

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



\$829,712,317

Government National Mortgage Association

GINNIE MAE[®]

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2004-038**

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.

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 May 28, 2004.

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.

CREDIT SUISSE FIRST BOSTON

BLAYLOCK & PARTNERS, L.P.

The date of this Offering Circular Supplement is May 20, 2004.

Ginnie Mae REMIC Trust 2004-038

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						
AB	\$350,000,000	5.0%	SEQ	FIX	August 2031	38374GRE4
AZ	35,553,528	5.0	SEQ	FIX/Z	May 2034	38374GRF1
VA	25,842,839	5.0	AD/SEQ	FIX	May 2015	38374GRG9
VB	22,861,404	5.0	SEQ/AD	FIX	September 2021	38374GRH7
Security Group 2						
FK	81,764,503	(5)	CPT/PAC/SUP/AD	FLT	February 2033	38374GRJ3
MI	2,797,202	5.5	NTL (PAC)	FIX/IO	November 2033	38374GRK0
NA	9,597,280	5.0	PAC	FIX	December 2027	38374GRL8
ND	12,719,722	5.5	PAC	FIX	November 2033	38374GRM6
NE	11,180,782	5.5	PAC	FIX	May 2034	38374GRN4
NW	100,000,000	5.0	PAC	FIX	November 2033	38374GRP9
NY	7,888,487	5.0	PAC	FIX	May 2031	38374GRQ7
SG(1)	10,924,613	(5)	SUP/AD	INV	November 2030	38374GRR5
SH(1)	10,924,613	(5)	SUP/AD	INV	February 2033	38374GRS3
SK	21,679,134	(5)	NTL (PAC)	INV/IO	May 2031	38374GRT1
ZN	5,000,000	5.5	SUP	FIX/Z	May 2034	38374GRU8
Security Group 3						
FA	100,000,000	(5)	PT	FLT	May 2034	38374GRV6
SA	45,454,546	(5)	PT	INV	May 2034	38374GRW4
Residual						
RR	0	0.0	NPR	NPR	May 2034	38374GRX2

- (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 or Component with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”) and
- the Base Offering Circular.

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

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

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

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TERMS SHEET

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

Sponsor: Credit Suisse First Boston LLC

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: May 28, 2004

Distribution Dates: For the Group 1 and 2 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in June 2004. For the 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 June 2004.

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	Ginnie Mae I	5.5%	30

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

Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets¹:

<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 \$434,257,771	354	5	5.50%
Group 2 Trust Assets \$250,000,000	352	5	5.95%
Group 3 Trust Assets \$145,454,546	357	1	6.00%

¹ As of May 1, 2004.

² Does not include the 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 0.25% to 1.50% 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.

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.

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 + 0.40%	1.5000000%	0.4%	8.00000000%	0	0.0%
FK	LIBOR + 0.40%	1.5000000%	0.4%	7.50000000%	0	0.0%
SA	16.71999986% - (LIBOR × 2.19999997)	14.2999998%	0.0%	16.71999986%	0	7.6%
SG	19.52499941% - (LIBOR × 2.74999989)	16.4999995%	0.0%	19.52499941%	0	7.1%
SH	19.52499941% - (LIBOR × 2.74999989)	16.4999995%	0.0%	19.52499941%	0	7.1%
SK	7.10% - LIBOR	6.0000000%	0.0%	7.10000000%	0	7.1%
SL	19.52499941% - (LIBOR × 2.74999989)	16.4999995%	0.0%	19.52499941%	0	7.1%

(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”) and the AZ Accrual Amount will be allocated as follows:

- The AZ Accrual Amount as follows:
 1. To VA and VB, in that order, until retired
 2. To AZ
- The Group 1 Adjusted Principal Distribution Amount to AB, VA, VB and AZ, in that order, until retired

SECURITY GROUP 2

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

- The ZN Accrual Amount as follows:
 1. Concurrently:
 - a. 73.3333325197% to FK2, until retired
 - b. 26.6666674803% to SG and SH, in that order, until retired
 2. To ZN
- The Group 2 Principal Distribution Amount in the following order of priority:
 1. To the PAC Classes and Component, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, as follows:
 - a. Concurrently:
 - i. 19.999998155% to FK1, while outstanding
 - ii. 63.8685746039% to NW, until reduced to \$30,769,230
 - iii. 16.1314255806% to NA and NY, in that order, while outstanding
 - b. Concurrently:
 - i. 29.2481685923% to ND, while outstanding
 - ii. 70.7518314077% to NW, while outstanding
 - c. To NE, while outstanding
 2. Concurrently:
 - a. 73.3333325197% to FK2, until retired
 - b. 26.6666674803% to SG and SH, in that order, until retired
 3. To ZN, until retired
 4. To the PAC Classes and Component, in the same manner and order of priority described in Step 1. above, without regard to their Aggregate Scheduled Principal Balances, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated to FA and SA, pro rata, until retired

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

<u>Class or Component</u>	<u>Structuring Range</u>
FK1, NA, ND, NE, NW and NY (in the aggregate)	100% 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 or Component Principal Balances indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
MI	\$ 2,797,202	9.0909090909% of the last \$30,769,230 of NW (PAC Class)
SK	\$21,679,134	100% of FK1 (PAC Component)

Component Class: For purposes of calculating distributions of principal, Class FK is comprised of multiple components having the designations and characteristics set forth below. Components are not separately transferable from the related Class of Securities.

