

\$275,754,000
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
Ginnie Mae REMIC Trust 2015-164

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 (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

| Class of REMIC Securities | Original Principal Balance(1) | Interest Rate | Principal Type(2) | Interest Type(2) | CUSIP Number | Final Distribution Date(3) |
|---------------------------|-------------------------------|---------------|-------------------|------------------|--------------|----------------------------|
| Security Group 1 | | | | | | |
| PB | \$90,426,000 | 2.25% | PAC | FIX | 38379FCS6 | August 2042 |
| PI | 22,606,500 | 3.00 | NTL(PAC) | FIX/IO | 38379FCT4 | August 2042 |
| PV | 15,303,000 | 3.00 | PAC/AD | FIX | 38379FCU1 | December 2042 |
| PZ | 10,201,000 | 3.00 | PAC | FIX/Z | 38379FCV9 | November 2045 |
| TA | 16,281,000 | 3.00 | TAC | FIX | 38379FCW7 | November 2045 |
| TC | 1,000,000 | 3.00 | SUP | FIX | 38379FCX5 | November 2045 |
| TE | 4,285,714 | 3.50 | SUP | FIX | 38379FCY3 | November 2045 |
| TO | 714,286 | 0.00 | SUP | PO | 38379FCZ0 | November 2045 |
| Security Group 2 | | | | | | |
| A | 50,000,000 | 2.00 | PT | FIX | 38379FDA4 | November 2045 |
| AI | 21,428,571 | 3.50 | NTL(PT) | FIX/IO | 38379FDB2 | November 2045 |
| Security Group 3 | | | | | | |
| AB | 50,000,000 | 2.20 | PT | FIX | 38379FDC0 | November 2045 |
| IB | 18,571,428 | 3.50 | NTL(PT) | FIX/IO | 38379FDD8 | November 2045 |
| Security Group 4 | | | | | | |
| MZ | 22,903,000 | 3.00 | SC/SEQ | FIX/Z | 38379FDE6 | September 2045 |
| VQ | 9,249,000 | 3.00 | SC/AD/SEQ | FIX | 38379FDF3 | March 2027 |
| VU | 5,391,000 | 3.00 | SC/SEQ/AD | FIX | 38379FDG1 | May 2032 |
| Residual | | | | | | |
| RR | 0 | 0.00 | NPR | NPR | 38379FDH9 | November 2045 |

- (1) 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.
- (2) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (3) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" 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-6 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 November 30, 2015.

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.

Wells Fargo Securities

Duncan-Williams, Inc.

The date of this Offering Circular Supplement is November 23, 2015.

AVAILABLE INFORMATION

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

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

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

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

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

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TERMS SHEET

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

Sponsor: Wells Fargo Securities, LLC

Co-Sponsor: Duncan-Williams, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: November 30, 2015

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 December 2015.

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 | Underlying Certificates | (1) | (1) |

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets⁽¹⁾:

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|------------------------------|--|--|---|
| Group 1 Trust Assets | | | |
| \$138,211,000 ⁽³⁾ | 355 | 3 | 3.477% |
| Group 2 Trust Assets | | | |
| \$50,000,000 ⁽³⁾ | 359 | 0 | 3.904% |
| Group 3 Trust Assets | | | |
| \$50,000,000 ⁽³⁾ | 359 | 0 | 3.905% |

(1) As of November 1, 2015.

(2) The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

- ⁽³⁾ More than 10% of the Mortgage Loans underlying the Group 1, 2 and 3 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 underlying the Group 1, 2 and 3 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*.

Characteristics of the Mortgage Loans Underlying the Group 4 Trust Assets: See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trusts.

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

Increased Minimum Denomination Classes: Each Class that constitutes a Principal Only or Interest Only 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.

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 and the PZ Accrual Amount will be allocated as follows:

- The PZ Accrual Amount, sequentially, to PV and PZ, in that order, until retired
- The Group 1 Principal Distribution Amount in the following order of priority:
 1. Sequentially, to PB, PV and PZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To TA, until reduced to its Scheduled Principal Balance for that Distribution Date
 3. Concurrently, to TC, TE and TO, pro rata, until retired
 4. To TA, without regard to its Scheduled Principal Balance, until retired
 5. Sequentially, to PB, PV and PZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated to A, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

The Group 4 Principal Distribution Amount and the MZ Accrual Amount will be allocated, sequentially, to VQ, VU and MZ, in that order, until retired

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

| | <u>Structuring Range or Rate</u> |
|--|----------------------------------|
| PAC Classes | |
| PB, PV and PZ (in the aggregate) | 150% PSA through 250% PSA |
| TAC Class | |
| TA | 250% PSA |

Accrual Classes: Interest will accrue on each 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 Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under "Allocation of Principal."

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

| <u>Class</u> | <u>Original Class Notional Balance</u> | <u>Represents Approximately</u> |
|--------------|--|---------------------------------|
| PI | \$22,606,500 | 25% of PB (PAC Class) |
| AI | 21,428,571 | 42.8571428571% of A (PT Class) |
| IB | 18,571,428 | 37.1428571429% of AB (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.

