



\$614,052,308

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2013-053**

The Securities

The Trust will issue the Classes of Securities listed on the front cover of this offering circular supplement.

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.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
PA(1)	\$76,468,000	3.00%	PAC	FIX	38378MTX3	April 2041
PE	13,222,000	3.00	PAC	FIX	38378MTY1	April 2043
UF	12,008,998	(5)	SUP	FLT	38378MTZ8	April 2043
US	12,008,998	(5)	SUP	INV	38378MUA1	April 2043
Security Group 2						
A	90,623,000	1.75	SEQ/AD	FIX	38378MUB9	October 2039
AI(1)	32,365,357	3.50	NTL(SEQ/AD)	FIX/IO	38378MUC7	October 2039
IO(1)	14,285,714	3.50	NTL(PT)	FIX/IO	38378MUD5	April 2043
Z	9,377,000	3.00	SEQ	FIX/Z	38378MUE3	April 2043
Security Group 3						
IK	26,153,347	3.50	NTL(PT)	FIX/IO	38378MUF0	April 2043
KA(1)	122,834,000	3.00	PAC	FIX	38378MUG8	October 2041
KE	17,131,000	3.00	PAC	FIX	38378MUH6	April 2043
KF	21,554,217	(5)	SUP	FLT	38378MUJ2	April 2043
KS	21,554,218	(5)	SUP	INV	38378MUK9	April 2043
Security Group 4						
AT(1)	150,047,135	4.00	PT	FIX	38378MUL7	December 2026
Security Group 5						
KT(1)	67,223,742	4.50	PT	FIX	38378MUM5	August 2025
Residual						
RR	0	0.0	NPR	NPR	38378MUN3	April 2043

- (1) These Securities may be exchanged for MX Securities described in Schedule I to this Supplement.
- (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. The Class Notional Balance of Classes IK and IO will be reduced with the outstanding principal balance of the related Trust Asset Group.
- (4) See "Yield, Maturity and Prepayment Considerations—Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet—Interest Rates" in this Supplement.

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 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, 2013.

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.

Barclays

Mischler Financial Group, Inc.

The date of this Offering Circular Supplement is April 23, 2013.

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 BNY Mellon, 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: Barclays Capital Inc.

Co-Sponsor: Mischler Financial Group, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2013

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 May 2013.

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	3.0%	30
2	Ginnie Mae II	3.5%	30
3	Ginnie Mae II	3.5%	30
4	Ginnie Mae II	4.0%	15
5	Ginnie Mae II	4.5%	15

Security Groups: This series of Securities consists of multiple Security Groups (each, a “Group”), as shown on the 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 Assets⁴ \$113,707,996	357	2	3.360%
Group 2 Trust Assets \$100,000,000	348	4	3.810%
Group 3 Trust Assets \$183,073,435	351	3	3.850%
Group 4 Trust Assets \$150,047,135	145	32	4.351%
Group 5 Trust Assets \$67,223,742	138	38	4.839%

¹ As of April 1, 2013.

² Does not include the Group 3 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.

⁴ More than 10% of the Mortgage Loans underlying the Group 1 Trust Assets may be higher balance Mortgage Loans. See "Risk Factors" in this Supplement

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 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 front cover 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>
KF	LIBOR + 0.75%	0.9493%	0.75%	5.50%	0	0.00%
KS	5.25% – LIBOR	5.0507%	0.50%	5.25%	0	4.75%
UF	LIBOR + 0.75%	0.9542%	0.75%	5.50%	0	0.00%
US	5.25% – LIBOR	5.0458%	0.50%	5.25%	0	4.75%

(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

The Group 1 Principal Distribution Amount will be allocated in the following order of priority:

- 1. Sequentially, to PA and PE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. Concurrently, to UF and US, pro rata, until retired
- 3. Sequentially, to PA and PE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount and the Accrual Amount will be allocated, sequentially, to A and Z, in that order, until retired.

SECURITY GROUP 3

A percentage of the Group 3 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 3 Principal Distribution Amount (the "Group 3 Adjusted Principal Distribution Amount") will be allocated in the following order of priority:

- 1. Sequentially, to KA and KE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 2. Concurrently, to KF and KS, pro rata, until retired
- 3. Sequentially, to KA and KE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 4

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

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated to KT, until retired.

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

Structuring Ranges

PAC Classes

KA and KE (in the aggregate)	115% PSA through 250% PSA
PA and PE (in the aggregate)	125% PSA through 250% PSA

Accrual Class: Interest will accrue on the Accrual Class identified on the 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 Balance or the outstanding principal balance of the related Trust Asset Group indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
AI	\$32,365,357	35.7142857143% of A (SEQ/AD Class)
IA	112,535,351	75% of AT (PT Class)
IK	26,153,347	14.2857142857% of Group 3 Trust Assets
IO	14,285,714	14.2857142857% of Group 2 Trust Assets
KI	61,417,000	50% of KA (PAC Class)
OI	\$32,365,357	35.7142857143% of A (SEQ/AD Class)
	<u>14,285,714</u>	14.2857142857% of Group 2 Trust Assets
	<u>\$46,651,071</u>	
PI	\$76,468,000	100% of PA (PAC Class)
YI	52,285,132	77.777777778% of KT (PT Class)

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

Regular and Residual Classes: Class RR is a Residual Class and represents 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. Any historical data regarding mortgage loan prepayment rates may not be indicative of the rate of future prepayments on the underlying mortgage loans, and no assurances can be given about the rates at which the underlying mortgage loans will prepay. 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.

In addition to voluntary prepayments, mortgage loans can be prepaid as a result of governmental mortgage insurance claim payments, loss mitigation arrangements, repurchases or liquidations of defaulted mortgage loans. Although under certain circumstances Ginnie Mae issuers have the option to repurchase defaulted mortgage loans from the related pool underlying a Ginnie Mae MBS certificate, they are not obligated to do so. Defaulted mortgage loans that remain in pools backing Ginnie Mae MBS certificates may be subject to governmental mortgage insurance claim payments, loss mitigation arrangements or foreclosure, which could have the same effect as voluntary prepayments on the cash flow available to pay the securities. No assurances can be given as to the timing or frequency of any governmental mortgage insurance claim payments, issuer repurchases, loss mitigation arrangements or foreclosure proceedings with respect to defaulted mortgage loans and the resulting effect on the timing or rate of principal payments on your securities.

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.

