SEQ	FIX	August 2033	38374BQU0
AM(1)	19,172,000	5.5	SEQ	FIX	March 2033	38374BQV8
AN(1)	5,828,000	5.5	SEQ	FIX	August 2033	38374BQW6
AP(1)	34,154,000	5.5	SEQ	FIX	August 2033	38374BQX4
FA	354,236,142	(5)	SEQ	FLT	October 2031	38374BQY2
SG(1)	64,261,774	(5)	PAC	INV	October 2031	38374BQZ9
SH(1)	128,523,548	(5)	NTL(PAC)	INV/IO	October 2031	38374BRA3
SI(1) ..	16,174,042	(5)	SUP	INV	October 2031	38374BRB1
SJ(1) ..	16,174,042	(5)	SUP	INV	October 2031	38374BRC9
Security Group 2						
FT	100,274,716	(5)	SEQ/AD	FLT	November 2030	38374BRD7
SU(1)	16,712,453	(5)	SEQ/AD	INV	November 2030	38374BRE5
SV(1)	66,849,812	(5)	NTL(SEQ/AD)	INV/IO	November 2030	38374BRF2
ZA	5,012,831	6.0	SEQ	FIX/Z	August 2033	38374BRG0
Residual						
RR	0	0	NPR	NPR	August 2033	38374BRH8

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

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: August 29, 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 September 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	6.0%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$525,000,000	358	2	6.0%
Group 2 Trust Assets			
\$122,000,000	355	5	6.5%

¹ As of August 1, 2003.

² Does not include Group 1 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 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

Modification and Exchange: If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the

related Securities shown on Schedule I to this Supplement. See “Description of the Securities — Modification and Exchange” in this Supplement.

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FA.....	LIBOR + 0.55%	1.6500000%	0.55%	7.0000000%	0	0.0000%
FT.....	LIBOR + 0.50%	1.6000000	0.50	7.0000000	0	0.0000%
SG.....	10.75% - (LIBOR × 1.6666667)	8.9166667	0.00	10.7500000	0	6.4500%
SH.....	6.45% - LIBOR	5.3500000	0.00	6.4500000	0	6.4500%
SI.....	23.6499997% - (LIBOR × 3.6666667)	19.6166663	0.00	23.6499997	0	6.4500%
SJ.....	23.6499997% - (LIBOR × 3.6666667)	19.6166663	0.00	23.6499997	0	6.4500%
SK.....	23.6499997% - (LIBOR × 3.6666667)	19.6166663	0.00	23.6499997	0	6.4500%
SP.....	23.6499997% - (LIBOR × 3.6666667)	19.6166663	0.00	23.6499997	0	6.4500%
ST.....	39.00% - (LIBOR × 6.00)	32.4000000	0.00	39.0000000	0	6.5000%
SU.....	13.00% - (LIBOR × 2.00)	10.8000000	0.00	13.0000000	0	6.5000%
SV.....	6.50% - LIBOR	5.4000000	0.00	6.5000000	0	6.5000%
SX.....	19.50% - (LIBOR × 3.00)	16.2000000	0.00	19.5000000	0	6.5000%

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

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

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

SECURITY GROUP 1

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

1. Concurrently:
 - a. 78.5714283813% to FA, until retired
 - b. 21.4285716187% as follows:
 - i. To SG, until reduced to its Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently, to SI and SJ, pro rata, until retired
 - iii. To SG, without regard to its Scheduled Principal Balance, until retired
2. Concurrently:
 - a. 46.0582031987% to AP, until retired

b. 53.9417968013% as follows:

- i. Concurrently, to AK and AM, pro rata, until retired
- ii. Concurrently, to AL and AN, pro rata, until retired

SECURITY GROUP 2

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

- 1. Concurrently, to FT and SU, pro rata, until retired
- 2. To ZA, until retired

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

<u>Class</u>	<u>Structuring Range</u>
SG	100% PSA through 250% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
SH	\$128,523,548	200% of SG (PAC Class)
SV	66,849,812	400% of SU (SEQ/AD Class)

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

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

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

\$1,016,706,365

**Government National Mortgage Association
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2002-80**



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

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

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be November 29, 2002.

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

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

BANC OF AMERICA SECURITIES LLC

BLAYLOCK & PARTNERS, L.P.

The date of this Offering Circular Supplement is November 21, 2002.