The terms of the mortgage loans may be modified to permit, among other things, a partial release of security, which releases a portion of the mortgaged property from the lien securing the related mortgage loan. Partial releases of security may reduce the value of the remaining security and also allow the related borrower to sell the released property and generate proceeds that may be used to prepay the related mortgage loan in whole or in part.

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.

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

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

The rate of payments on the underlying certificates will directly affect the rate of payments on the group 4 securities. The underlying certificates will be sensitive in varying degrees to:

- the rate of payments of principal (including prepayments) of the related mortgage loans, and

- the priorities for the distribution of principal among the classes of the related underlying series.

As described in the underlying certificate disclosure documents, the underlying certificates are not entitled to distributions of principal until certain classes of the related underlying series have been retired and, accordingly, distributions of principal of the related mortgage loans for extended periods may be applied to the distribution of principal of those classes of certificates having priority over the underlying certificates. Accordingly, these underlying certificates may receive no principal distributions for extended periods of time.

In addition, the principal entitlements of the underlying certificates on any payment date are calculated on the basis of schedules; no assurance can be given that the underlying certificates will adhere to their schedules. Further, prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

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

Up to 10% of the mortgage loans underlying the group 4 trust assets and up to 100% of the mortgage loans underlying the group 1, 2 and 3 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, especially the group 4 securities and, in particular, the support, interest only, principal only, 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, regardless of whether the assets consist of Trust MBS or the Underlying Certificates will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2 and 3)

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 Underlying Certificates (Group 4)

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

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificates are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, 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 underlying the Trust MBS 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 underlying the Trust MBS. 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

The Sponsor will contribute certain Ginnie Mae Certificates in respect of the Trustee Fee. On each Distribution Date, the Trustee will retain all principal and interest distributions received on such Ginnie Mae Certificates 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 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 an 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 an 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. 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 Period

The Accrual Period for each Regular Class is the calendar month preceding the related 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.

Accrual Classes

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

Principal Distributions

The Principal Distribution Amount for each Group and each 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. 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. 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 an Accrual Class) or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for 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.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than an Accrual Class) can calculate the amount of principal and interest to be distributed to that Class and investors in an Accrual Class can calculate the total amount of principal to be distributed to (or interest to be added to the Class Principal Balance of) that Class on the Distribution Date in the current month.
- Investors may obtain current Class Factors on Ginnie Mae’s Multiclass Securities e-Access located on Ginnie Mae’s website (“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 Secu-

rities 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.

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.

The terms of the Mortgage Loans may be modified to permit, among other things, a partial release of security, which releases a portion of the mortgaged property from the lien securing the related Mortgage Loan. Partial releases of security may allow the related borrower to sell the released property and generate proceeds that may be used to prepay the related Mortgage Loan in whole or in part.

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

Investors in the Group 4 Securities are urged to review the discussion under “Risk Factors — *The rate of payments on the underlying certificates will directly affect the rate of payments on the group 4 securities*” in this Supplement.

Accretion Directed Classes

Classes PV, VQ and VU are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement.

Each of Classes PV and VU 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. Class VU will have principal payment stability only through the prepayment rate shown in the table below. Class PV is not listed in the table below because, although it is entitled to receive payments from the related Accrual Amount, it does not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within its Effective Range.

The Accretion Directed Classes are entitled to principal payments in an amount equal to interest accrued on the related Accrual Class. With respect to the Classes listed in the table below, the Weighted Average Life of each such Class cannot exceed its Weighted Average Life as shown in the following table under any prepayment scenario, even a scenario where there are no prepayments.

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

Accretion Directed Classes

| <u>Class</u> | <u>Maximum Weighted Average Life (in years)⁽¹⁾</u> | <u>Final Distribution Date</u> | <u>Prepayment Rate at or below</u> |
|--------------|---|--------------------------------|--|
| VQ | 6.0 | March 2027 | 334% |
| VU | 14.0 | May 2032 | 81% |

(1) The maximum Weighted Average Life for each Class shown in this table is based on the Modeling Assumptions and the assumption that the related Mortgage Loans prepay at any constant rate at or below the rate shown in the table for such Class.

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

Securities that Receive Principal on the Basis of Schedules

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

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

| <u>Class</u> | <u>Initial Effective Ranges</u> |
|--|---------------------------------|
| PAC Classes | |
| PB, PV and PZ (in the aggregate) | 150% PSA through 250% PSA |
| TAC Class | |
| TA | 250% PSA through 290% PSA |

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

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

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above 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 or TAC 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 or TAC 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 or TAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such PAC or TAC 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 or TAC Class, its supporting Classes may be retired earlier than that PAC or TAC Class, and its Weighted Average Life may be shortened, perhaps significantly.