Under certain circumstances, a Ginnie Mae issuer has the right to repurchase a defaulted mortgage loan from the related pool of mortgage loans underlying a particular Ginnie Mae MBS certificate, the effect of which would be comparable to a prepayment of such mortgage loan. At its option and without Ginnie Mae's prior consent, a Ginnie Mae issuer may repurchase any mortgage loan at an amount equal to par less any amounts previously advanced by such issuer in connection with its responsibilities as servicer of such mortgage loan to the extent that (i) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS certificate issued on or before December 1, 2002, such mortgage loan has been delinquent for four consecutive months, and at least one delinquent payment remains uncured or (ii) in the case of a mortgage loan included in a pool of mortgage loans underlying a Ginnie Mae MBS certificate issued on or after January 1, 2003, no payment has been made on such mortgage loan for three consecutive months. Any such repurchase will result in prepayment of the principal balance or reduction in the notional balance of the securities ultimately backed by such mortgage loan. No assurances can be given as to the timing or frequency of any such repurchases.

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, 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 classes for that distribution date, this excess will be distributed to the related support classes.

Up to 10% of the mortgage loans underlying the group 2, 3, 4 and 5 trust assets and up to 100% of the mortgage loans underlying the group 1 trust assets may be higher balance mortgage loans. Subject to special pooling parameters set forth in the Ginnie Mae Mortgage-Backed Securities Guide, qualifying federally-insured or guaranteed mortgage loans that exceed certain balance thresholds established by Ginnie Mae (“higher balance mortgage loans”)

may be included in Ginnie Mae guaranteed pools. There are no historical performance data regarding the prepayment rates for higher balance mortgage loans. If the higher balance mortgage loans prepay faster or slower than expected, the weighted average lives and yields of the related securities are likely to be affected, perhaps significantly. Furthermore, higher balance mortgage loans tend to be concentrated in certain geographic areas, which may experience relatively higher rates of defaults in the event of adverse economic conditions. No assurances can be given about the prepayment experience or performance of the higher balance mortgage loans.

The securities may not be a suitable investment for you. The securities, 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 United States 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 decrement 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 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 rate of the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

The Mortgage Loans

The Mortgage Loans underlying the Trust 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, Rural Development (formerly 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 the Trustee 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 Regular and MX 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 Date” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the related Record Date. 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 (or accrued in the case of the Accrual Class) 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 (or accrued in the case of the Accrual Class) 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 front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the interest entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Periods

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

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

Fixed Rate Classes

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the front cover 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. We can provide no assurance that LIBOR for a Distribution Date accurately represents the offered rate at which one-month U.S. dollar deposits are being quoted to prime banks in the London interbank market, nor that the procedures for calculating the interest settlement rate of the BBA for one-month U.S. dollar deposits will not change. Any change in LIBOR values resulting from any change in reporting or in the determination of LIBOR may cause LIBOR to fluctuate disproportionately to changes in other market lending rates.

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 front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the principal entitlements of the Classes 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 front cover 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 in “Certain United States 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 or Class Notional Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

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

- The Class Factor for any Class of Securities for each 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 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. On any Distribution Date upon the Trustee’s determination that the REMIC status of any Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year, the Trustee will terminate the Trust and retire the Securities.

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 front cover 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 Combinations 1, 3, 4 and 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 Combinations 1, 3, 4 and 5, the REMIC 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 related 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 and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to GNMAExchange@wellsfargo.com or in writing at its Corporate Trust Office at Wells Fargo Bank, N.A., 150 East 42nd Street, 40th Floor, New York, NY 10017, Attention: Trust Administrator Ginnie Mae 2013-053. The Trustee may be contacted by telephone at (917) 260-1522 and by fax at (917) 260-1594.

A fee will be payable to the Trustee in connection with each exchange equal to $\frac{1}{32}$ of 1% of the outstanding principal balance (or notional 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 unless all securities involved in the exchange are interest only securities. 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 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 Class

Class A is an Accretion Directed Class. The Accrual Amount will be applied to making principal distributions on Class A as described in this Supplement. Class AI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of Class A.

Class A 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. Although Class A is entitled to receive payments from the Accrual Amount, it does not have principal payment stability through any prepayment rate significantly higher than 0% PSA.

Securities that Receive Principal on the Basis of Schedules

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

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

PAC Classes	Initial Effective Ranges
KA and KE (in the aggregate)	115% PSA through 250% PSA
PA and PE (in the aggregate)	125% PSA through 250% PSA

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

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

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

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range for that Class. Further, the Effective Range for any PAC Class 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, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such related PAC Class, and its Weighted Average Life may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC Class, its supporting Classes may be retired earlier than that PAC 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 front cover 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 underlying a Group 1, 2 or 3 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and 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 Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in May 2013.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is April 30, 2013.

6. No expenses or fees are paid by the Trust other than the Trustee Fee, which is paid as described under “The Trust Assets — The Trustee Fee” in this Supplement.

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 20th day of the month, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

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

Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement, Prepayment Speed Assumption (“PSA”), is the standard prepayment assumption model of The Securities Industry and Financial Markets 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 tables, 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 a 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 balance, 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	Classes OP, PA, PB, PC, PD, PG, PH, PI, PJ, PK, PL, PM, PN and PQ					Class PE					Classes UF and US				
	0%	125%	155%	250%	400%	0%	125%	155%	250%	400%	0%	125%	155%	250%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2014	98	94	94	94	94	100	100	100	100	100	100	100	98	90	78
April 2015	95	84	84	84	84	100	100	100	100	100	100	100	92	68	32
April 2016	92	71	71	71	66	100	100	100	100	100	100	100	86	43	0
April 2017	90	60	60	60	44	100	100	100	100	100	100	100	81	25	0
April 2018	87	49	49	49	28	100	100	100	100	100	100	100	77	13	0
April 2019	84	39	39	39	16	100	100	100	100	100	100	100	74	5	0
April 2020	81	30	30	30	8	100	100	100	100	100	100	100	72	1	0
April 2021	77	22	22	22	1	100	100	100	100	100	100	100	71	0	0
April 2022	74	15	15	15	0	100	100	100	100	78	100	99	70	0	0
April 2023	70	9	9	9	0	100	100	100	100	57	100	96	67	0	0
April 2024	67	5	5	5	0	100	100	100	100	42	100	92	63	0	0
April 2025	63	1	1	1	0	100	100	100	100	31	100	86	59	0	0
April 2026	59	0	0	0	0	100	84	84	84	22	100	81	54	0	0
April 2027	54	0	0	0	0	100	69	69	69	16	100	75	49	0	0
April 2028	50	0	0	0	0	100	55	55	55	12	100	68	45	0	0
April 2029	45	0	0	0	0	100	45	45	45	8	100	62	40	0	0
April 2030	40	0	0	0	0	100	36	36	36	6	100	56	35	0	0
April 2031	35	0	0	0	0	100	28	28	28	4	100	50	31	0	0
April 2032	30	0	0	0	0	100	22	22	22	3	100	44	27	0	0
April 2033	24	0	0	0	0	100	18	18	18	2	100	38	23	0	0
April 2034	18	0	0	0	0	100	14	14	14	1	100	33	20	0	0
April 2035	12	0	0	0	0	100	10	10	10	1	100	28	17	0	0
April 2036	6	0	0	0	0	100	8	8	8	1	100	23	14	0	0
April 2037	0	0	0	0	0	93	6	6	6	0	100	19	11	0	0
April 2038	0	0	0	0	0	52	4	4	4	0	100	15	8	0	0
April 2039	0	0	0	0	0	9	3	3	3	0	100	11	6	0	0
April 2040	0	0	0	0	0	2	2	2	2	0	80	8	4	0	0
April 2041	0	0	0	0	0	1	1	1	1	0	54	5	3	0	0
April 2042	0	0	0	0	0	0	0	0	0	0	28	2	1	0	0
April 2043	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.0	5.3	5.3	5.3	3.9	25.1	16.6	16.6	16.6	11.4	28.2	18.4	13.5	3.0	1.6