Ginnie Mae REMIC Trust 2002-80

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
Security Group 1						
A.....	\$ 1,637,000	5.50%	SUP	FIX	February 2032	38373VZ52
AB.....	19,003,000	5.50	SUP	FIX	February 2030	38373VZ60
AC.....	5,179,000	5.50	SUP	FIX	August 2030	38373VZ78
AD.....	2,872,000	5.50	SUP	FIX	November 2030	38373VZ86
AE.....	2,526,000	5.50	SUP	FIX	January 2031	38373VZ94
AG.....	13,630,000	5.50	SUP	FIX	February 2032	38373V2A7
AH.....	6,790,000	5.50	SCH	FIX	February 2032	38373V2B5
B.....	18,004,000	5.50	SEQ	FIX	November 2032	38373V2C3
BK.....	12,529,000	5.50	SUP	FIX	January 2030	38373V2D1
BL.....	653,000	5.50	SUP	FIX	February 2030	38373V2E9
BM.....	6,338,000	5.50	SUP	FIX	February 2031	38373V2F6
BN.....	6,493,000	5.50	SUP	FIX	February 2032	38373V2G4
BP.....	3,743,000	5.50	SCH	FIX	February 2032	38373V2H2
BS.....	2,973,000	5.50	SUP	FIX	February 2032	38373V2J8
PA.....	50,000,000	4.09	PAC	FIX	July 2028	38373V2K5
PC.....	75,000,000	4.29	PAC	FIX	September 2028	38373V2L3
PF.....	48,380,750	(5)	PAC	FLT	February 2032	38373V2M1
PI.....	29,318,181	5.50	NTL(PAC)	FIX/IO	September 2028	38373V2N9
SL(1).....	21,991,250	(5)	PAC	INV	February 2032	38373V2P4
ST(1).....	4,398,250	(5)	NTL(PAC)	INV/IO	February 2032	38373V2Q2
TA.....	1,164,000	5.50	SCH	FIX	October 2030	38373V2R0
TB.....	1,164,000	5.50	SCH	FIX	February 2032	38373V2S8
Security Group 2						
CA.....	36,419,000	6.00	PAC	FIX	June 2021	38373V2T6
CE.....	300,204,000	5.25	PAC	FIX	January 2032	38373V2U3
CF.....	40,928,000	6.00	PAC	FIX	November 2032	38373V2V1
CI.....	44,289,250	6.00	NTL(PAC)	FIX/IO	January 2032	38373V2W9
CP.....	32,466,000	4.75	PAC	FIX	December 2022	38373V2X7
CW.....	7,964,000	6.00	SUP	FIX	March 2032	38373V2Y5
CX.....	1,098,000	6.00	SUP	FIX	August 2032	38373V2Z2
CY.....	938,000	6.00	SUP	FIX	November 2032	38373V3A6
FN(1).....	15,000,000	(5)	SUP	FLT/DLY	October 2031	38373V3B4
JA.....	52,504,000	6.00	SUP	FIX	October 2031	38373V3C2
JB.....	4,759,000	6.00	SUP	FIX	December 2031	38373V3D0
JC.....	7,620,000	6.00	SUP	FIX	February 2032	38373V3E8
JD.....	27,972,000	6.00	SUP	FIX	November 2032	38373V3F5
JE.....	11,384,000	6.00	SCH	FIX	September 2032	38373V3G3
JF.....	1,500,000	(5)	SUP	FLT/DLY	November 2032	38373V3H1
JG.....	3,966,000	6.00	SCH	FIX	October 2032	38373V3J7
JH.....	4,824,000	6.00	SCH	FIX	November 2032	38373V3K4
JK.....	2,454,000	6.00	SCH	FIX	November 2032	38373V3L2
JM.....	6,500,000	6.00	SUP	FIX	October 2031	38373V3M0
JN.....	3,500,000	6.00	SUP	FIX	November 2032	38373V3N8
JS.....	3,000,000	(5)	SUP	INV/DLY	November 2032	38373V3P3
SN(1).....	15,000,000	(5)	SUP	INV/DLY	October 2031	38373V3Q1
Security Group 3						
DA.....	105,829,000	6.00	SC/TAC/AD	FIX	October 2029	38373V3R9
DZ.....	6,755,365	6.00	SC/SUP	FIX/Z	October 2029	38373V3S7
Security Group 4						
EA.....	4,026,000	5.00	SC/SEQ	FIX	January 2032	38373V3T5
EB.....	8,019,500	7.00	SC/SEQ/AD	FIX	January 2032	38373V3U2
EC.....	4,000,000	5.00	SC/SEQ	FIX	January 2032	38373V3V0
EG.....	4,000,000	5.00	SC/SEQ	FIX	January 2032	38373V3W8
EZ.....	4,006,500	7.00	SC/SEQ	FIX/Z	January 2032	38373V3X6
Residuals						
RR.....	0	0.00	NPR	NPR	November 2032	38373V3Y4

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

TERMS SHEET

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

Sponsor: Banc of America Securities LLC

Trustee: State Street Bank and Trust Company

Tax Administrator: The Trustee

Closing Date: November 29, 2002

Distribution Dates: The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 2002.