<u>Class</u>	<u>Components</u>	<u>Principal Type</u>	<u>Original Principal Balance</u>
FK	FK1	PAC	\$21,679,134
	FK2	SUP/AD	60,085,369

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

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

RISK FACTORS

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

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

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

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

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

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

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

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

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

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

that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

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

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

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See *“Certain Federal*

Income Tax Consequences” in this supplement and in the base offering circular.

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

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

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

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

THE TRUST ASSETS

General

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

The Trust MBS

The Group 1 and 2 Trust Assets are either:

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

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

Rate and (b) the sum of the Certificate Rate and the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

The Group 3 Trust Assets are either:

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

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

The Mortgage Loans

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

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1 and 2 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 2 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors” and “Yield, Maturity and Prepayment Considerations” in this Supplement*.

The Trustee Fee

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

GINNIE MAE GUARANTY

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

DESCRIPTION OF THE SECURITIES

General

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

Form of Securities

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

The Residual Securities will not be issued in book-entry form but will be issued in fully registered, certificated form and may be transferred or exchanged, subject to the transfer restrictions applicable to Residual Securities set forth in the Trust Agreement, at the Corporate Trust Office of the Trustee. See *“Description of the Securities — Forms of Securities; Book-Entry Procedures” in the Base Offering Circular.*

Each Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial principal or notional balance.

Distributions

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

Interest Distributions

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

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.

- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “— Class Factors” below.

Categories of Classes and Components

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

Accrual Periods

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

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes	The calendar month preceding the related Distribution Date
Group 2 Floating Rate and Inverse Floating Rate Classes	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date
Group 3 Floating Rate and Inverse Floating Rate Classes	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date.

Fixed Rate Classes

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

Floating Rate and Inverse Floating Rate Classes

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

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

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

Accrual Classes

Classes AZ and ZN are Accrual Classes. Interest will accrue on the Accrual Classes and be distributed as described under “Terms Sheet — Accrual Classes” in this Supplement.

Principal Distributions

The Group 1 Adjusted Principal Distribution Amount, the Groups 2 and 3 Principal Distribution Amounts and the Accrual Amounts will be distributed to the Holders entitled thereto as described under “Terms Sheet — Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. *See “— Class Factors” below.*

Categories of Classes and Components

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the inside cover page and on Schedule I to this Supplement and Components will be categorized as shown above under “Terms Sheet — Component Class” in 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.

Component Class

Class FK is a Component Class and has Components with the designations and characteristics shown under “Terms Sheet — Component Class” in this Supplement. Components will not be separately issued or transferable.

Notional Classes

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

Residual Securities

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

Class Factors

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

the Class Principal Balance of an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

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

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

Termination

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

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

Modification and Exchange

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

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at One Federal Street – 3rd Floor, Boston, MA 02110, Attention: Ginnie Mae REMIC Program Agency Group. The Trustee may be contacted by telephone at (617) 603-6452 and by fax at (617) 603-6644.

A fee will be payable to the Trustee in connection with each exchange equal to 1/32 of 1% of the outstanding principal balance of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000). The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

Accretion Directed Classes and Component

Classes SG, SH, VA and VB are Accretion Directed Classes. Component FK2 is an Accretion Directed Component. The related Accrual Amounts will be applied to making principal distributions on those Classes and Component as described in this Supplement.

Each of Classes SG, SH and VB has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Component FK2 has the AD designation in the suffix position, rather than the prefix position, in its component principal type because it does not have principal stability through the applicable pricing prepayment assumption. Class VB will have principal payment stability only through the prepayment rate shown in the table below. Classes SG and SH and Component FK2 are not listed in the table below because, although they are entitled to receive payments from the related Accrual Amount, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

The Accretion Directed Classes and Component are entitled to principal payments in an amount equal to interest accrued on the related Accrual Classes. With respect to the Classes listed in the table below, the Weighted Average Life of each Accretion Directed 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 related 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 Weighted Average Life shown in the table.
- However, the Weighted Average Lives of Classes VA and VB will be reduced, and may be reduced significantly, at constant 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>Weighted Average Life (in Years)</u>	<u>Final Distribution Date</u>	<u>Prepayment Rate at or below</u>
VA	6.0	May 2015	218% PSA
VB	14.3	September 2021	112% PSA

The Mortgage Loans will have characteristics that differ from those of the Modeling Assumptions. Therefore, even if the related Mortgage Loans prepay at a rate at or somewhat below the “at or below” rate shown for any Accretion Directed Class, the Class Principal Balance of that Class will 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 Class and Component will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “*Terms Sheet — Scheduled Principal Balances.*” However, whether any such Class or Component 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 Class or Component exhibits an Effective Range of constant prepayment rates at which such Class or Component will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related principal balances schedule. Based on the Modeling Assumptions, the *initial* Effective Range for the PAC Classes and Component are as follows:

PAC Classes and Component	<u>Initial Effective Range</u>
FK1, NA, ND, NE, NW and NY (in the aggregate)	100% PSA through 300% PSA

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Range. If the initial Effective Range was calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Range could differ from that shown in the above table. Therefore, even if the related Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class or Component in the above table, that Class or Component 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 Class or Component not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range for that Class or Component. Further, the Effective Range for any PAC Class or Component can narrow, shift over time 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 for any PAC Class or Component, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC Class or Component, and the Weighted Average Life of a PAC Class or Component may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC Class or Component, its supporting Classes and Component may be retired earlier than that PAC Class or Component, and the Weighted Average Life of a PAC Class or Component may be shortened, perhaps significantly.