Security Group 2 PSA Prepayment Assumption Rates

Distribution Date	Classes A and AI					Class IO				
	0%	50%	100%	250%	400%	0%	50%	100%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2014	98	96	95	92	88	99	97	96	93	90
April 2015	96	92	88	78	69	97	93	90	81	72
April 2016	94	86	80	63	48	95	88	83	67	54
April 2017	92	81	72	50	32	94	84	76	56	40
April 2018	89	75	65	39	21	92	79	70	46	30
April 2019	87	70	58	30	12	90	75	64	38	22
April 2020	84	65	51	22	5	88	70	58	32	16
April 2021	82	60	45	16	0	86	66	53	26	12
April 2022	79	55	40	10	0	84	62	48	21	9
April 2023	76	50	34	6	0	81	58	44	18	6
April 2024	73	46	29	2	0	79	55	40	14	5
April 2025	69	41	25	0	0	76	51	36	12	3
April 2026	66	37	20	0	0	74	47	32	10	3
April 2027	62	32	16	0	0	71	44	29	8	2
April 2028	59	28	12	0	0	68	40	26	6	1
April 2029	55	24	9	0	0	65	37	23	5	1
April 2030	51	20	5	0	0	61	34	20	4	1
April 2031	46	16	2	0	0	58	30	18	3	0
April 2032	42	12	0	0	0	54	27	15	3	0
April 2033	37	8	0	0	0	51	24	13	2	0
April 2034	32	4	0	0	0	47	21	11	2	0
April 2035	27	0	0	0	0	42	18	9	1	0
April 2036	21	0	0	0	0	38	16	8	1	0
April 2037	16	0	0	0	0	33	13	6	1	0
April 2038	10	0	0	0	0	28	10	5	0	0
April 2039	3	0	0	0	0	23	8	3	0	0
April 2040	0	0	0	0	0	18	5	2	0	0
April 2041	0	0	0	0	0	12	2	1	0	0
April 2042	0	0	0	0	0	6	0	0	0	0
April 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.0	10.5	8.0	4.6	3.3	18.6	13.1	10.3	6.0	4.2

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class OI					Class Z				
	0%	50%	100%	250%	400%	0%	50%	100%	250%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
April 2014	98	97	96	92	89	103	103	103	103	103
April 2015	96	92	89	79	70	106	106	106	106	106
April 2016	94	87	81	64	50	109	109	109	109	109
April 2017	92	81	73	52	35	113	113	113	113	113
April 2018	90	76	66	41	23	116	116	116	116	116
April 2019	88	72	60	32	15	120	120	120	120	120
April 2020	85	67	54	25	8	123	123	123	123	123
April 2021	83	62	48	19	4	127	127	127	127	127
April 2022	80	57	42	14	3	131	131	131	131	94
April 2023	77	53	37	9	2	135	135	135	135	69
April 2024	75	48	33	6	1	139	139	139	139	50
April 2025	72	44	28	4	1	143	143	143	126	37
April 2026	68	40	24	3	1	148	148	148	102	27
April 2027	65	36	20	2	1	152	152	152	83	19
April 2028	62	32	16	2	0	157	157	157	67	14
April 2029	58	28	13	2	0	162	162	162	54	10
April 2030	54	24	10	1	0	166	166	166	43	7
April 2031	50	20	7	1	0	171	171	171	34	5
April 2032	46	17	5	1	0	177	177	165	27	4
April 2033	41	13	4	1	0	182	182	142	21	2
April 2034	36	9	3	0	0	188	188	121	16	2
April 2035	32	6	3	0	0	193	193	101	12	1
April 2036	26	5	2	0	0	199	166	83	9	1
April 2037	21	4	2	0	0	205	137	66	7	0
April 2038	15	3	1	0	0	212	108	51	5	0
April 2039	9	2	1	0	0	218	80	36	3	0
April 2040	5	2	1	0	0	191	53	23	2	0
April 2041	4	1	0	0	0	130	26	11	1	0
April 2042	2	0	0	0	0	67	0	0	0	0
April 2043	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	16.8	11.3	8.7	5.0	3.5	28.3	25.5	23.1	15.9	11.2