Trust Assets:

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

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets			
\$300,070,000	357	2	6.25%
Group 2 Trust Assets			
\$580,000,000	355	5	6.75%

¹ As of November 1, 2002.
² Does not include Groups 1 and 2 Trust Assets that will be added to pay the Trustee Fee.
³ The Mortgage Loans underlying the Group 1 and 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 2 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

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

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

<u>Class</u>	<u>Interest Rate Formula(1)</u>	<u>Initial Interest Rate(2)</u>	<u>Minimum Rate</u>	<u>Maximum Rate</u>	<u>Delay (in days)</u>	<u>LIBOR for Minimum Interest Rate</u>
FN	LIBOR + 1.00%	2.38%	1.0%	8.00%	19	0.0%
JF	LIBOR + 1.30%	3.12%	1.3%	8.00%	19	0.0%
JS	8.35% - (LIBOR × 0.50)	7.44%	5.0%	8.35%	19	6.7%
PF	LIBOR + 0.50%	2.30%	0.5%	8.00%	0	0.0%
PS	16.50% - (LIBOR × 2.20)	12.54%	0.0%	16.50%	0	7.5%
SL	15.40% - (LIBOR × 2.20)	11.44%	0.0%	15.40%	0	7.0%
SN	11.00% - LIBOR	9.62%	4.0%	11.00%	19	7.0%
ST	82.50% - (LIBOR × 11.00)	5.50%	0.0%	5.50%	0	7.5%

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

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

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

SECURITY GROUP 1

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

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

a. Concurrently:

i. 40.6455377434% as follows:

(1) To PA, until retired

(2) Concurrently, to PF and SL, pro rata, until retired

ii. 59.3544622566% as follows:

(1) To PC, until retired

(2) Concurrently, to PF and SL, pro rata, until retired

2. Concurrently:

a. 57.6741181627% as follows:

i. To AH, until reduced to its Scheduled Principal Balance for that Distribution Date

ii. Sequentially, to AB, AC, AD, AE and AG, in that order, until retired

iii. To AH, without regard to its Scheduled Principal Balance, until retired

b. 30.0055367153% sequentially, to BK, BL, BM and BN, in that order, until retired

c. 10.4320944933% as follows:

i. To BP, TA and TB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:

(1) 61.6537637951% to BP, until retired

(2) 38.3462362049% sequentially, to TA and TB, in that order, until retired

ii. To BS, until retired

iii. To BP, TA and TB, in that manner and order of priority described in Step 2.c.i., but without regard to their Aggregate Scheduled Principal Balance, until retired

d. 1.8882506287% to A, until retired

3. 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

4. To B, 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 as follows:

1. Sequentially, to CA, CP, CE and CF, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Concurrently:
 - a. 94.1170587647% as follows:
 - i. Sequentially, to JE, JG, JH and JK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - ii. Concurrently:
 - (1) 92.7195952095% as follows:
 - a. Concurrently, to FN, JA and SN, pro rata, until retired
 - b. To JB, until retired
 - c. To JC, until retired
 - d. Concurrently, to JD, JF and JS, pro rata, until retired
 - (2) 7.2804047905% sequentially, to JM and JN, in that order, until retired
 - iii. Sequentially, to JE, JG, JH and JK, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired
 - b. 5.8829412353% sequentially, to CW, CX and CY, in that order, until retired
3. Sequentially, to CA, CP, CE and CF, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

1. To DA, until reduced to its Scheduled Principal Balance for that Distribution Date
2. To DZ, until retired
3. To DA, but without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

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

- The Group 4 Principal Distribution Amount in the following order of priority:

1. Concurrently:

- a. 50% sequentially, to EA, EC and EG, in that order, until retired
- b. 50% sequentially, to EB and EZ, in that order, until retired

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

<u>Class</u>	<u>Structuring Ranges or Rate</u>
AH	115% PSA through 200% PSA
BP, TA and TB (in the aggregate)	150% PSA through 200% PSA
CA, CE, CF and CP (in the aggregate)	125% PSA through 300% PSA
DA	500% PSA
JE, JG, JH and JK (in the aggregate)	135% PSA through 200% PSA
PA, PC, PF and SL (in the aggregate)	100% PSA through 250% 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 until the Distribution Date following the Distribution Date on which the Class Principal Balances of the related Accretion Directed Classes have been reduced to zero. Interest so accrued and unpaid on each Accrual Class on each Distribution Date will constitute the Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.” After interest distributions commence on an Accrual Class, interest distributions will continue until the Class Principal Balance of that Class is reduced to zero.

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
CI	\$ 6,763,750	20.8333333333% of CP (PAC Class)
	<u>37,525,500</u>	12.5% of CE (PAC Class)
	<u>\$44,289,250</u>	
PI	\$16,500,000	22.0% of PC (PAC Class)
	<u>12,818,181</u>	25.6363636364% of PA (PAC Class)
	<u>\$29,318,181</u>	
ST	<u>\$ 4,398,250</u>	20.0% of SL (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.

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

\$1,100,000,000

**Government National Mortgage Association
GINNIE MAE®**



**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-019**



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

See “Risk Factors” beginning on page S-11 which highlights some of these risks.

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 March 28, 2003.

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

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

BANC OF AMERICA SECURITIES LLC

ORMES CAPITAL MARKETS, INC.

The date of this Offering Circular Supplement is March 20, 2003.