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 2 and 3 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 3 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 December 2015.
4. A termination of the Trust or the Underlying Trusts does not occur.
5. The Closing Date for the Securities is November 30, 2015.
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. Distributions on the Underlying Certificates are made as described in the Underlying Certificate Disclosure Documents.

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 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 PB and PI | | | | | Class PV | | | | | Class PZ | | | | |
| | 0% | 150% | 200% | 250% | 400% | 0% | 150% | 200% | 250% | 400% | 0% | 150% | 200% | 250% | 400% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| November 2016 | 98 | 93 | 93 | 93 | 93 | 98 | 98 | 98 | 98 | 98 | 103 | 103 | 103 | 103 | 103 |
| November 2017 | 95 | 80 | 80 | 80 | 80 | 96 | 96 | 96 | 96 | 96 | 106 | 106 | 106 | 106 | 106 |
| November 2018 | 92 | 66 | 66 | 66 | 55 | 94 | 94 | 94 | 94 | 94 | 109 | 109 | 109 | 109 | 109 |
| November 2019 | 89 | 53 | 53 | 53 | 34 | 92 | 92 | 92 | 92 | 92 | 113 | 113 | 113 | 113 | 113 |
| November 2020 | 86 | 41 | 41 | 41 | 18 | 89 | 89 | 89 | 89 | 89 | 116 | 116 | 116 | 116 | 116 |
| November 2021 | 83 | 30 | 30 | 30 | 6 | 87 | 87 | 87 | 87 | 87 | 120 | 120 | 120 | 120 | 120 |
| November 2022 | 80 | 21 | 21 | 21 | 0 | 84 | 84 | 84 | 84 | 66 | 123 | 123 | 123 | 123 | 123 |
| November 2023 | 77 | 12 | 12 | 12 | 0 | 82 | 82 | 82 | 82 | 25 | 127 | 127 | 127 | 127 | 127 |
| November 2024 | 73 | 5 | 5 | 5 | 0 | 79 | 79 | 79 | 79 | 0 | 131 | 131 | 131 | 131 | 121 |
| November 2025 | 70 | 0 | 0 | 0 | 0 | 77 | 71 | 71 | 71 | 0 | 135 | 135 | 135 | 135 | 89 |
| November 2026 | 66 | 0 | 0 | 0 | 0 | 74 | 39 | 39 | 39 | 0 | 139 | 139 | 139 | 139 | 65 |
| November 2027 | 62 | 0 | 0 | 0 | 0 | 71 | 12 | 12 | 12 | 0 | 143 | 143 | 143 | 143 | 48 |
| November 2028 | 57 | 0 | 0 | 0 | 0 | 68 | 0 | 0 | 0 | 0 | 148 | 132 | 132 | 132 | 35 |
| November 2029 | 53 | 0 | 0 | 0 | 0 | 65 | 0 | 0 | 0 | 0 | 152 | 107 | 107 | 107 | 25 |
| November 2030 | 48 | 0 | 0 | 0 | 0 | 62 | 0 | 0 | 0 | 0 | 157 | 86 | 86 | 86 | 18 |
| November 2031 | 44 | 0 | 0 | 0 | 0 | 59 | 0 | 0 | 0 | 0 | 162 | 69 | 69 | 69 | 13 |
| November 2032 | 38 | 0 | 0 | 0 | 0 | 56 | 0 | 0 | 0 | 0 | 166 | 56 | 56 | 56 | 9 |
| November 2033 | 33 | 0 | 0 | 0 | 0 | 52 | 0 | 0 | 0 | 0 | 171 | 44 | 44 | 44 | 7 |
| November 2034 | 28 | 0 | 0 | 0 | 0 | 49 | 0 | 0 | 0 | 0 | 177 | 35 | 35 | 35 | 5 |
| November 2035 | 22 | 0 | 0 | 0 | 0 | 45 | 0 | 0 | 0 | 0 | 182 | 27 | 27 | 27 | 3 |
| November 2036 | 16 | 0 | 0 | 0 | 0 | 42 | 0 | 0 | 0 | 0 | 188 | 21 | 21 | 21 | 2 |
| November 2037 | 9 | 0 | 0 | 0 | 0 | 38 | 0 | 0 | 0 | 0 | 193 | 16 | 16 | 16 | 2 |
| November 2038 | 3 | 0 | 0 | 0 | 0 | 34 | 0 | 0 | 0 | 0 | 199 | 12 | 12 | 12 | 1 |
| November 2039 | 0 | 0 | 0 | 0 | 0 | 6 | 0 | 0 | 0 | 0 | 205 | 9 | 9 | 9 | 1 |
| November 2040 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 150 | 6 | 6 | 6 | 0 |
| November 2041 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 83 | 4 | 4 | 4 | 0 |
| November 2042 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 12 | 3 | 3 | 3 | 0 |
| November 2043 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 1 | 1 | 1 | 1 | 0 |
| November 2044 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2045 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years) | 13.7 | 4.5 | 4.5 | 4.5 | 3.4 | 16.5 | 9.7 | 9.7 | 9.7 | 7.0 | 25.7 | 16.8 | 16.8 | 16.8 | 11.9 |