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Class IK					Classes KA, KB, KC, KD, KG, KH, KI and KJ					Class KE					Classes KF and KS					
	0%	115%	145%	250%	400%	0%	115%	145%	250%	400%	0%	115%	145%	250%	400%	0%	115%	145%	250%	400%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
April 2014	99	96	95	93	91	98	94	94	94	94	100	100	100	100	100	100	100	100	98	89	77
April 2015	97	89	88	82	73	95	84	84	84	84	100	100	100	100	100	100	100	100	93	67	32
April 2016	95	82	78	68	55	93	72	72	72	68	100	100	100	100	100	100	100	100	87	43	0
April 2017	94	74	70	57	41	91	62	62	62	47	100	100	100	100	100	100	100	100	82	25	0
April 2018	92	67	62	47	30	88	51	51	51	31	100	100	100	100	100	100	100	100	79	13	0
April 2019	90	61	55	39	22	85	42	42	42	19	100	100	100	100	100	100	100	100	76	5	0
April 2020	88	55	49	32	17	82	34	34	34	11	100	100	100	100	100	100	100	100	74	1	0
April 2021	86	50	44	27	12	79	26	26	26	4	100	100	100	100	100	100	100	100	73	0	0
April 2022	84	45	39	22	9	76	19	19	19	0	100	100	100	100	96	100	99	71	0	0	0
April 2023	81	41	34	18	7	72	13	13	13	0	100	100	100	100	71	100	96	69	0	0	0
April 2024	79	37	30	15	5	69	8	8	8	0	100	100	100	100	52	100	93	65	0	0	0
April 2025	76	33	26	12	4	65	4	4	4	0	100	100	100	100	38	100	88	61	0	0	0
April 2026	74	29	23	10	3	61	1	1	1	0	100	100	100	100	28	100	82	56	0	0	0
April 2027	71	26	20	8	2	57	0	0	0	0	100	85	85	85	20	100	76	52	0	0	0
April 2028	68	23	17	6	1	52	0	0	0	0	100	69	69	69	14	100	70	47	0	0	0
April 2029	65	20	15	5	1	47	0	0	0	0	100	55	55	55	10	100	64	42	0	0	0
April 2030	61	18	13	4	1	43	0	0	0	0	100	44	44	44	7	100	58	3700			
April 2031	58	15	11	3	0	370000					100	35	35	355		100	51	3300			
April 2032	54	13930				320000					100	28	28	284		100	46	2900			
April 2033	51	11820				260000					100	22	22	223		100	40	2500			
April 2034	47	10720				200000					100	17	17	172		100	34	2100			
April 2035	428510					140000					100	13	13	131		100	29	1800			
April 2036	387410					80000					1009991					100	24	1400			
April 2037	335310					10000					1007771					100	19	1100			
April 2038	284300					00000					525550					100	15900				
April 2039	233200					00000					33330					98	11600				
April 2040	182100					00000					22220						757400				
April 2041	121100					00000					11110						524200				
April 2042	60000					00000					00000						271000				
April 2043	00000					00000					00000						00000				
Weighted Average Life (years)	18.6	9.8	8.7	6.1	4.2	14.4	5.6	5.6	5.6	4.1	25.1	17.5	17.5	17.5	12.0	28.0	18.6	13.8	3.0	1.6	

**Security Group 4
PSA Prepayment Assumption Rates**

**Classes AB, AC, AD, AE, AG, AH, AJ, AK, AL, AM, AN,
AQ, AT and IA**

Distribution Date	0%	100%	200%	300%	400%
Initial Percent . . .	100	100	100	100	100
April 2014	94	88	82	77	71
April 2015	87	77	67	58	50
April 2016	80	66	54	44	35
April 2017	73	57	43	33	24
April 2018	65	48	34	24	16
April 2019	57	39	26	17	11
April 2020	49	31	20	12	7
April 2021	40	24	14	8	4
April 2022	31	18	10	5	3
April 2023	21	11	6	3	1
April 2024	11	6	3	1	1
April 2025	1	0	0	0	0
April 2026	0	0	0	0	0
April 2027	0	0	0	0	0
Weighted Average Life (years)	6.6	5.2	4.1	3.3	2.7

**Security Group 5
PSA Prepayment Assumption Rates**

**Classes BK, CK, DK, EK, KL, KM, KN, KP, KQ, KT, KU,
KV, KX, KY, MK and YI**

Distribution Date	0%	150%	300%	450%	600%
Initial Percent . . .	100	100	100	100	100
April 2014	93	85	77	68	60
April 2015	86	72	58	46	35
April 2016	79	60	44	31	21
April 2017	71	49	32	20	12
April 2018	63	39	23	13	7
April 2019	55	31	17	8	4
April 2020	46	24	11	5	2
April 2021	36	17	7	3	1
April 2022	27	11	4	2	0
April 2023	16	6	2	1	0
April 2024	6	2	1	0	0
April 2025	0	0	0	0	0
April 2026	0	0	0	0	0
Weighted Average Life (years)	6.3	4.5	3.3	2.5	1.9

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX 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 the 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 the Principal Only Class), 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 necessarily benefit from a higher yield at high levels of LIBOR because the rate on such Classes is capped at a maximum rate described under "Terms Sheet — Interest Rates."

Payment Delay: Effect on Yields of the Fixed Rate

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 (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 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 OP to Prepayments
Assumed Price 92.0%**

PSA Prepayment Assumption Rates			
<u>125%</u>	<u>155%</u>	<u>250%</u>	<u>400%</u>
1.6%	1.6%	1.6%	2.2%

**Sensitivity of Class PI to Prepayments
Assumed Price 11.0%***

PSA Prepayment Assumption Rates				
<u>125%</u>	<u>155%</u>	<u>250%</u>	<u>400%</u>	<u>431%</u>
11.2%	11.2%	11.2%	2.3%	0.1%

**Sensitivity of Class US to Prepayments
Assumed Price 100.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>125%</u>	<u>155%</u>	<u>250%</u>	<u>400%</u>
0.1500%	5.2%	5.2%	5.2%	5.2%
0.2042%	5.1%	5.1%	5.1%	5.1%
2.4771%	2.8%	2.8%	2.8%	2.9%
4.7500% and above	0.5%	0.5%	0.6%	0.7%

SECURITY GROUP 2

**Sensitivity of Class AI to Prepayments
Assumed Price 18.75%***

PSA Prepayment Assumption Rates				
<u>50%</u>	<u>100%</u>	<u>195%</u>	<u>250%</u>	<u>400%</u>
11.7%	7.9%	0.0%	(4.9)%	(18.8)%

**Sensitivity of Class IO to Prepayments
Assumed Price 22.0%***

PSA Prepayment Assumption Rates				
<u>50%</u>	<u>100%</u>	<u>232%</u>	<u>250%</u>	<u>400%</u>
10.3%	7.5%	0.0%	(1.0)%	(9.9)%

**Sensitivity of Class OI to Prepayments
Assumed Price 20.0%***

PSA Prepayment Assumption Rates				
<u>50%</u>	<u>100%</u>	<u>204%</u>	<u>250%</u>	<u>400%</u>
10.9%	7.5%	0.0%	(3.4)%	(14.3)%

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

SECURITY GROUP 3

**Sensitivity of Class IK to Prepayments
Assumed Price 23.5%***

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>145%</u>	<u>214%</u>	<u>250%</u>	<u>400%</u>
5.6%	3.9%	0.1%	(2.0)%	(10.8)%

**Sensitivity of Class KI to Prepayments
Assumed Price 17.5%***

PSA Prepayment Assumption Rates				
<u>115%</u>	<u>145%</u>	<u>250%</u>	<u>297%</u>	<u>400%</u>
2.8%	2.8%	2.8%	0.1%	(7.5)%

**Sensitivity of Class KS to Prepayments
Assumed Price 100.0%***

<u>LIBOR</u>	PSA Prepayment Assumption Rates			
	<u>115%</u>	<u>145%</u>	<u>250%</u>	<u>400%</u>
0.15000%	5.2%	5.2%	5.2%	5.2%
0.19930%	5.1%	5.1%	5.1%	5.1%
2.47465%	2.8%	2.8%	2.8%	2.9%
4.75000% and above	0.5%	0.5%	0.6%	0.7%

SECURITY GROUP 4

**Sensitivity of Class IA to Prepayments
Assumed Price 10.75%***

PSA Prepayment Assumption Rates				
<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>397%</u>	<u>400%</u>
21.7%	14.6%	7.3%	0.0%	(0.2)%

SECURITY GROUP 5

**Sensitivity of Class YI to Prepayments
Assumed Price 11.5%***

PSA Prepayment Assumption Rates				
<u>150%</u>	<u>300%</u>	<u>416%</u>	<u>450%</u>	<u>600%</u>
19.8%	8.9%	0.0%	(2.7)%	(14.9)%

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

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

The discussion contained in this Supplement and the Base Offering Circular as to certain United States federal tax consequences is not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. Such discussion is written to support the promotion or marketing of the transactions or matters addressed in this Supplement and the Base Offering Circular. Each taxpayer to whom such transactions or matters are being promoted, marketed or recommended should seek advice based on its particular circumstances from an independent tax advisor.