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 or Group 2 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Group 1 and 2 Securities are always received on the 20th day of the month and distributions on the Group 3 Securities are always received on the 16th day of the month, in each case, whether or not a Business Day, commencing in June 2004.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is May 28, 2004.

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

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

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

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

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

Decrement Tables

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

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

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

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

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

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

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

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

Security Group 1 PSA Prepayment Assumption Rates																				
Distribution Date	Class AB					Class AZ					Class VA					Class VB				
	0%	100%	150%	300%	400%	0%	100%	150%	300%	400%	0%	100%	150%	300%	400%	0%	100%	150%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2005	99	95	94	90	87	105	105	105	105	105	93	93	93	93	93	100	100	100	100	100
May 2006	97	88	84	72	65	110	110	110	110	110	86	86	86	86	86	100	100	100	100	100
May 2007	96	80	73	54	42	116	116	116	116	116	78	78	78	78	78	100	100	100	100	100
May 2008	94	72	63	39	26	122	122	122	122	122	70	70	70	70	70	100	100	100	100	100
May 2009	92	64	53	26	13	128	128	128	128	128	61	61	61	61	61	100	100	100	100	100
May 2010	90	57	45	16	3	135	135	135	135	135	52	52	52	52	52	100	100	100	100	100
May 2011	88	51	37	8	0	142	142	142	142	142	42	42	42	42	0	100	100	100	100	93
May 2012	86	45	31	2	0	149	149	149	149	149	33	33	33	33	0	100	100	100	100	1
May 2013	84	39	24	0	0	157	157	157	157	111	22	22	22	0	0	100	100	100	75	0
May 2014	81	34	19	0	0	165	165	165	164	82	11	11	11	0	0	100	100	100	0	0
May 2015	78	29	14	0	0	173	173	173	130	61	0	0	0	0	0	99	99	99	0	0
May 2016	76	24	9	0	0	182	182	182	103	45	0	0	0	0	0	86	86	86	0	0
May 2017	73	19	5	0	0	191	191	191	82	33	0	0	0	0	0	71	71	71	0	0
May 2018	69	15	2	0	0	201	201	201	64	24	0	0	0	0	0	56	56	56	0	0
May 2019	66	11	0	0	0	211	211	211	51	17	0	0	0	0	0	40	40	14	0	0
May 2020	62	8	0	0	0	222	222	191	40	13	0	0	0	0	0	23	23	0	0	0
May 2021	58	4	0	0	0	234	234	165	31	9	0	0	0	0	0	5	5	0	0	0
May 2022	54	1	0	0	0	237	237	141	24	7	0	0	0	0	0	0	0	0	0	0
May 2023	50	0	0	0	0	237	217	120	18	5	0	0	0	0	0	0	0	0	0	0
May 2024	45	0	0	0	0	237	189	102	14	3	0	0	0	0	0	0	0	0	0	0
May 2025	40	0	0	0	0	237	163	85	10	2	0	0	0	0	0	0	0	0	0	0
May 2026	35	0	0	0	0	237	139	70	8	2	0	0	0	0	0	0	0	0	0	0
May 2027	29	0	0	0	0	237	116	57	6	1	0	0	0	0	0	0	0	0	0	0
May 2028	23	0	0	0	0	237	95	45	4	1	0	0	0	0	0	0	0	0	0	0
May 2029	16	0	0	0	0	237	75	34	3	0	0	0	0	0	0	0	0	0	0	0
May 2030	9	0	0	0	0	237	56	25	2	0	0	0	0	0	0	0	0	0	0	0
May 2031	2	0	0	0	0	237	39	17	1	0	0	0	0	0	0	0	0	0	0	0
May 2032	0	0	0	0	0	173	22	9	1	0	0	0	0	0	0	0	0	0	0	0
May 2033	0	0	0	0	0	89	7	3	0	0	0	0	0	0	0	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.4	7.9	6.0	3.6	2.9	28.7	23.2	20.5	14.1	11.3	6.0	6.0	6.0	5.7	5.0	14.3	14.3	13.8	9.3	7.5