| PSA Prepayment Assumption Rates | | | | | | | | | | |
|----------------------------------|----------|------|------|------|------|-----------------------|------|------|------|------|
| Distribution Date | Class TA | | | | | Classes TC, TE and TO | | | | |
| | 0% | 150% | 200% | 250% | 400% | 0% | 150% | 200% | 250% | 400% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| November 2016 | 100 | 100 | 92 | 84 | 84 | 100 | 100 | 100 | 100 | 35 |
| November 2017 | 100 | 100 | 76 | 52 | 19 | 100 | 100 | 100 | 100 | 0 |
| November 2018 | 100 | 100 | 58 | 17 | 0 | 100 | 100 | 100 | 100 | 0 |
| November 2019 | 100 | 100 | 44 | 0 | 0 | 100 | 100 | 100 | 79 | 0 |
| November 2020 | 100 | 100 | 35 | 0 | 0 | 100 | 100 | 100 | 36 | 0 |
| November 2021 | 100 | 100 | 29 | 0 | 0 | 100 | 100 | 100 | 11 | 0 |
| November 2022 | 100 | 100 | 26 | 0 | 0 | 100 | 100 | 100 | 1 | 0 |
| November 2023 | 100 | 99 | 24 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2024 | 100 | 96 | 22 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2025 | 100 | 91 | 18 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2026 | 100 | 84 | 14 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2027 | 100 | 76 | 10 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2028 | 100 | 67 | 6 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2029 | 100 | 58 | 1 | 0 | 0 | 100 | 100 | 100 | 0 | 0 |
| November 2030 | 100 | 49 | 0 | 0 | 0 | 100 | 100 | 91 | 0 | 0 |
| November 2031 | 100 | 40 | 0 | 0 | 0 | 100 | 100 | 80 | 0 | 0 |
| November 2032 | 100 | 32 | 0 | 0 | 0 | 100 | 100 | 70 | 0 | 0 |
| November 2033 | 100 | 24 | 0 | 0 | 0 | 100 | 100 | 60 | 0 | 0 |
| November 2034 | 100 | 16 | 0 | 0 | 0 | 100 | 100 | 51 | 0 | 0 |
| November 2035 | 100 | 8 | 0 | 0 | 0 | 100 | 100 | 43 | 0 | 0 |
| November 2036 | 100 | 2 | 0 | 0 | 0 | 100 | 100 | 36 | 0 | 0 |
| November 2037 | 100 | 0 | 0 | 0 | 0 | 100 | 87 | 29 | 0 | 0 |
| November 2038 | 100 | 0 | 0 | 0 | 0 | 100 | 71 | 23 | 0 | 0 |
| November 2039 | 100 | 0 | 0 | 0 | 0 | 100 | 57 | 18 | 0 | 0 |
| November 2040 | 100 | 0 | 0 | 0 | 0 | 100 | 44 | 14 | 0 | 0 |
| November 2041 | 100 | 0 | 0 | 0 | 0 | 100 | 32 | 10 | 0 | 0 |
| November 2042 | 100 | 0 | 0 | 0 | 0 | 100 | 22 | 7 | 0 | 0 |
| November 2043 | 61 | 0 | 0 | 0 | 0 | 100 | 13 | 4 | 0 | 0 |
| November 2044 | 13 | 0 | 0 | 0 | 0 | 100 | 4 | 1 | 0 | 0 |
| November 2045 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years) | 28.2 | 14.9 | 5.1 | 2.0 | 1.6 | 29.7 | 24.8 | 19.9 | 4.8 | 0.8 |

| Security Group 2 PSA Prepayment Assumption Rates | | | | | |
|---|------------------|------|------|------|------|
| Distribution Date | Classes A and AI | | | | |
| | 0% | 200% | 415% | 650% | 900% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 |
| November 2016 | 99 | 96 | 93 | 90 | 86 |
| November 2017 | 97 | 87 | 77 | 67 | 56 |
| November 2018 | 95 | 75 | 57 | 41 | 27 |
| November 2019 | 94 | 65 | 42 | 24 | 12 |
| November 2020 | 92 | 56 | 31 | 15 | 5 |
| November 2021 | 90 | 48 | 23 | 9 | 2 |
| November 2022 | 88 | 41 | 17 | 5 | 1 |
| November 2023 | 86 | 35 | 12 | 3 | 0 |
| November 2024 | 84 | 30 | 9 | 2 | 0 |
| November 2025 | 81 | 26 | 6 | 1 | 0 |
| November 2026 | 79 | 22 | 5 | 1 | 0 |
| November 2027 | 76 | 18 | 3 | 0 | 0 |
| November 2028 | 74 | 16 | 2 | 0 | 0 |
| November 2029 | 71 | 13 | 2 | 0 | 0 |
| November 2030 | 68 | 11 | 1 | 0 | 0 |
| November 2031 | 65 | 9 | 1 | 0 | 0 |
| November 2032 | 61 | 8 | 1 | 0 | 0 |
| November 2033 | 58 | 6 | 0 | 0 | 0 |
| November 2034 | 54 | 5 | 0 | 0 | 0 |
| November 2035 | 51 | 4 | 0 | 0 | 0 |
| November 2036 | 47 | 3 | 0 | 0 | 0 |
| November 2037 | 42 | 3 | 0 | 0 | 0 |
| November 2038 | 38 | 2 | 0 | 0 | 0 |
| November 2039 | 33 | 2 | 0 | 0 | 0 |
| November 2040 | 28 | 1 | 0 | 0 | 0 |
| November 2041 | 23 | 1 | 0 | 0 | 0 |
| November 2042 | 18 | 1 | 0 | 0 | 0 |
| November 2043 | 12 | 0 | 0 | 0 | 0 |
| November 2044 | 6 | 0 | 0 | 0 | 0 |
| November 2045 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average | | | | | |
| Life (years) | 18.6 | 7.3 | 4.4 | 3.1 | 2.4 |