REMIC Elections

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Double REMIC Series for United States 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 United States federal income tax purposes. Income on the Regular Securities must be reported under an accrual method of accounting.

The Notional and Accrual Classes of Regular Securities will be issued with original issue discount (“OID”), and certain other Classes of Regular Securities may be issued with OID. See “*Certain United States Federal Income Tax Consequences — Tax Treatment of Regular Securities — Original Issue Discount, — Variable Rate Securities and — Interest Weighted Securities and Non-VRDI Securities*” in the *Base Offering Circular*.

The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement) is as follows:

<u>Group</u>	<u>PSA</u>
1	155%
2	100%
3	145%
4	200%
5	300%

In the case of the Floating Rate and Inverse Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” 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 United States 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 and “real estate assets” for real estate investment trusts (“REITs”) as described in “Certain United States 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 as described in “Certain United States Federal Income Tax Consequences” in the Base Offering Circular.

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 United States Federal Income Tax Consequences” in the Base Offering Circular, but will not be treated as debt for United States 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. Even though the Holders of the Residual Securities are not entitled to any stated principal or interest payments on the Residual Securities, the Trust REMICs may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, the Holders of the Residual Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

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

MX Securities

For a discussion of certain United States federal income tax consequences applicable to the MX Classes, see “Certain United States 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.

Foreign Account Tax Compliance Act

A Holder of a Regular or MX Security who is not a U.S. Person should be aware of recent legislation commonly known as FATCA and related administrative guidance that impose a 30% United States withholding tax on certain payments (which would include interest payments in respect of Regular and MX Securities beginning January 1, 2014, and gross proceeds, including the return of principal, from the sale or other disposition, including redemptions, of such Securities beginning January 1, 2017) made to a non-United States entity that fails to take required steps to provide information regarding its “United States accounts” or its direct or indirect “substantial United States owners,” as applicable, or to certify that it has no such accounts or owners. Various exceptions are provided under the legislation and related administrative guidance, including generally an exemption for “grandfathered obligations” issued before January 1, 2014 that are not materially modified. It is possible that certain MX Securities would be considered to be issued for this purpose on the date when they are purchased by a new holder, with

the result that the exception for grandfathered obligations would not apply to those MX Securities in the hands of a holder who purchased them on or after January 1, 2014. Foreign investors should consult their own tax advisors regarding the application and impact of this legislation based upon their particular circumstances.

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

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 the Regular and MX Classes 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) April 1, 2013 on the Fixed Rate Classes and (2) April 20, 2013 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (1) the Original Class Principal Balance (or original Class Notional Balance) and (2) the 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 LLP and the Law Offices of Joseph C. Reid, P.A., for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Aini & Associates PLLC.

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 1								
Combination 1(5)								
PA	\$ 76,468,000	OP	\$ 76,468,000	PAC	0.00%	PO	38378MUP8	April 2041
		PB	76,468,000	PAC	1.50	FIX	38378MUQ6	April 2041
		PC	76,468,000	PAC	1.75	FIX	38378MUR4	April 2041
		PD	76,468,000	PAC	2.00	FIX	38378MUS2	April 2041
		PG	76,468,000	PAC	2.25	FIX	38378MUT0	April 2041
		PH	76,468,000	PAC	2.50	FIX	38378MUU7	April 2041
		PI	76,468,000	NTL(PAC)	3.00	FIX/IO	38378MUV5	April 2041
		PJ	76,468,000	PAC	2.75	FIX	38378MUW3	April 2041
		PK	76,468,000	PAC	3.00	FIX	38378MUX1	April 2041
		PL	70,585,846	PAC	3.25	FIX	38378MUY9	April 2041
		PM	65,544,000	PAC	3.50	FIX	38378MUZ6	April 2041
		PN	61,174,400	PAC	3.75	FIX	38378MVA0	April 2041
		PQ	57,351,000	PAC	4.00	FIX	38378MVB8	April 2041
Security Group 2								
Combination 2								
AI	\$ 32,365,357	OI	\$ 46,651,071	NTL(SEQ/AD/PT)	3.50%	FIX/IO	38378MVC6	April 2043
IO	14,285,714							
Security Group 3								
Combination 3(5)								
KA	\$122,834,000	KB	\$122,834,000	PAC	1.25%	FIX	38378MVD4	October 2041
		KC	122,834,000	PAC	1.50	FIX	38378MVE2	October 2041
		KD	122,834,000	PAC	1.75	FIX	38378MVF9	October 2041
		KG	122,834,000	PAC	2.00	FIX	38378MVG7	October 2041
		KH	122,834,000	PAC	2.25	FIX	38378MVH5	October 2041
		KI	61,417,000	NTL(PAC)	3.50	FIX/IO	38378MVJ1	October 2041
		KJ	122,834,000	PAC	2.50	FIX	38378MVK8	October 2041