Ginnie Mae REMIC Trust 2003-019

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

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number	Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	Final Distribution Date(4)	CUSIP Number
Security Group 1							Security Group 3						
AB.....	\$ 1,739,000	5.50%	SCH	FIX	November 2032	38373SWC7	C(1)	\$ 31,594,000	4.50%	PAC	FIX	December 2026	38373SXS1
AC.....	1,402,000	5.50	SCH	FIX	January 2033	38373SWD5	CA(1) ...	131,592,000	4.50	PAC	FIX	January 2024	38373SXT9
AD.....	1,385,000	5.50	SCH	FIX	February 2033	38373SWE3	CB(1) ...	56,295,000	4.50	PAC	FIX	December 2025	38373SXU6
AE.....	966,000	5.50	SCH	FIX	March 2033	38373SWF0	CD.....	181,129,000	5.00	PAC	FIX	November 2031	38373SXV4
AG.....	11,763,000	5.50	SUP	FIX	April 2031	38373SWG8	CI.....	56,371,909	5.50	NTL (PAC)	FIX/IO	November 2031	38373SXW2
AH.....	3,430,000	5.50	SUP	FIX	September 2031	38373SWH6	FA.....	14,666,666	(5)	TAC	FLT/DLY	March 2033	38373SXX0
AJ.....	1,866,000	5.50	SUP	FIX	December 2031	38373SWJ2	FB.....	15,714,285	(5)	TAC	FLT/DLY	March 2033	38373SXY8
AK.....	1,051,000	5.50	SUP	FIX	January 2032	38373SWK9	FV.....	8,746,571	(5)	TAC	FIX	March 2033	38373SXX5
AL.....	1,102,000	5.50	SUP	FIX	March 2032	38373SWL7	GA.....	37,017,000	5.50	SCH	FIX	March 2033	38373SYA9
AM.....	9,789,000	5.50	SUP	FIX	March 2033	38373SWM5	GC.....	20,814,000	5.50	TAC	FIX	December 2031	38373SYB7
AN.....	2,400,000	4.50	SCH	FIX	November 2032	38373SWN3	GD.....	3,885,000	5.50	TAC	FIX	March 2032	38373SYC5
AP.....	1,600,000	7.00	SCH	FIX	November 2032	38373SWP8	GE.....	5,152,000	5.50	TAC	FIX	June 2032	38373SYD3
PA.....	3,928,000	4.50	PAC	FIX	February 2019	38373SWQ6	GF.....	2,000,000	5.50	TAC	FIX	March 2033	38373SYE1
PB.....	75,189,000	4.75	PAC	FIX	June 2031	38373SWR4	GI(1)....	5,651,818	5.50	NTL (PAC)	FIX/IO	March 2033	38373SYF8
PC.....	16,390,000	5.50	PAC	FIX	March 2033	38373SWS2	GT(1) ...	62,170,000	5.00	PAC	FIX	March 2033	38373SYG6
PI.....	10,967,227	5.50	NTL (PAC)	FIX/IO	June 2031	38373SWT0	GZ.....	17,220,000	5.50	SUP	FIX/Z	March 2033	38373SYH4
Security Group 2							Security Group 4						
BA.....	50,660,000	5.00	SCH	FIX	July 2032	38373SWU7	JA.....	2,028,000	7.00	SCH	FIX	January 2033	38373SYJ0
BC.....	37,060,000	4.50	PAC	FIX	April 2024	38373SWV5	JB.....	2,028,000	4.00	SCH	FIX	January 2033	38373SYK7
BD.....	13,851,000	4.50	PAC	FIX	July 2025	38373SWW3	JC.....	2,782,000	5.50	SCH	FIX	March 2033	38373SYL5
BE(1) ...	42,649,000	4.50	PAC	FIX	November 2028	38373SWX1	JD.....	14,598,000	5.50	SUP	FIX	October 2030	38373SYM3
BI.....	21,101,818	5.50	NTL (PAC)	FIX/IO	July 2031	38373SWY9	JE.....	6,720,000	5.50	SUP	FIX	May 2031	38373SYN1
BO(1) ...	18,862,188	0.00	PAC	PO	July 2032	38373SWZ6	JG.....	2,542,000	5.50	SUP	FIX	August 2031	38373SYP6
BZ.....	12,951,000	5.50	SUP	FIX/Z	July 2032	38373SXA0	JH.....	19,302,000	5.50	SUP	FIX	March 2033	38373SYQ4
FG(1) ...	41,496,812	(5)	PAC	FLT	July 2032	38373SXB8	SA.....	4,380,002	(5)	TAC	INV/DLY	March 2033	38373SYR2
FN.....	7,333,333	(5)	TAC	FLT/DLY	September 2031	38373SXC6	SB.....	3,500,001	(5)	TAC	INV/DLY	March 2033	38373SYS0
GY(1) ...	17,100,000	5.00	SEQ	FIX	March 2033	38373SXD4	SV.....	2,385,429	(5)	TAC	INV	March 2033	38373SYT8
IB.....	4,605,454	5.50	NTL (SCH)	FIX/IO	July 2032	38373SXE2	TA.....	953,332	(5)	TAC	INV/DLY	March 2033	38373SYU5
NA.....	3,723,000	5.50	TAC	FIX	September 2031	38373SXF9	TB.....	785,714	(5)	TAC	INV/DLY	March 2033	38373SYV3
NB.....	4,539,000	5.50	TAC	FIX	November 2031	38373SXG7	Security Group 4						
NC.....	9,147,000	5.50	TAC	FIX	April 2032	38373SXH5	DA.....	3,000,000	5.00	SEQ	FIX	November 2014	38373SYW1
ND.....	4,281,000	5.50	TAC	FIX	July 2032	38373SXJ1	DB.....	2,300,000	5.00	SEQ	FIX	February 2020	38373SYX9
P.....	30,000,000	4.75	PAC	FIX	July 2031	38373S XK8	DC.....	3,100,000	5.00	SEQ	FIX	March 2025	38373SYY7
PY.....	3,680,000	5.50	PAC	FIX	July 2032	38373SXL6	DE.....	2,400,000	5.00	SEQ	FIX	March 2028	38373SYZ4
SI(1) ...	41,496,812	(5)	NTL (PAC)	INV/IO	July 2032	38373SXM4	DG.....	2,200,000	5.00	SEQ	FIX	July 2030	38373SZA8
SN.....	2,153,334	(5)	TAC	INV/DLY	September 2031	38373SXN2	DH.....	3,000,000	5.00	SEQ	FIX	March 2033	38373SZB6
TI(1) ...	41,496,812	(5)	NTL (PAC)	INV/IO	July 2032	38373SXP7	Residuals						
TN.....	513,333	(5)	TAC	INV/DLY	September 2031	38373SXQ5	RR.....	0	0.00	NPR	NPR	March 2033	38373SA72
YI(1) ...	1,554,545	5.50	NTL (SEQ)	FIX/IO	March 2033	38373SXR3							