| Security Group 3 PSA Prepayment Assumption Rates | | | | | |
|---|-------------------|------|------|------|------|
| Distribution Date | Classes AB and IB | | | | |
| | 0% | 200% | 415% | 650% | 900% |
| Initial Percent | 100 | 100 | 100 | 100 | 100 |
| November 2016 | 99 | 96 | 93 | 90 | 86 |
| November 2017 | 97 | 87 | 77 | 67 | 56 |
| November 2018 | 95 | 75 | 57 | 41 | 27 |
| November 2019 | 94 | 65 | 42 | 24 | 12 |
| November 2020 | 92 | 56 | 31 | 15 | 5 |
| November 2021 | 90 | 48 | 23 | 9 | 2 |
| November 2022 | 88 | 41 | 17 | 5 | 1 |
| November 2023 | 86 | 35 | 12 | 3 | 0 |
| November 2024 | 84 | 30 | 9 | 2 | 0 |
| November 2025 | 81 | 26 | 6 | 1 | 0 |
| November 2026 | 79 | 22 | 5 | 1 | 0 |
| November 2027 | 76 | 18 | 3 | 0 | 0 |
| November 2028 | 74 | 16 | 2 | 0 | 0 |
| November 2029 | 71 | 13 | 2 | 0 | 0 |
| November 2030 | 68 | 11 | 1 | 0 | 0 |
| November 2031 | 65 | 9 | 1 | 0 | 0 |
| November 2032 | 61 | 8 | 1 | 0 | 0 |
| November 2033 | 58 | 6 | 0 | 0 | 0 |
| November 2034 | 54 | 5 | 0 | 0 | 0 |
| November 2035 | 51 | 4 | 0 | 0 | 0 |
| November 2036 | 47 | 3 | 0 | 0 | 0 |
| November 2037 | 42 | 3 | 0 | 0 | 0 |
| November 2038 | 38 | 2 | 0 | 0 | 0 |
| November 2039 | 33 | 2 | 0 | 0 | 0 |
| November 2040 | 28 | 1 | 0 | 0 | 0 |
| November 2041 | 23 | 1 | 0 | 0 | 0 |
| November 2042 | 18 | 1 | 0 | 0 | 0 |
| November 2043 | 12 | 0 | 0 | 0 | 0 |
| November 2044 | 6 | 0 | 0 | 0 | 0 |
| November 2045 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average | | | | | |
| Life (years) | 18.6 | 7.3 | 4.4 | 3.1 | 2.4 |