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Class FK					Class MI and ND					Class NA				
	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2005	99	98	96	87	82	100	100	100	100	100	100	100	100	100	100
May 2006	98	94	89	65	51	100	100	100	100	100	100	100	100	100	100
May 2007	97	89	82	42	22	100	100	100	100	100	100	100	100	100	100
May 2008	96	85	75	25	11	100	100	100	100	100	100	100	100	100	100
May 2009	95	81	69	12	5	100	100	100	100	100	100	100	100	100	100
May 2010	94	78	63	6	0	100	100	100	100	100	100	100	100	100	100
May 2011	92	74	59	3	0	100	100	100	100	70	63	0	0	0	0
May 2012	91	71	55	0	0	100	96	96	96	45	56	0	0	0	0
May 2013	90	70	53	0	0	100	72	72	72	27	48	0	0	0	0
May 2014	88	67	50	0	0	100	52	52	52	13	40	0	0	0	0
May 2015	86	64	47	0	0	100	36	36	36	3	32	0	0	0	0
May 2016	85	60	43	0	0	100	23	23	23	0	23	0	0	0	0
May 2017	83	55	39	0	0	100	13	13	13	0	13	0	0	0	0
May 2018	81	50	34	0	0	100	5	5	5	0	2	0	0	0	0
May 2019	78	45	30	0	0	100	0	0	0	0	0	0	0	0	0
May 2020	76	40	25	0	0	100	0	0	0	0	0	0	0	0	0
May 2021	74	35	21	0	0	100	0	0	0	0	0	0	0	0	0
May 2022	71	30	17	0	0	100	0	0	0	0	0	0	0	0	0
May 2023	68	24	12	0	0	100	0	0	0	0	0	0	0	0	0
May 2024	65	19	8	0	0	100	0	0	0	0	0	0	0	0	0
May 2025	64	14	5	0	0	80	0	0	0	0	0	0	0	0	0
May 2026	63	9	1	0	0	55	0	0	0	0	0	0	0	0	0
May 2027	62	5	0	0	0	28	0	0	0	0	0	0	0	0	0
May 2028	61	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2029	57	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2030	43	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2031	28	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2032	12	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	21.5	13.1	10.2	2.9	2.2	22.2	10.5	10.5	10.5	8.1	8.3	2.3	2.3	2.3	2.3

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class NE					Class NW					Class NY					Class SG				
	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2005	100	100	100	100	100	98	94	94	94	94	100	100	100	100	100	99	99	95	71	58
May 2006	100	100	100	100	100	97	85	85	85	85	100	100	100	100	100	99	99	87	20	0
May 2007	100	100	100	100	100	95	74	74	74	74	100	100	100	100	100	98	98	77	0	0
May 2008	100	100	100	100	100	93	64	64	64	60	100	100	100	100	93	97	97	69	0	0
May 2009	100	100	100	100	100	91	55	55	55	44	100	77	77	77	41	96	96	63	0	0
May 2010	100	100	100	100	100	88	46	46	46	32	100	48	48	48	2	95	95	57	0	0
May 2011	100	100	100	100	100	86	37	37	37	22	100	21	21	21	0	94	94	53	0	0
May 2012	100	100	100	100	100	83	30	30	30	14	100	0	0	0	0	93	93	49	0	0
May 2013	100	100	100	100	100	80	22	22	22	8	100	0	0	0	0	92	90	44	0	0
May 2014	100	100	100	100	100	77	16	16	16	4	100	0	0	0	0	91	83	37	0	0
May 2015	100	100	100	100	100	74	11	11	11	1	100	0	0	0	0	90	74	27	0	0
May 2016	100	100	100	100	82	71	7	7	7	0	100	0	0	0	0	89	63	16	0	0
May 2017	100	100	100	100	61	67	4	4	4	0	100	0	0	0	0	87	50	5	0	0
May 2018	100	100	100	100	44	63	2	2	2	0	100	0	0	0	0	86	37	0	0	0
May 2019	100	94	94	94	32	59	0	0	0	0	89	0	0	0	0	84	23	0	0	0
May 2020	100	74	74	74	23	54	0	0	0	0	74	0	0	0	0	83	9	0	0	0
May 2021	100	57	57	57	17	49	0	0	0	0	58	0	0	0	0	81	0	0	0	0
May 2022	100	44	44	44	12	44	0	0	0	0	41	0	0	0	0	79	0	0	0	0
May 2023	100	34	34	34	9	38	0	0	0	0	23	0	0	0	0	78	0	0	0	0
May 2024	100	26	26	26	6	32	0	0	0	0	3	0	0	0	0	76	0	0	0	0
May 2025	100	19	19	19	4	25	0	0	0	0	0	0	0	0	0	74	0	0	0	0
May 2026	100	14	14	14	3	17	0	0	0	0	0	0	0	0	0	71	0	0	0	0
May 2027	100	11	11	11	2	9	0	0	0	0	0	0	0	0	0	69	0	0	0	0
May 2028	95	7	7	7	1	0	0	0	0	0	0	0	0	0	0	67	0	0	0	0
May 2029	5	5	5	5	1	0	0	0	0	0	0	0	0	0	0	56	0	0	0	0
May 2030	3	3	3	3	0	0	0	0	0	0	0	0	0	0	0	18	0	0	0	0
May 2031	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2032	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
May 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)	24.5	18.5	18.5	18.5	14.5	15.4	6.0	6.0	6.0	4.9	17.4	6.0	6.0	6.0	4.9	21.9	12.5	7.3	1.4	1.1