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

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: Bank One Trust Company, N.A.

Tax Administrator: The Trustee

Closing Date: March 28, 2003

Distribution Dates: For Group 1 and Group 3 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in April 2003. For Group 2 and Group 4 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in April 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 I	5.5%	30
2	Ginnie Mae II	5.5	30
3	Ginnie Mae I	5.5	30
4	Ginnie Mae II	5.0	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate³</u>
Group 1 Trust Assets \$134,000,000	357	2	6.00%
Group 2 Trust Assets \$300,000,000	357	2	6.25%
Group 3 Trust Assets \$650,000,000	357	2	6.00%
Group 4 Trust Assets \$ 16,000,000	358	1	5.75%

¹ As of March 1, 2003.

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

³ The Mortgage Loans underlying the Group 2 and Group 4 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 2 and Group 4 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement.

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FA	LIBOR + 1.35%	2.620%	1.35%	7.5000000%	15	0.00%
FB	LIBOR + 1.50%	2.770%	1.50%	7.0000000%	15	0.00%
FG	LIBOR + 0.45%	1.800%	0.45%	8.0000000%	0	0.00%
FN	LIBOR + 1.30%	2.650%	1.30%	7.5000000%	19	0.00%
FV	LIBOR + 1.50%	2.770%	1.50%	7.0000000%	0	0.00%
SA	18.417042% - (LIBOR × 3.3485531)	14.16438%	0.00%	18.4170420%	15	5.50%
SB	22.4489743% - (LIBOR × 4.4897949)	16.746935%	0.00%	22.4489743%	15	5.00%
SG	16.61% - (LIBOR × 2.2)	13.640%	0.00%	16.6100000%	0	7.55%
SH	7.55% - LIBOR	6.200%	0.00%	7.5500000%	0	7.55%
SI	7.00% - LIBOR	5.650%	0.00%	7.0000000%	0	7.00%
SN	18.7306501% - (LIBOR × 3.4055727)	14.133127%	0.00%	18.7306501%	19	5.50%
SV	20.1666667% - (LIBOR × 3.6666667)	15.510%	0.00%	20.1666667%	0	5.50%
TA	94.6154793% - (LIBOR × 15.3846326)	10.000%	0.00%	10.0000000%	15	6.15%
TB	109.9999365% - (LIBOR × 19.9999873)	10.000%	0.00%	10.0000000%	15	5.50%
TI	7.55% - LIBOR	0.550%	0.00%	0.5500000%	0	7.55%
TN	88.5714286% - (LIBOR × 14.2857143)	10.000%	0.00%	10.0000000%	19	6.20%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

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

Security Group 1

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

1. Sequentially, to PA, PB and PC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To the Scheduled Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. Concurrently, to AB, AN and AP, pro rata, until retired
 - b. Sequentially, to AC, AD and AE, in that order, until retired
3. Sequentially, to AG, AH, AJ, AK, AL and AM, in that order, until retired
4. To the Schedule Classes, in that manner and order of priority described in step 2, but without regard to their Aggregate Scheduled Principal Balances for that Distribution Date, until retired
5. Sequentially, to PA, PB and PC, in that order, but without regard to their Aggregate Scheduled Principal Balances for that Distribution Date, until retired