REMIC Securities

MX Securities

Class	Original Class Principal Balance or Class Notional Balance		Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
	Original Class Principal Balance	or Class Notional Balance						
Security Group 4								
Combination 4(5)								
AT	\$150,047,135		\$150,047,135	PT	1.00%	FIX	38378MVL6	December 2026
			150,047,135	PT	1.25	FIX	38378MVM4	December 2026
			150,047,135	PT	1.50	FIX	38378MVN2	December 2026
			150,047,135	PT	1.75	FIX	38378MVP7	December 2026
			150,047,135	PT	2.00	FIX	38378MVQ5	December 2026
			150,047,135	PT	2.25	FIX	38378MVR3	December 2026
			150,047,135	PT	2.50	FIX	38378MVS1	December 2026
			150,047,135	PT	2.75	FIX	38378MVT9	December 2026
			150,047,135	PT	3.00	FIX	38378MVU6	December 2026
			150,047,135	PT	3.25	FIX	38378MVV4	December 2026
			150,047,135	PT	3.50	FIX	38378MVW2	December 2026
			150,047,135	PT	3.75	FIX	38378MVX0	December 2026
			112,535,351	NTL(PT)	4.00	FIX/IO	38378MVY8	December 2026
Security Group 5								
Combination 5(5)								
KT	\$ 67,223,742		\$ 67,223,742	PT	3.50%	FIX	38378MVZ5	August 2025
			67,223,742	PT	3.75	FIX	38378MWA9	August 2025
			67,223,742	PT	4.00	FIX	38378MWB7	August 2025
			67,223,742	PT	4.25	FIX	38378MWC5	August 2025
			67,223,742	PT	1.00	FIX	38378MWD3	August 2025
			67,223,742	PT	1.25	FIX	38378MWE1	August 2025
			67,223,742	PT	1.50	FIX	38378MWF8	August 2025
			67,223,742	PT	1.75	FIX	38378MWG6	August 2025
			67,223,742	PT	2.00	FIX	38378MWH4	August 2025
			67,223,742	PT	2.25	FIX	38378MWJ0	August 2025
			67,223,742	PT	2.50	FIX	38378MWK7	August 2025
			67,223,742	PT	2.75	FIX	38378MWL5	August 2025
			67,223,742	PT	3.00	FIX	38378MWM3	August 2025
			67,223,742	PT	3.25	FIX	38378MWN1	August 2025
			52,285,132	NTL(PT)	4.50	FIX/IO	38378MWP6	August 2025

- (1) All exchanges must comply with minimum denomination 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) In the case of Combinations 1, 3, 4 and 5, various subcombinations are permitted. See “*Description of the Securities — Modification and Exchange*” in the Base Offering Circular for a discussion of subcombinations.

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
Initial Balance	\$ 89,690,000.00	\$ 139,965,000.00
May 2013	89,432,984.71	139,541,627.00
June 2013	89,151,939.73	139,082,603.42
July 2013	88,846,981.67	138,588,112.72
August 2013	88,518,242.59	138,058,359.55
September 2013	88,165,869.99	137,493,569.65
October 2013	87,790,026.65	136,893,989.68
November 2013	87,390,890.58	136,259,887.08
December 2013	86,968,654.87	135,591,549.91
January 2014	86,523,527.53	134,889,286.60
February 2014	86,055,731.40	134,153,425.81
March 2014	85,565,503.89	133,384,316.09
April 2014	85,053,096.87	132,582,325.73
May 2014	84,518,776.42	131,747,842.37
June 2014	83,962,822.63	130,881,272.79
July 2014	83,385,529.36	129,983,042.53
August 2014	82,787,203.96	129,053,595.60
September 2014	82,168,167.06	128,093,394.08
October 2014	81,528,752.26	127,102,917.75
November 2014	80,869,305.83	126,082,663.73
December 2014	80,190,186.39	125,033,146.05
January 2015	79,491,764.64	123,954,895.18
February 2015	78,774,422.96	122,848,457.68
March 2015	78,038,555.12	121,714,395.62
April 2015	77,284,565.87	120,553,286.23
May 2015	76,512,870.60	119,365,721.28
June 2015	75,723,894.93	118,152,306.69
July 2015	74,918,074.36	116,913,661.93
August 2015	74,095,853.82	115,683,147.31
September 2015	73,279,628.33	114,460,712.41
October 2015	72,469,356.60	113,246,307.12
November 2015	71,664,997.60	112,039,881.62
December 2015	70,866,510.58	110,841,386.41
January 2016	70,073,855.08	109,650,772.28
February 2016	69,286,990.88	108,467,990.31
March 2016	68,505,878.06	107,292,991.89
April 2016	67,730,476.94	106,125,728.71
May 2016	66,960,748.13	104,966,152.72
June 2016	66,196,652.48	103,814,216.20
July 2016	65,438,151.12	102,669,871.70
August 2016	64,685,205.45	101,533,072.06
September 2016	63,937,777.09	100,403,770.41
October 2016	63,195,827.96	99,281,920.15

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2016	\$ 62,459,320.21	\$ 98,167,474.97
December 2016	61,728,216.26	97,060,388.86
January 2017	61,002,478.76	95,960,616.06
February 2017	60,282,070.63	94,868,111.10
March 2017	59,566,955.03	93,782,828.80
April 2017	58,857,095.38	92,704,724.22
May 2017	58,152,455.32	91,633,752.71
June 2017	57,452,998.76	90,569,869.91
July 2017	56,758,689.83	89,513,031.71
August 2017	56,069,492.92	88,463,194.25
September 2017	55,385,372.66	87,420,313.97
October 2017	54,706,293.89	86,384,347.56
November 2017	54,032,221.72	85,355,251.97
December 2017	53,363,121.46	84,332,984.40
January 2018	52,698,958.70	83,317,502.35
February 2018	52,039,699.20	82,308,763.53
March 2018	51,385,309.01	81,306,725.93
April 2018	50,735,754.37	80,311,347.79
May 2018	50,091,001.75	79,322,587.62
June 2018	49,451,017.87	78,340,404.16
July 2018	48,815,769.64	77,364,756.40
August 2018	48,185,224.23	76,395,603.59
September 2018	47,559,348.98	75,432,905.23
October 2018	46,938,111.51	74,476,621.06
November 2018	46,321,479.60	73,526,711.07
December 2018	45,709,421.29	72,583,135.47
January 2019	45,101,904.82	71,645,854.74
February 2019	44,498,898.63	70,714,829.59
March 2019	43,900,371.39	69,790,020.96
April 2019	43,306,291.98	68,871,390.05
May 2019	42,716,629.48	67,958,898.26
June 2019	42,131,353.18	67,052,507.27
July 2019	41,550,432.59	66,152,178.94
August 2019	40,973,837.40	65,257,875.42
September 2019	40,401,537.52	64,369,559.03
October 2019	39,833,503.08	63,487,192.37
November 2019	39,269,704.36	62,610,738.23
December 2019	38,710,111.90	61,740,159.66
January 2020	38,154,696.40	60,875,419.90
February 2020	37,603,428.76	60,016,482.44
March 2020	37,056,280.10	59,163,310.98
April 2020	36,513,221.70	58,315,869.44
May 2020	35,974,225.07	57,474,121.96
June 2020	35,439,261.88	56,638,032.90
July 2020	34,908,304.01	55,807,566.85
August 2020	34,381,323.52	54,982,688.58
September 2020	33,858,292.67	54,163,363.11
October 2020	33,339,183.89	53,349,555.66