| Security Group 4 PSA Prepayment Assumption Rates | | | | | | | | | | | | | | | |
|---|----------|------|------|------|------|----------|------|------|------|------|----------|------|------|------|------|
| Distribution Date | Class MZ | | | | | Class VQ | | | | | Class VU | | | | |
| | 0% | 100% | 200% | 300% | 400% | 0% | 100% | 200% | 300% | 400% | 0% | 100% | 200% | 300% | 400% |
| Initial Percent . . . | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| November 2016 . . | 103 | 103 | 103 | 103 | 103 | 92 | 92 | 92 | 92 | 92 | 100 | 100 | 100 | 100 | 100 |
| November 2017 . . | 106 | 106 | 106 | 106 | 106 | 85 | 85 | 85 | 85 | 85 | 100 | 100 | 100 | 100 | 100 |
| November 2018 . . | 109 | 109 | 109 | 109 | 109 | 77 | 77 | 77 | 77 | 77 | 100 | 100 | 100 | 100 | 100 |
| November 2019 . . | 113 | 113 | 113 | 113 | 113 | 68 | 68 | 68 | 68 | 68 | 100 | 100 | 100 | 100 | 100 |
| November 2020 . . | 116 | 116 | 116 | 116 | 116 | 60 | 60 | 60 | 60 | 60 | 100 | 100 | 100 | 100 | 100 |
| November 2021 . . | 120 | 120 | 120 | 120 | 120 | 51 | 51 | 51 | 51 | 51 | 100 | 100 | 100 | 100 | 100 |
| November 2022 . . | 123 | 123 | 123 | 123 | 123 | 42 | 42 | 42 | 42 | 42 | 100 | 100 | 100 | 100 | 100 |
| November 2023 . . | 127 | 127 | 127 | 127 | 127 | 33 | 33 | 33 | 33 | 33 | 100 | 100 | 100 | 100 | 100 |
| November 2024 . . | 131 | 131 | 131 | 131 | 131 | 23 | 23 | 23 | 23 | 23 | 100 | 100 | 100 | 100 | 100 |
| November 2025 . . | 135 | 135 | 135 | 135 | 135 | 13 | 13 | 13 | 13 | 1 | 100 | 100 | 100 | 100 | 100 |
| November 2026 . . | 139 | 139 | 139 | 139 | 134 | 3 | 3 | 3 | 3 | 0 | 100 | 100 | 100 | 100 | 0 |
| November 2027 . . | 143 | 143 | 143 | 143 | 104 | 0 | 0 | 0 | 0 | 0 | 88 | 88 | 88 | 88 | 0 |
| November 2028 . . | 148 | 148 | 148 | 148 | 77 | 0 | 0 | 0 | 0 | 0 | 69 | 69 | 69 | 49 | 0 |
| November 2029 . . | 152 | 152 | 152 | 140 | 56 | 0 | 0 | 0 | 0 | 0 | 50 | 50 | 50 | 0 | 0 |
| November 2030 . . | 157 | 157 | 157 | 116 | 40 | 0 | 0 | 0 | 0 | 0 | 30 | 30 | 9 | 0 | 0 |
| November 2031 . . | 162 | 159 | 146 | 93 | 29 | 0 | 0 | 0 | 0 | 0 | 10 | 0 | 0 | 0 | 0 |
| November 2032 . . | 164 | 145 | 127 | 72 | 21 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2033 . . | 164 | 132 | 109 | 55 | 15 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2034 . . | 164 | 97 | 89 | 42 | 10 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2035 . . | 164 | 70 | 70 | 31 | 7 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2036 . . | 164 | 54 | 54 | 23 | 5 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2037 . . | 164 | 41 | 41 | 17 | 3 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2038 . . | 164 | 31 | 31 | 12 | 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2039 . . | 159 | 22 | 22 | 8 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2040 . . | 80 | 16 | 16 | 6 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2041 . . | 10 | 10 | 10 | 3 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2042 . . | 6 | 6 | 6 | 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2043 . . | 2 | 2 | 2 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2044 . . | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| November 2045 . . | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Weighted Average Life (years) | 25.1 | 20.4 | 20.1 | 17.7 | 14.2 | 6.0 | 6.0 | 6.0 | 6.0 | 5.9 | 14.0 | 13.9 | 13.7 | 12.9 | 10.5 |

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular 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 the Group 4 Securities, the investor's own projection of payment rates on the Underlying Certificates under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates or the yield of any Class.**

Prepayments: Effect on Yields

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

- In the case of Regular Securities purchased at a premium (especially the Interest Only 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 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.

Payment Delay: Effect on Yields of the Fixed Rate Classes

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

Yield Tables

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA.

The Mortgage Loans will not prepay at any constant rate until maturity. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. **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 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 PI to Prepayments Assumed Price 10.5%*

| PSA Prepayment Assumption Rates | | | | |
|---------------------------------|-------------|-------------|-------------|-------------|
| <u>150%</u> | <u>200%</u> | <u>250%</u> | <u>369%</u> | <u>400%</u> |
| 8.6% | 8.6% | 8.6% | 0.1% | (2.5)% |

Sensitivity of Class TO to Prepayments Assumed Price 78.0%

| PSA Prepayment Assumption Rates | | | |
|---------------------------------|-------------|-------------|-------------|
| <u>150%</u> | <u>200%</u> | <u>250%</u> | <u>400%</u> |
| 1.0% | 1.3% | 5.2% | 34.0% |

SECURITY GROUP 2

Sensitivity of Class AI to Prepayments Assumed Price 11.0%*

| PSA Prepayment Assumption Rates | | | | |
|---------------------------------|-------------|-------------|-------------|-------------|
| <u>200%</u> | <u>415%</u> | <u>621%</u> | <u>650%</u> | <u>900%</u> |
| 21.2% | 10.5% | 0.0% | (1.5)% | (14.6)% |

SECURITY GROUP 3

Sensitivity of Class IB to Prepayments Assumed Price 11.25%*

| PSA Prepayment Assumption Rates | | | | |
|---------------------------------|-------------|-------------|-------------|-------------|
| <u>200%</u> | <u>415%</u> | <u>603%</u> | <u>650%</u> | <u>900%</u> |
| 20.4% | 9.7% | 0.0% | (2.4)% | (15.6)% |

* 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.