Security Group 2

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

- The BZ Accrual Amount as follows:
 1. To BA, FN, NA, NB, NC, ND, SN and TN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. To BA until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to FN, NA, SN and TN, pro rata, until retired
 - c. Sequentially, to NB, NC and ND, in that order, until retired
 - d. To BA, until retired
 2. To BZ, until retired
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. To the PAC Classes until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows, concurrently:
 - a. 17.9531873837% sequentially to P and PY, in that order, until retired
 - b. 82.0468126163% as follows:
 - i. Sequentially, to BC, BD and BE, in that order, until retired
 - ii. Concurrently, to BO and FG, pro rata, until retired

2. To BA, FN, NA, NB, NC, ND, SN and TN until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. To BA until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to FN, NA, SN and TN, pro rata, until retired
 - c. Sequentially, to NB, NC and ND, in that order, until retired
 - d. To BA, until retired
3. To BZ, until retired
4. To BA, FN, NA, NB, NC, ND, SN and TN in the manner and order of priority described in step 2, but without regard to their Aggregate Scheduled Principal Balances, until retired
5. To the PAC Classes in the manner and order of priority described in step 1, but without regard to their Aggregate Scheduled Principal Balances, until retired
6. To GY, until retired

Security Group 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the "Group 3 Adjusted Principal Distribution Amount") and the GZ Accrual Amount will be allocated as follows:

- The GZ Accrual Amount as follows:
 1. To FA, FB, FV, GA, GC, GD, GE, GF, SA, SB, SV, TA and TB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. To GA, until reduced to its Scheduled Principal Balance for that Distribution Date
 - b. Concurrently:
 - i. 48.2026439150% concurrently to FA, FB, SA, SB, TA and TB, pro rata, until retired
 - ii. 51.7973560850% as follows:
 1. Sequentially, to GC, GD and GE, in that order, until retired
 2. Concurrently, to FV, GF and SV, pro rata, until retired
 - c. To GA, but without regard to its Scheduled Principal Balance, until retired
 2. To GZ, until retired
- The Group 3 Adjusted Principal Distribution Amount in the following order of priority:
 1. Sequentially, to CA, CB, C, CD and GT, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

2. Concurrently:

a. 26.7065484457% as follows:

- i. To JA, JB and JC, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 1. Concurrently, to JA and JB, pro rata, until retired
 2. To JC, until retired
- ii. Sequentially, to JD, JE, JG and JH, in that order, until retired
- iii. To JA, JB and JC in the manner and order of priority described in step 2.a.i., but without regard to their Aggregate Scheduled Principal Balances, until retired

b. 73.2934515543% as follows:

- i. To FA, FB, FV, GA, GC, GD, GE, GF, SA, SB, SV, TA and TB, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 1. To GA, until reduced to its Scheduled Principal Balance for that Distribution Date
 2. Concurrently:
 - a. 48.2026439150% concurrently to FA, FB, SA, SB, TA and TB, pro rata, until retired
 - b. 51.7973560850% as follows:
 - i. Sequentially, to GC, GD and GE, in that order, until retired
 - ii. Concurrently, to FV, GF and SV, pro rata, until retired
 3. To GA, but without regard to its Scheduled Principal Balance, until retired
- ii. To GZ, until retired
- iii. To FA, FB, FV, GA, GC, GD, GE, GF, SA, SB, SV, TA and TB, in the manner and order of priority described in step 2.b.i, but without regard to their Aggregate Scheduled Principal Balances, until retired

3. To CA, CB, C, CD and GT, in the manner and order of priority described in step 1, but without regard to their Aggregate Scheduled Principal Balances, until retired

Security Group 4

The Group 4 Principal Distribution Amount will be allocated sequentially to DA, DB, DC, DE, DG and DH, in that order, until retired.

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

<u>Class</u>	<u>Structuring Ranges or Rates</u>
BC, BD, BE, BO, FG, P and PY (in the aggregate)	100% PSA through 250% PSA
C, CA, CB, CD and GT (in the aggregate)	125% PSA through 300% PSA
PA, PB and PC (in the aggregate)	100% PSA through 250% PSA
AB, AC, AD, AE, AN and AP (in the aggregate)	120% PSA through 200% PSA
BA	145% PSA through 200% PSA
GA	125% PSA through 200% PSA
JA, JB and JC (in the aggregate)	135% PSA through 200% PSA
BA, FN, NA, NB, NC, ND, SN and TN (in the aggregate)	225% PSA
FA, FB, FV, GA, GC, GD, GE, GF, SA, SB, SV, TA and TB (in the aggregate)	225% 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. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