PSA Prepayment Assumption Rates

Distribution Date	Class SH					Class SK					Class SL					Class ZN				
	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%	0%	100%	130%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2005	100	100	100	100	100	98	92	92	92	92	100	100	98	86	79	106	106	106	106	106
May 2006	100	100	100	100	83	95	78	78	78	78	99	99	93	60	42	112	112	112	112	112
May 2007	100	100	100	69	13	92	63	63	63	63	99	99	89	35	7	118	118	118	118	118
May 2008	100	100	100	33	0	90	48	48	48	42	99	99	85	16	0	125	125	125	125	0
May 2009	100	100	100	8	0	86	35	35	35	19	98	98	81	4	0	132	132	132	132	0
May 2010	100	100	100	0	0	83	22	22	22	1	98	98	79	0	0	139	139	139	77	0
May 2011	100	100	100	0	0	80	10	10	10	0	97	97	76	0	0	147	147	147	16	0
May 2012	100	100	100	0	0	76	0	0	0	0	97	97	75	0	0	155	155	155	0	0
May 2013	100	100	100	0	0	72	0	0	0	0	96	95	72	0	0	164	164	164	0	0
May 2014	100	100	100	0	0	67	0	0	0	0	96	92	68	0	0	173	173	173	0	0
May 2015	100	100	100	0	0	63	0	0	0	0	95	87	64	0	0	183	183	183	0	0
May 2016	100	100	100	0	0	58	0	0	0	0	94	81	58	0	0	193	193	193	0	0
May 2017	100	100	100	0	0	52	0	0	0	0	94	75	52	0	0	204	204	204	0	0
May 2018	100	100	93	0	0	46	0	0	0	0	93	68	46	0	0	216	216	216	0	0
May 2019	100	100	81	0	0	40	0	0	0	0	92	62	40	0	0	228	228	228	0	0
May 2020	100	100	69	0	0	33	0	0	0	0	91	54	34	0	0	241	241	241	0	0
May 2021	100	95	57	0	0	26	0	0	0	0	91	47	28	0	0	254	254	254	0	0
May 2022	100	80	45	0	0	19	0	0	0	0	90	40	23	0	0	269	269	269	0	0
May 2023	100	66	34	0	0	10	0	0	0	0	89	33	17	0	0	284	284	284	0	0
May 2024	100	53	23	0	0	2	0	0	0	0	88	26	11	0	0	300	300	300	0	0
May 2025	100	39	12	0	0	0	0	0	0	0	87	20	6	0	0	317	317	317	0	0
May 2026	100	26	2	0	0	0	0	0	0	0	86	13	1	0	0	334	334	334	0	0
May 2027	100	13	0	0	0	0	0	0	0	0	85	6	0	0	0	353	353	291	0	0
May 2028	100	0	0	0	0	0	0	0	0	0	83	0	0	0	0	373	373	234	0	0
May 2029	100	0	0	0	0	0	0	0	0	0	78	0	0	0	0	394	297	182	0	0
May 2030	100	0	0	0	0	0	0	0	0	0	59	0	0	0	0	417	222	134	0	0
May 2031	77	0	0	0	0	0	0	0	0	0	39	0	0	0	0	440	151	89	0	0
May 2032	34	0	0	0	0	0	0	0	0	0	17	0	0	0	0	465	84	49	0	0
May 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	384	20	12	0	0
May 2034	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	20.3	17.7	3.6	2.5	12.4	4.0	4.0	4.0	3.5	24.8	16.4	12.5	2.5	1.8	29.4	26.6	25.5	6.2	3.4

**Security Group 3
PSA Prepayment Assumption Rates**

Classes FA and SA					
Distribution Date	0%	100%	175%	300%	400%
Initial Percent	100	100	100	100	100
May 2005	99	97	96	94	93
May 2006	97	92	88	82	77
May 2007	96	86	78	67	58
May 2008	95	79	69	54	44
May 2009	93	73	61	43	33
May 2010	91	68	53	35	24
May 2011	90	62	47	28	18
May 2012	88	57	41	23	13
May 2013	86	53	36	18	10
May 2014	84	48	31	14	7
May 2015	81	44	27	12	5
May 2016	79	40	24	9	4
May 2017	77	37	20	7	3
May 2018	74	33	18	6	2
May 2019	71	30	15	5	2
May 2020	68	27	13	4	1
May 2021	65	24	11	3	1
May 2022	61	21	9	2	1
May 2023	58	19	8	2	0
May 2024	54	17	7	1	0
May 2025	50	14	5	1	0
May 2026	46	12	4	1	0
May 2027	41	10	4	1	0
May 2028	36	9	3	0	0
May 2029	31	7	2	0	0
May 2030	26	5	2	0	0
May 2031	20	4	1	0	0
May 2032	14	2	1	0	0
May 2033	7	1	0	0	0
May 2034	0	0	0	0	0
Weighted Average Life (years)	19.3	11.2	8.2	5.6	4.5

Yield Considerations

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

Prepayments: Effect on Yields

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

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

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

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

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

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

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

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

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

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR because the rates on such Classes are capped at maximum rates described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate Classes

The effective yield on any Fixed Rate Class will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days' interest will be payable on (or added to the principal amount of) that Class even though interest began to accrue approximately 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, 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 is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 2

**Sensitivity of Class MI to Prepayments
Assumed Price 36.0%***

	PSA Prepayment Assumption Rates				
	<u>100%</u>	<u>130%</u>	<u>300%</u>	<u>400%</u>	<u>495%</u>
	9.6%	9.6%	9.6%	5.1%	0.0%