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2020	\$ 32,823,969.82	\$ 52,541,231.66
December 2020	32,312,623.25	51,738,356.74
January 2021	31,805,117.19	50,940,896.76
February 2021	31,301,424.81	50,148,817.78
March 2021	30,801,519.46	49,362,086.06
April 2021	30,308,424.71	48,580,668.06
May 2021	29,822,804.86	47,805,430.68
June 2021	29,344,550.36	47,041,873.88
July 2021	28,873,553.23	46,289,827.64
August 2021	28,409,707.03	45,549,124.39
September 2021	27,952,906.86	44,819,598.92
October 2021	27,503,049.32	44,101,088.38
November 2021	27,060,032.49	43,393,432.24
December 2021	26,623,755.90	42,696,472.26
January 2022	26,194,120.55	42,010,052.45
February 2022	25,771,028.83	41,334,019.03
March 2022	25,354,384.56	40,668,220.44
April 2022	24,944,092.92	40,012,507.27
May 2022	24,540,060.46	39,366,732.21
June 2022	24,142,195.08	38,730,750.11
July 2022	23,750,405.98	38,104,417.84
August 2022	23,364,603.69	37,487,594.33
September 2022	22,984,700.02	36,880,140.53
October 2022	22,610,608.04	36,281,919.36
November 2022	22,242,242.07	35,692,795.72
December 2022	21,879,517.68	35,112,636.42
January 2023	21,522,351.63	34,541,310.19
February 2023	21,170,661.91	33,978,687.60
March 2023	20,824,367.65	33,424,641.12
April 2023	20,483,389.19	32,879,045.01
May 2023	20,147,647.97	32,341,775.33
June 2023	19,817,066.60	31,812,709.92
July 2023	19,491,568.79	31,291,728.38
August 2023	19,171,079.36	30,778,712.01
September 2023	18,855,524.18	30,273,543.81
October 2023	18,544,830.24	29,776,108.48
November 2023	18,238,925.55	29,286,292.35
December 2023	17,937,739.16	28,803,983.39
January 2024	17,641,201.15	28,329,071.15
February 2024	17,349,242.62	27,861,446.80
March 2024	17,061,795.65	27,401,003.05
April 2024	16,778,793.31	26,947,634.14
May 2024	16,500,169.63	26,501,235.84
June 2024	16,225,859.60	26,061,705.42
July 2024	15,955,799.14	25,628,941.61
August 2024	15,689,925.11	25,202,844.60
September 2024	15,428,175.28	24,783,316.02
October 2024	15,170,488.30	24,370,258.90

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2024	\$ 14,916,803.75	\$ 23,963,577.68
December 2024	14,667,062.04	23,563,178.14
January 2025	14,421,204.47	23,168,967.45
February 2025	14,179,173.17	22,780,854.11
March 2025	13,940,911.15	22,398,747.91
April 2025	13,706,362.19	22,022,559.96
May 2025	13,475,470.92	21,652,202.64
June 2025	13,248,182.77	21,287,589.60
July 2025	13,024,443.95	20,928,635.73
August 2025	12,804,201.47	20,575,257.13
September 2025	12,587,403.07	20,227,371.13
October 2025	12,373,997.30	19,884,896.24
November 2025	12,163,933.42	19,547,752.15
December 2025	11,957,161.44	19,215,859.70
January 2026	11,753,632.09	18,889,140.88
February 2026	11,553,296.83	18,567,518.80
March 2026	11,356,107.81	18,250,917.68
April 2026	11,162,017.88	17,939,262.83
May 2026	10,970,980.59	17,632,480.64
June 2026	10,782,950.14	17,330,498.58
July 2026	10,597,881.42	17,033,245.14
August 2026	10,415,729.96	16,740,649.85
September 2026	10,236,451.95	16,452,643.28
October 2026	10,060,004.22	16,169,156.99
November 2026	9,886,344.21	15,890,123.51
December 2026	9,715,429.99	15,615,476.37
January 2027	9,547,220.25	15,345,150.07
February 2027	9,381,674.29	15,079,080.03
March 2027	9,218,751.97	14,817,202.62
April 2027	9,058,413.76	14,559,455.13
May 2027	8,900,620.71	14,305,775.76
June 2027	8,745,334.43	14,056,103.61
July 2027	8,592,517.08	13,810,378.65
August 2027	8,442,131.41	13,568,541.73
September 2027	8,294,140.67	13,330,534.56
October 2027	8,148,508.68	13,096,299.69
November 2027	8,005,199.76	12,865,780.49
December 2027	7,864,178.79	12,638,921.19
January 2028	7,725,411.13	12,415,666.79
February 2028	7,588,862.66	12,195,963.12
March 2028	7,454,499.76	11,979,756.77
April 2028	7,322,289.31	11,766,995.14
May 2028	7,192,198.66	11,557,626.35
June 2028	7,064,195.64	11,351,599.31
July 2028	6,938,248.57	11,148,863.67
August 2028	6,814,326.22	10,949,369.80
September 2028	6,692,397.81	10,753,068.80
October 2028	6,572,433.04	10,559,912.48

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2028	\$ 6,454,402.03	\$ 10,369,853.35
December 2028	6,338,275.34	10,182,844.62
January 2029	6,224,023.97	9,998,840.17
February 2029	6,111,619.35	9,817,794.57
March 2029	6,001,033.33	9,639,663.04
April 2029	5,892,238.17	9,464,401.45
May 2029	5,785,206.52	9,291,966.32
June 2029	5,679,911.47	9,122,314.81
July 2029	5,576,326.48	8,955,404.71
August 2029	5,474,425.40	8,791,194.40
September 2029	5,374,182.49	8,629,642.91
October 2029	5,275,572.35	8,470,709.82
November 2029	5,178,569.99	8,314,355.35
December 2029	5,083,150.78	8,160,540.26
January 2030	4,989,290.44	8,009,225.92
February 2030	4,896,965.07	7,860,374.25
March 2030	4,806,151.09	7,713,947.71
April 2030	4,716,825.30	7,569,909.35
May 2030	4,628,964.83	7,428,222.72
June 2030	4,542,547.15	7,288,851.94
July 2030	4,457,550.07	7,151,761.64
August 2030	4,373,951.71	7,016,916.96
September 2030	4,291,730.53	6,884,283.57
October 2030	4,210,865.30	6,753,827.63
November 2030	4,131,335.11	6,625,515.80
December 2030	4,053,119.36	6,499,315.25
January 2031	3,976,197.76	6,375,193.61
February 2031	3,900,550.30	6,253,118.99
March 2031	3,826,157.29	6,133,059.96
April 2031	3,752,999.32	6,014,985.59
May 2031	3,681,057.28	5,898,865.36
June 2031	3,610,312.32	5,784,669.23
July 2031	3,540,745.90	5,672,367.58
August 2031	3,472,339.74	5,561,931.26
September 2031	3,405,075.82	5,453,331.51
October 2031	3,338,936.42	5,346,540.03
November 2031	3,273,904.05	5,241,528.91
December 2031	3,209,961.49	5,138,270.67
January 2032	3,147,091.80	5,036,738.23
February 2032	3,085,278.26	4,936,904.90
March 2032	3,024,504.43	4,838,744.41
April 2032	2,964,754.07	4,742,230.86
May 2032	2,906,011.24	4,647,338.73
June 2032	2,848,260.19	4,554,042.89
July 2032	2,791,485.43	4,462,318.58
August 2032	2,735,671.70	4,372,141.39
September 2032	2,680,803.96	4,283,487.30
October 2032	2,626,867.39	4,196,332.63