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

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents Approximately</u>
BI	\$ 4,090,909	13.6363636364% of P (PAC Class)
	<u>17,010,909</u>	18.1818181818% of BC, BD & BE (PAC Classes)
	<u>\$21,101,818</u>	
CI	\$39,905,636	18.1818181818% of C, CA and CB (PAC Classes)
	<u>16,466,273</u>	9.0909090909% of CD (PAC Class)
	<u>\$56,371,909</u>	
GI	\$ 5,651,818	9.0909090909% of GT (PAC Class)
IB	\$ 4,605,454	9.0909090909% of BA (SCH Class)
IE	\$ 7,754,363	18.1818181818% of BE (PAC Class)
IG	\$35,888,727	27.2727272727% of CA (PAC Class)
IL	\$10,235,454	18.1818181818% of CB (PAC Class)
IT	\$ 5,744,363	18.1818181818% of C (PAC Class)
PI	\$ 714,182	18.1818181818% of PA (PAC Class)
	<u>10,253,045</u>	13.6363636364% of PB (PAC Class)
	<u>\$10,967,227</u>	
SH	\$41,496,812	100% of FG (PAC Class)
SI	\$41,496,812	100% of FG (PAC Class)
TI	\$41,496,812	100% of FG (PAC Class)
YI	\$ 1,554,545	9.0909090909% of GY (SEQ Class)

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

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

Schedule I

Available Combinations(1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 2								
Combination 1								
SI	\$ 41,496,812	SH	\$ 41,496,812	NTL(PAC)	(5)	INV/IO	38373SZC4	July 2032
TI	41,496,812							
Combination 2								
BO	\$ 18,862,188	SG	\$ 18,862,188	PAC	(5)	INV	38373SZD2	July 2032
SI	41,496,812							
TI	41,496,812							
Combination 3								
BO	\$ 18,862,188	BG	\$ 60,359,000	PAC	5.50%	FIX	38373SZE0	July 2032
FG	41,496,812							
SI	41,496,812							
TI	41,496,812							
Combination 4(6)								
BE	\$ 42,649,000	PT	\$ 42,649,000	PAC	4.25%	FIX	38373SZF7	November 2028
		PU	42,649,000	PAC	4.00	FIX	38373SZG5	November 2028
		PV	42,649,000	PAC	3.75	FIX	38373SZH3	November 2028
		PW	42,649,000	PAC	3.50	FIX	38373SZJ9	November 2028
		IE	7,754,363	NTL(PAC)	5.50	FIX/IO	38373SZK6	November 2028
Combination 5								
GY	\$ 17,100,000	BY	\$ 17,100,000	SEQ	5.50%	FIX	38373SZL4	March 2033
YI	1,554,545							
Security Group 3								
Combination 6(6)								
CA	\$131,592,000	CG	\$131,592,000	PAC	4.25%	FIX	38373SZM2	January 2024
		CH	131,592,000	PAC	4.00	FIX	38373SZN0	January 2024
		CJ	131,592,000	PAC	3.75	FIX	38373SZP5	January 2024
		CK	131,592,000	PAC	3.50	FIX	38373SZQ3	January 2024
		Gj	131,592,000	PAC	3.25	FIX	38373SZR1	January 2024
		GK	131,592,000	PAC	3.00	FIX	38373SZS9	January 2024
		IG	35,888,727	NTL(PAC)	5.50	FIX/IO	38373SZT7	January 2024

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance		Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Original Class Principal Balance	or Class Notional Balance		Original Class Principal Balance	or Class Notional Balance					
Combination 7(6) CB	\$ 56,295,000		CL	\$ 56,295,000		PAC	4.25%	FIX	38373SZU4	December 2025
			CM	56,295,000		PAC	4.00	FIX	38373SZV2	December 2025
			CN	56,295,000		PAC	3.75	FIX	38373SZW0	December 2025
			CP	56,295,000		PAC	3.50	FIX	38373SZZ8	December 2025
			IL	10,235,454		NTL(PAC)	5.50	FIX/IO	38373SZZ6	December 2025
Combination 8(6) C	\$ 31,594,000		CT	\$ 31,594,000		PAC	4.25%	FIX	38373SZZ3	December 2026
			CU	31,594,000		PAC	4.00	FIX	38373SA23	December 2026
			CV	31,594,000		PAC	3.75	FIX	38373SA31	December 2026
			CW	31,594,000		PAC	3.50	FIX	38373SA49	December 2026
			IT	5,744,363		NTL(PAC)	5.50	FIX/IO	38373SA56	December 2026
Combination 9 GI GT	\$ 5,651,818		CE	\$ 62,170,000		PAC	5.50%	FIX	38373SA64	March 2033
	62,170,000									

- (1) All exchanges must comply with minimum denominations restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in this Supplement.
- (6) In the case of Combinations 4, 6, 7 and 8 various subcombinations are permitted. See “Description of the Securities — Modification and Exchange” in the Base Offering Circular for a discussion of subcombinations.

**Offering Circular Supplement
(To Base Offering Circular dated July 1, 2003)**



\$233,980,000

**Government National Mortgage Association
GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-057**

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 July 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 July 23, 2003.