**Sensitivity of Class SG to Prepayments
Assumed Price 95.1875%***

	PSA Prepayment Assumption Rates			
<u>LIBOR</u>	<u>100%</u>	<u>130%</u>	<u>300%</u>	<u>400%</u>
0.1%	21.2%	21.6%	24.4%	25.6%
1.1%	18.1%	18.5%	21.5%	22.6%
4.1%	9.1%	9.5%	12.8%	14.0%
7.1% and above	0.5%	0.8%	4.3%	5.7%

* 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 SH to Prepayments
Assumed Price 73.09375%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>130%</u>	<u>300%</u>	<u>400%</u>
0.1%	27.8%	27.9%	34.2%	38.6%
1.1%	23.8%	23.9%	30.5%	34.9%
4.1%	12.1%	12.3%	19.6%	24.1%
7.1% and above	1.6%	1.9%	9.3%	13.7%

Sensitivity of Class SK to Prepayments
Assumed Price 9.875%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>130%</u>	<u>300%</u>	<u>400%</u>
0.1%	63.2%	63.2%	63.2%	61.4%
1.1%	49.8%	49.8%	49.8%	47.5%
4.1%	8.8%	8.8%	8.8%	3.5%
7.1% and above	**	**	**	**

Sensitivity of Class SL to Prepayments
Assumed Price 96.5625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>130%</u>	<u>300%</u>	<u>400%</u>
0.1%	20.8%	20.9%	22.0%	22.6%
1.1%	17.8%	17.9%	19.0%	19.6%
4.1%	8.9%	9.0%	10.3%	11.0%
7.1% and above	0.3%	0.4%	1.8%	2.6%

SECURITY GROUP 3

Sensitivity of Class SA to Prepayments
Assumed Price 96.5625%*

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>175%</u>	<u>300%</u>	<u>400%</u>
0.1%	17.9%	18.1%	18.2%	18.4%
1.1%	15.5%	15.7%	15.9%	16.0%
4.1%	8.4%	8.6%	8.8%	9.0%
7.6% and above	0.4%	0.5%	0.8%	1.0%

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

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

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The following tax discussion, when read in conjunction with the discussion of “Certain Federal Income Tax Consequences” in the Base Offering Circular, describes the material

federal income tax considerations for investors in the Securities. However, these two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules.

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 Cadwalader, Wickersham & Taft LLP, the Trust will constitute a Double REMIC Series for federal income tax purposes.

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. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

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

The Class AZ and ZN 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 Regular Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics, the prepayment assumptions described below and, in the case of the Floating Rate and Inverse Floating Rate Classes, the constant LIBOR value described below, Classes SA, SG and SH are expected to be issued with OID.

Prospective investors in the Regular Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumptions that should be used in determining the rates of accrual of OID, if any, on the Regular Securities are 150% PSA in the case of the Group 1 Classes, 130% PSA in the case of the Group 2 Classes and 175% PSA in the case of the Group 3 Classes (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate and Inverse Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 1.10%. 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 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.

Regulations were recently finalized regarding the federal income tax treatment of “inducement fees” received by transferees of noneconomic REMIC residual interests. The final 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. The rules set forth in the final regulations apply to taxable years ending on or after May 11, 2004. Prospective purchasers of the Class RR Securities should consult with their tax advisors regarding the effect of these final regulations.

MX Securities

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

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 from (1) May 1, 2004 on the Fixed Rate Classes, (2) May 20, 2004 on the Group 2 Floating Rate and Inverse Floating Rate Classes and (3) May 16, 2004 on the Group 3 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), (2) the Original Component Principal Balance of each Component of the Component Class and (3) the Aggregate Scheduled Principal Balances of each Class or Component receiving payments from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Sidley Austin Brown & Wood LLP, New York, New York, and the Law Offices of Joseph C. Reid, P.A., New York, New York; for the Trust by Cadwalader, Wickersham & Taft LLP, Washington, DC, and Marcell Solomon & Associates, P.C., Greenbelt, Maryland; and for the Trustee by Nixon Peabody LLP, Boston, Massachusetts.

Schedule I

Available Combination (1)

REMIC Securities		MX Securities						
Class	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
SG	\$10,924,613	SL	\$21,849,226	SUP	(5)	INV	38374GRY0	February 2033
SH	10,924,613							

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

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

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

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

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

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
Initial Balance	\$163,065,405.00
June 2004	162,550,720.53
July 2004	161,993,476.11
August 2004	161,393,865.53
September 2004	160,752,104.60
October 2004	160,068,431.14
November 2004	159,343,104.77
December 2004	158,576,406.83
January 2005	157,768,640.19
February 2005	156,920,129.06
March 2005	156,031,218.80
April 2005	155,102,275.73
May 2005	154,133,686.84
June 2005	153,125,859.56
July 2005	152,079,221.52
August 2005	150,994,220.18
September 2005	149,871,322.60
October 2005	148,711,015.06
November 2005	147,513,802.76
December 2005	146,280,209.41
January 2006	145,010,776.91
February 2006	143,706,064.89
March 2006	142,366,650.38
April 2006	140,993,127.32
May 2006	139,586,106.16
June 2006	138,146,213.40
July 2006	136,713,783.80
August 2006	135,288,778.97
September 2006	133,871,160.72
October 2006	132,460,891.03
November 2006	131,057,932.11
December 2006	129,662,246.34
January 2007	128,273,796.30
February 2007	126,892,544.77
March 2007	125,518,454.72
April 2007	124,151,489.30
May 2007	122,791,611.85
June 2007	121,438,785.92
July 2007	120,092,975.21