REMIC Elections

In the opinion of K&L Gates 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 Principal Only, 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 is 200% PSA in the case of the Group 1 and Group 4 Securities and 415% PSA in the case of the Group 2 and Group 3 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur. 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.

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

Tax Audit Procedures

The Bipartisan Budget Act of 2015, which was enacted on November 2, 2015, repeals and replaces the rules applicable to certain administrative and judicial proceedings regarding a Trust REMIC’s tax affairs, effective beginning with the 2018 taxable year. Under the new rules, a partnership, including for this purpose a REMIC, appoints one person to act as its sole representative in connection with IRS audits and related procedures. In the case of a REMIC, the representative’s actions, including the representative’s agreeing to adjustments to taxable income, will bind Residual Holders to a greater degree than would actions of the tax matters person (“TMP”) under current rules. See “*Certain United States Federal Income Tax Consequences — Reporting and Tax Administration*” in the Base Offering Circular for a discussion of the TMP. Further, an adjustment to the REMIC’s taxable income following an IRS audit may have to be taken into account by those holders in the year in which the adjustment is made rather than in the year to which the adjustment relates and otherwise may have to be taken into account in different and potentially less advantageous ways than under current rules. In some cases, a REMIC could itself be liable for taxes on income adjustments, although it is anticipated that each Trust REMIC will seek to follow procedures in the new rules to avoid entity-level liability to the extent it otherwise may be imposed. The new rules are complex and likely will be clarified and possibly revised before going into effect. Residual Holders should discuss with their own tax advisors the possible effect of the new rules on them.

Foreign Account Tax Compliance Act

As discussed in the Base Offering Circular under “*Certain United States Federal Income Tax Consequences — Taxation of Foreign Holders of REMIC Securities and MX Securities — Regular Securities and MX Securities*,” FATCA and related administrative guidance impose a 30% United States withholding tax on certain payments, which include interest payments in respect of Regular Securities and gross proceeds, including the return of principal, from the sale or other disposition, including redemptions, of Regular Securities. The effective date of the withholding tax on certain payments, which include interest payments, was July 1, 2014, and the effective date of the withholding tax on gross proceeds, including the return of principal, from the sale or other disposition, including redemptions, has been extended to January 1, 2019.

Investors should consult their own tax advisors in determining the United States federal, state, local, foreign 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 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 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 November 1, 2015 on the Fixed Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

INCREASE IN SIZE

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

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by K&L Gates LLP, Charlotte, North Carolina, and Marcell Solomon & Associates PLLC, Bowie, Maryland, and for the Trustee by Aini & Associates PLLC, Brooklyn, New York.