Ginnie Mae REMIC Trust 2003-057

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

<u>Class of REMIC Securities</u>	<u>Original Principal Balance(2)</u>	<u>Interest Rate</u>	<u>Principal Type(3)</u>	<u>Interest Type(3)</u>	<u>Final Distribution Date(4)</u>	<u>CUSIP Number</u>
Security Group 1						
FA	\$66,550,000	(5)	PT	FLT	July 2033	38374BCD3
SB	18,150,000	(5)	PT	INV	July 2033	38374BCE1
SI	36,300,000	(5)	NTL (PT)	INV/IO	July 2033	38374BCF8
Security Group 2						
OA	2,500,000	4.50%	SC/PT	FIX	January 2033	38374BCG6
OB	2,500,000	6.50	SC/PT	FIX	January 2033	38374BCH4
Security Group 3						
A	4,392,334	4.50	SC/SEQ	FIX	April 2033	38374BCJ0
B	2,392,333	4.50	SC/SEQ	FIX	April 2033	38374BCK7
C	6,392,333	4.50	SC/SEQ	FIX	April 2033	38374BCL5
D	6,588,500	5.00	SC/SEQ	FIX	April 2033	38374BCM3
E	6,588,500	6.00	SC/SEQ	FIX	April 2033	38374BCN1
Security Group 4						
FE	31,488,750	(5)	PAC	FLT	March 2033	38374BCP6
J(1)	11,967,000	5.00	TAC/AD	FIX	November 2031	38374BCQ4
K(1)	6,242,000	5.00	TAC/AD	FIX	September 2032	38374BCR2
L(1)	6,622,000	5.00	SUP	FIX	July 2033	38374BCS0
PG	2,947,250	5.00	PAC	FIX	July 2033	38374BCT8
PL	50,382,000	3.75	PAC	FIX	March 2033	38374BCU5
SE	31,488,750	(5)	NTL (PAC)	INV/IO	March 2033	38374BCV3
Z(1)	8,277,000	5.00	SUP	FIX/Z	September 2032	38374BCW1
Residuals						
RR	0	0.00	NPR	NPR	July 2033	38374BCY7

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

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

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

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

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

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: July 30, 2003

Distribution Dates: For the Group 1 and Group 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 2003. For the Group 2 and Group 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 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 I	5.5%	30
2	Underlying Certificate	(1)	(1)
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae I	5.0	30

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 4 Trust Assets¹:

<u>Principal Balance²</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Mortgage Rate</u>
Group 1 Trust Assets			
\$84,700,000	358	2	6.0%
Group 4 Trust Assets			
\$117,926,000	358	2	5.5%

¹ As of July 1, 2003.

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

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

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

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

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

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

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

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FA	LIBOR + 0.45%	1.5500000%	0.45%	7.0000000%	0	0.0000%
FE	LIBOR + 0.30%	1.6000000%	0.30%	7.0000000%	0	0.0000%
SB	$10.9166667\% - (\text{LIBOR} \times 1.6666667)$	9.0833333%	0.00%	10.9166667%	0	6.5500%
SE	6.70% - LIBOR	5.4000000%	0.00%	6.7000000%	0	6.7000%
SI	6.55% - LIBOR	5.4500000%	0.00%	6.5500000%	0	6.5500%

- (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”) will be allocated concurrently to FA and SB, pro rata, until retired.

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated, concurrently, to OA and OB, pro rata, until retired.

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 50% sequentially to A, B and C, in that order, until retired
2. 50% concurrently to D and E, pro rata, until retired

SECURITY GROUP 4

A percentage of the Group 4 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 4 Principal Distribution Amount (the “Group 4 Adjusted Principal Distribution Amount”) and the Z Accrual Amount will be allocated as follows:

- The Z Accrual Amount as follows:
 1. Sequentially, to J and K, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To Z, until retired
- The Group 4 Adjusted Principal Distribution Amount in the following order of priority:
 1. To FE, PG and PL, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. Concurrently, to FE and PL, pro rata, until retired
 - b. To PG, until retired
 2. Sequentially, to J and K, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 3. To Z, until retired
 4. Sequentially, to J and K, in that order, without regard to their Aggregate Scheduled Principal Balances, until retired
 5. To L, until retired
 6. To FE, PG and PL, in the manner and order of priority described in Step 1, but without regard to their Aggregate Scheduled Principal Balances, until retired

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

<u>Class</u>	<u>Structuring Range or Rate</u>
FE, PG and PL (in the aggregate)	140% PSA through 325% PSA
J and K (in the aggregate)	201% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
SI	\$36,300,000	54.5454545455% of FA (PT Class)
SE	31,488,750	100% of FE (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.



\$685,816,109

**Government National
Mortgage Association**

GINNIE MAE®

**Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2003-084**

OFFERING CIRCULAR SUPPLEMENT
October 24, 2003

**Banc of America Securities LLC
Ormes Capital Markets, Inc.**