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
August 2007	\$118,754,143.65
September 2007	117,422,255.33
October 2007.....	116,097,274.52
November 2007.....	114,779,165.68
December 2007	113,467,893.47
January 2008	112,163,422.71
February 2008	110,865,718.40
March 2008	109,574,745.74
April 2008	108,290,470.09
May 2008	107,012,856.99
June 2008.....	105,741,872.18
July 2008	104,477,481.54
August 2008.....	103,219,651.16
September 2008	101,968,347.27
October 2008.....	100,723,536.31
November 2008.....	99,485,184.87
December 2008	98,253,259.70
January 2009	97,027,727.76
February 2009	95,808,556.15
March 2009	94,595,712.14
April 2009	93,389,163.19
May 2009	92,188,876.89
June 2009.....	90,994,821.04
July 2009	89,806,963.57
August 2009.....	88,625,272.60
September 2009	87,449,716.40
October 2009.....	86,280,263.40
November 2009.....	85,116,882.21
December 2009	83,959,541.59
January 2010	82,808,210.45
February 2010	81,662,857.88
March 2010	80,523,453.12
April 2010	79,389,965.57
May 2010	78,262,364.78
June 2010.....	77,140,620.46
July 2010	76,024,702.49
August 2010.....	74,914,580.88
September 2010	73,810,225.81
October 2010.....	72,711,607.62
November 2010.....	71,618,696.78
December 2010	70,531,463.94
January 2011	69,449,879.87

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
February 2011	\$ 68,373,915.52
March 2011	67,303,541.97
April 2011	66,238,730.45
May 2011	65,179,452.35
June 2011	64,125,679.19
July 2011	63,077,382.66
August 2011	62,034,534.57
September 2011	60,997,106.88
October 2011	59,965,071.73
November 2011	58,938,401.34
December 2011	57,917,068.13
January 2012	56,901,044.63
February 2012	55,890,303.52
March 2012	54,884,817.62
April 2012	53,884,559.90
May 2012	52,898,310.40
June 2012	51,929,417.74
July 2012	50,977,583.63
August 2012	50,042,514.82
September 2012	49,123,923.04
October 2012	48,221,524.89
November 2012	47,335,041.80
December 2012	46,464,199.88
January 2013	45,608,729.90
February 2013	44,768,367.18
March 2013	43,942,851.55
April 2013	43,131,927.22
May 2013	42,335,342.76
June 2013	41,552,850.99
July 2013	40,784,208.93
August 2013	40,029,177.72
September 2013	39,287,522.54
October 2013	38,559,012.58
November 2013	37,843,420.92
December 2013	37,140,524.52
January 2014	36,450,104.10
February 2014	35,771,944.12
March 2014	35,105,832.70
April 2014	34,451,561.55
May 2014	33,808,925.93
June 2014	33,177,724.58
July 2014	32,557,759.65

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
August 2014	\$ 31,948,836.67
September 2014	31,350,764.45
October 2014.....	30,763,355.08
November 2014.....	30,186,423.84
December 2014	29,619,789.14
January 2015	29,063,272.50
February 2015	28,516,698.46
March 2015	27,979,894.55
April 2015	27,452,691.25
May 2015	26,934,921.92
June 2015	26,426,422.76
July 2015	25,927,032.75
August 2015.....	25,436,593.62
September 2015	24,954,949.82
October 2015.....	24,481,948.42
November 2015.....	24,017,439.12
December 2015	23,561,274.16
January 2016	23,113,308.34
February 2016	22,673,398.89
March 2016	22,241,405.52
April 2016	21,817,190.31
May 2016	21,400,617.71
June 2016.....	20,991,554.46
July 2016	20,589,869.60
August 2016.....	20,195,434.41
September 2016	19,808,122.36
October 2016.....	19,427,809.07
November 2016.....	19,054,372.32
December 2016	18,687,691.95
January 2017	18,327,649.88
February 2017	17,974,130.02
March 2017	17,627,018.30
April 2017	17,286,202.58
May 2017	16,951,572.66
June 2017.....	16,623,020.20
July 2017	16,300,438.75
August 2017.....	15,983,723.65
September 2017	15,672,772.05
October 2017.....	15,367,482.88
November 2017.....	15,067,756.77
December 2017	14,773,496.08
January 2018	14,484,604.83

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
February 2018	\$ 14,200,988.70
March 2018	13,922,554.98
April 2018	13,649,212.56
May 2018	13,380,871.88
June 2018	13,117,444.93
July 2018	12,858,845.22
August 2018	12,604,987.72
September 2018	12,355,788.90
October 2018	12,111,166.63
November 2018	11,871,040.21
December 2018	11,635,330.34
January 2019	11,403,959.05
February 2019	11,176,849.75
March 2019	10,953,927.15
April 2019	10,735,117.26
May 2019	10,520,347.37
June 2019	10,309,546.00
July 2019	10,102,642.94
August 2019	9,899,569.16
September 2019	9,700,256.84
October 2019	9,504,639.32
November 2019	9,312,651.09
December 2019	9,124,227.77
January 2020	8,939,306.10
February 2020	8,757,823.91
March 2020	8,579,720.10
April 2020	8,404,934.63
May 2020	8,233,408.50
June 2020	8,065,083.73
July 2020	7,899,903.32
August 2020	7,737,811.30
September 2020	7,578,752.64
October 2020	7,422,673.26
November 2020	7,269,520.04
December 2020	7,119,240.75
January 2021	6,971,784.09
February 2021	6,827,099.64
March 2021	6,685,137.86
April 2021	6,545,850.06
May 2021	6,409,188.39
June 2021	6,275,105.86
July 2021	6,143,556.26