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2032	\$ 2,573,847.41	\$ 4,110,654.05
December 2032	2,521,729.64	4,026,428.58
January 2033	2,470,499.93	3,943,633.58
February 2033	2,420,144.33	3,862,246.76
March 2033	2,370,649.11	3,782,246.13
April 2033	2,322,000.74	3,703,610.05
May 2033	2,274,185.89	3,626,317.20
June 2033	2,227,191.43	3,550,346.58
July 2033	2,181,004.43	3,475,677.49
August 2033	2,135,612.16	3,402,289.56
September 2033	2,091,002.08	3,330,162.69
October 2033	2,047,161.82	3,259,277.11
November 2033	2,004,079.21	3,189,613.33
December 2033	1,961,742.28	3,121,152.16
January 2034	1,920,139.21	3,053,874.68
February 2034	1,879,258.38	2,987,762.28
March 2034	1,839,088.32	2,922,796.61
April 2034	1,799,617.77	2,858,959.58
May 2034	1,760,835.61	2,796,233.41
June 2034	1,722,730.89	2,734,600.54
July 2034	1,685,292.84	2,674,043.72
August 2034	1,648,510.85	2,614,545.91
September 2034	1,612,374.45	2,556,090.37
October 2034	1,576,873.36	2,498,660.59
November 2034	1,541,997.42	2,442,240.29
December 2034	1,507,736.66	2,386,813.47
January 2035	1,474,081.24	2,332,364.35
February 2035	1,441,021.47	2,278,877.39
March 2035	1,408,547.81	2,226,337.29
April 2035	1,376,650.86	2,174,728.96
May 2035	1,345,321.38	2,124,037.56
June 2035	1,314,550.24	2,074,248.46
July 2035	1,284,328.47	2,025,347.27
August 2035	1,254,647.25	1,977,319.78
September 2035	1,225,497.85	1,930,152.03
October 2035	1,196,871.72	1,883,830.26
November 2035	1,168,760.40	1,838,340.90
December 2035	1,141,155.60	1,793,670.61
January 2036	1,114,049.11	1,749,806.24
February 2036	1,087,432.89	1,706,734.83
March 2036	1,061,298.99	1,664,443.64
April 2036	1,035,639.60	1,622,920.11
May 2036	1,010,447.02	1,582,151.85
June 2036	985,713.67	1,542,126.70
July 2036	961,432.08	1,502,832.64
August 2036	937,594.91	1,464,257.87
September 2036	914,194.92	1,426,390.75
October 2036	891,224.98	1,389,219.80

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2036	\$ 868,678.08	\$ 1,352,733.76
December 2036	846,547.30	1,316,921.50
January 2037	824,825.85	1,281,772.08
February 2037	803,507.01	1,247,274.71
March 2037	782,584.20	1,213,418.79
April 2037	762,050.93	1,180,193.86
May 2037	741,900.78	1,147,589.62
June 2037	722,127.48	1,115,595.94
July 2037	702,724.81	1,084,202.84
August 2037	683,686.68	1,053,400.48
September 2037	665,007.08	1,023,179.19
October 2037	646,680.07	993,529.44
November 2037	628,699.85	964,441.84
December 2037	611,060.67	935,907.14
January 2038	593,756.89	907,916.25
February 2038	576,782.94	880,460.21
March 2038	560,133.35	853,530.20
April 2038	543,802.74	827,117.52
May 2038	527,785.78	801,213.62
June 2038	512,077.27	775,810.08
July 2038	496,672.05	750,898.61
August 2038	481,565.07	726,471.03
September 2038	466,751.34	702,519.32
October 2038	452,225.94	679,035.54
November 2038	437,984.06	656,011.92
December 2038	424,020.94	633,440.78
January 2039	410,331.89	611,314.55
February 2039	396,912.30	589,625.81
March 2039	383,757.64	568,367.22
April 2039	370,863.45	547,531.59
May 2039	358,225.32	527,111.80
June 2039	345,838.93	507,100.87
July 2039	333,700.01	487,491.93
August 2039	321,804.39	468,278.19
September 2039	310,147.91	449,452.99
October 2039	298,726.53	431,009.77
November 2039	287,536.25	412,942.06
December 2039	276,573.12	395,243.50
January 2040	265,833.28	377,907.82
February 2040	255,312.91	360,928.87
March 2040	245,008.25	344,300.57
April 2040	234,915.61	328,016.95
May 2040	225,031.35	312,072.12
June 2040	215,351.90	296,460.30
July 2040	205,873.73	281,175.79
August 2040	196,593.38	266,212.98
September 2040	187,507.42	251,566.34
October 2040	178,612.51	237,230.45

<u>Distribution Date</u>	<u>Classes PA and PE (in the aggregate)</u>	<u>Classes KA and KE (in the aggregate)</u>
November 2040	\$ 169,905.33	\$ 223,199.95
December 2040	161,382.64	209,469.58
January 2041	153,041.23	196,034.15
February 2041	144,877.95	182,888.56
March 2041	136,889.70	170,027.79
April 2041	129,073.43	157,446.90
May 2041	121,426.13	145,141.02
June 2041	113,944.85	133,105.37
July 2041	106,626.69	121,335.23
August 2041	99,468.78	109,825.97
September 2041	92,468.29	98,573.03
October 2041	85,622.48	87,571.90
November 2041	78,928.59	76,818.17
December 2041	72,383.96	66,307.49
January 2042	65,985.94	56,035.58
February 2042	59,731.92	45,998.23
March 2042	53,619.37	36,191.28
April 2042	47,645.76	26,610.66
May 2042	41,808.61	17,252.35
June 2042	36,105.49	8,112.40
July 2042	30,534.00	0.00
August 2042	25,091.79	0.00
September 2042	19,776.53	0.00
October 2042	14,585.94	0.00
November 2042	9,517.79	0.00
December 2042	4,569.85	0.00
January 2043 and thereafter	0.00	0.00



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