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
August 2021	\$ 6,014,494.21
September 2021	5,887,875.11
October 2021	5,763,655.12
November 2021	5,641,791.19
December 2021	5,522,240.99
January 2022	5,404,962.95
February 2022	5,289,916.22
March 2022	5,177,060.64
April 2022	5,066,356.78
May 2022	4,957,765.89
June 2022	4,851,249.86
July 2022	4,746,771.30
August 2022	4,644,293.43
September 2022	4,543,780.14
October 2022	4,445,195.93
November 2022	4,348,505.92
December 2022	4,253,675.85
January 2023	4,160,672.07
February 2023	4,069,461.49
March 2023	3,980,011.61
April 2023	3,892,290.51
May 2023	3,806,266.82
June 2023	3,721,909.71
July 2023	3,639,188.91
August 2023	3,558,074.66
September 2023	3,478,537.73
October 2023	3,400,549.42
November 2023	3,324,081.50
December 2023	3,249,106.26
January 2024	3,175,596.46
February 2024	3,103,525.37
March 2024	3,032,866.68
April 2024	2,963,594.59
May 2024	2,895,683.73
June 2024	2,829,109.18
July 2024	2,763,846.44
August 2024	2,699,871.49
September 2024	2,637,160.68
October 2024	2,575,690.82
November 2024	2,515,439.09
December 2024	2,456,383.09
January 2025	2,398,500.84

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
February 2025	\$ 2,341,770.70
March 2025	2,286,171.46
April 2025	2,231,682.24
May 2025	2,178,282.55
June 2025	2,125,952.29
July 2025	2,074,671.66
August 2025	2,024,421.25
September 2025	1,975,181.99
October 2025	1,926,935.13
November 2025	1,879,662.27
December 2025	1,833,345.33
January 2026	1,787,966.55
February 2026	1,743,508.48
March 2026	1,699,953.99
April 2026	1,657,286.24
May 2026	1,615,488.72
June 2026	1,574,545.18
July 2026	1,534,439.67
August 2026	1,495,156.53
September 2026	1,456,680.38
October 2026	1,418,996.10
November 2026	1,382,088.86
December 2026	1,345,944.07
January 2027	1,310,547.42
February 2027	1,275,884.86
March 2027	1,241,942.56
April 2027	1,208,706.98
May 2027	1,176,164.78
June 2027	1,144,302.89
July 2027	1,113,108.45
August 2027	1,082,568.87
September 2027	1,052,671.73
October 2027	1,023,404.88
November 2027	994,756.36
December 2027	966,714.43
January 2028	939,267.59
February 2028	912,404.49
March 2028	886,114.04
April 2028	860,385.31
May 2028	835,207.60
June 2028	810,570.37
July 2028	786,463.29

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
August 2028	\$ 762,876.22
September 2028	739,799.18
October 2028.....	717,222.39
November 2028.....	695,136.25
December 2028	673,531.33
January 2029	652,398.34
February 2029	631,728.21
March 2029	611,512.00
April 2029	591,740.94
May 2029	572,406.42
June 2029	553,499.99
July 2029	535,013.35
August 2029.....	516,938.34
September 2029	499,266.97
October 2029.....	481,991.38
November 2029.....	465,103.86
December 2029	448,596.83
January 2030	432,462.87
February 2030	416,694.68
March 2030	401,285.08
April 2030	386,227.05
May 2030	371,513.68
June 2030	357,138.20
July 2030	343,093.94
August 2030.....	329,374.38
September 2030	315,973.10
October 2030.....	302,883.81
November 2030.....	290,100.32
December 2030	277,616.58
January 2031	265,426.63
February 2031	253,524.62
March 2031	241,904.81
April 2031	230,561.58
May 2031	219,489.40
June 2031.....	208,682.84
July 2031	198,136.57
August 2031.....	187,845.38
September 2031	177,804.13
October 2031.....	168,007.79
November 2031.....	158,451.41
December 2031	149,130.15
January 2032	140,039.24

<u>Distribution Date</u>	<u>Classes NA, ND, NE, NW and NY and Component FK1 (in the aggregate)</u>
February 2032	\$ 131,174.02
March 2032	122,529.90
April 2032	114,102.38
May 2032	105,887.05
June 2032	97,879.57
July 2032	90,075.70
August 2032	82,471.26
September 2032	75,062.15
October 2032	67,844.37
November 2032	60,813.96
December 2032	53,967.05
January 2033	47,299.87
February 2033	40,808.66
March 2033	34,489.80
April 2033	28,339.68
May 2033	22,354.79
June 2033	16,531.67
July 2033	10,866.95
August 2033	5,357.30
September 2033 and thereafter	0.00



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