SCHEDULED PRINCIPAL BALANCES

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| Initial Balance | \$115,930,000.00 | \$16,281,000.00 |
| December 2015 | 115,567,900.73 | 16,187,637.56 |
| January 2016 | 115,170,906.42 | 16,071,153.36 |
| February 2016 | 114,739,212.16 | 15,931,707.21 |
| March 2016 | 114,273,039.95 | 15,769,506.34 |
| April 2016 | 113,772,638.58 | 15,584,805.23 |
| May 2016 | 113,238,283.40 | 15,377,905.40 |
| June 2016 | 112,670,276.17 | 15,149,154.96 |
| July 2016 | 112,068,944.75 | 14,898,948.22 |
| August 2016 | 111,434,642.86 | 14,627,724.94 |
| September 2016 | 110,767,749.75 | 14,335,969.67 |
| October 2016 | 110,068,669.83 | 14,024,210.84 |
| November 2016 | 109,337,832.33 | 13,693,019.77 |
| December 2016 | 108,575,690.86 | 13,343,009.53 |
| January 2017 | 107,782,722.95 | 12,974,833.78 |
| February 2017 | 106,959,429.58 | 12,589,185.37 |
| March 2017 | 106,106,334.68 | 12,186,794.90 |
| April 2017 | 105,223,984.56 | 11,768,429.16 |
| May 2017 | 104,312,947.38 | 11,334,889.45 |
| June 2017 | 103,373,812.50 | 10,887,009.86 |
| July 2017 | 102,407,189.88 | 10,425,655.33 |
| August 2017 | 101,413,709.42 | 9,951,719.79 |
| September 2017 | 100,394,020.28 | 9,466,124.03 |
| October 2017 | 99,348,790.15 | 8,969,813.67 |
| November 2017 | 98,278,704.56 | 8,463,756.89 |
| December 2017 | 97,184,466.06 | 7,948,942.25 |
| January 2018 | 96,066,793.51 | 7,426,376.33 |
| February 2018 | 94,926,421.25 | 6,897,081.33 |
| March 2018 | 93,796,035.87 | 6,382,344.21 |
| April 2018 | 92,675,553.92 | 5,881,896.16 |
| May 2018 | 91,564,892.65 | 5,395,472.63 |
| June 2018 | 90,463,970.00 | 4,922,813.32 |
| July 2018 | 89,372,704.56 | 4,463,662.09 |
| August 2018 | 88,291,015.56 | 4,017,766.92 |
| September 2018 | 87,218,822.94 | 3,584,879.80 |
| October 2018 | 86,156,047.25 | 3,164,756.73 |
| November 2018 | 85,102,609.70 | 2,757,157.64 |
| December 2018 | 84,058,432.14 | 2,361,846.31 |
| January 2019 | 83,023,437.07 | 1,978,590.30 |
| February 2019 | 81,997,547.61 | 1,607,160.97 |
| March 2019 | 80,980,687.50 | 1,247,333.35 |
| April 2019 | 79,972,781.12 | 898,886.10 |
| May 2019 | 78,973,753.44 | 561,601.50 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| June 2019 | \$ 77,983,530.07 | \$ 235,265.30 |
| July 2019 | 77,002,037.22 | 0.00 |
| August 2019 | 76,029,201.68 | 0.00 |
| September 2019 | 75,064,950.86 | 0.00 |
| October 2019 | 74,109,212.76 | 0.00 |
| November 2019 | 73,161,915.96 | 0.00 |
| December 2019 | 72,222,989.62 | 0.00 |
| January 2020 | 71,292,363.49 | 0.00 |
| February 2020 | 70,369,967.89 | 0.00 |
| March 2020 | 69,455,733.69 | 0.00 |
| April 2020 | 68,549,592.36 | 0.00 |
| May 2020 | 67,651,475.90 | 0.00 |
| June 2020 | 66,761,316.88 | 0.00 |
| July 2020 | 65,879,048.41 | 0.00 |
| August 2020 | 65,004,604.15 | 0.00 |
| September 2020 | 64,137,918.31 | 0.00 |
| October 2020 | 63,278,925.64 | 0.00 |
| November 2020 | 62,427,561.39 | 0.00 |
| December 2020 | 61,583,761.39 | 0.00 |
| January 2021 | 60,747,461.95 | 0.00 |
| February 2021 | 59,918,599.93 | 0.00 |
| March 2021 | 59,097,112.70 | 0.00 |
| April 2021 | 58,282,938.12 | 0.00 |
| May 2021 | 57,476,014.59 | 0.00 |
| June 2021 | 56,676,280.99 | 0.00 |
| July 2021 | 55,883,676.72 | 0.00 |
| August 2021 | 55,098,141.66 | 0.00 |
| September 2021 | 54,319,616.19 | 0.00 |
| October 2021 | 53,548,041.18 | 0.00 |
| November 2021 | 52,783,357.96 | 0.00 |
| December 2021 | 52,025,508.38 | 0.00 |
| January 2022 | 51,274,434.74 | 0.00 |
| February 2022 | 50,530,079.81 | 0.00 |
| March 2022 | 49,792,386.85 | 0.00 |
| April 2022 | 49,061,299.57 | 0.00 |
| May 2022 | 48,336,762.13 | 0.00 |
| June 2022 | 47,618,719.18 | 0.00 |
| July 2022 | 46,907,115.79 | 0.00 |
| August 2022 | 46,201,897.49 | 0.00 |
| September 2022 | 45,503,010.28 | 0.00 |
| October 2022 | 44,810,400.56 | 0.00 |
| November 2022 | 44,124,015.21 | 0.00 |
| December 2022 | 43,443,801.53 | 0.00 |
| January 2023 | 42,769,707.24 | 0.00 |
| February 2023 | 42,101,680.50 | 0.00 |
| March 2023 | 41,439,669.91 | 0.00 |
| April 2023 | 40,783,624.46 | 0.00 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| May 2023 | \$ 40,134,399.86 | \$ 0.00 |
| June 2023 | 39,494,974.24 | 0.00 |
| July 2023 | 38,865,204.48 | 0.00 |
| August 2023 | 38,244,949.53 | 0.00 |
| September 2023 | 37,634,070.35 | 0.00 |
| October 2023 | 37,032,429.88 | 0.00 |
| November 2023 | 36,439,893.02 | 0.00 |
| December 2023 | 35,856,326.60 | 0.00 |
| January 2024 | 35,281,599.37 | 0.00 |
| February 2024 | 34,715,581.95 | 0.00 |
| March 2024 | 34,158,146.81 | 0.00 |
| April 2024 | 33,609,168.23 | 0.00 |
| May 2024 | 33,068,522.32 | 0.00 |
| June 2024 | 32,536,086.94 | 0.00 |
| July 2024 | 32,011,741.71 | 0.00 |
| August 2024 | 31,495,367.97 | 0.00 |
| September 2024 | 30,986,848.77 | 0.00 |
| October 2024 | 30,486,068.82 | 0.00 |
| November 2024 | 29,992,914.51 | 0.00 |
| December 2024 | 29,507,273.82 | 0.00 |
| January 2025 | 29,029,036.36 | 0.00 |
| February 2025 | 28,558,093.33 | 0.00 |
| March 2025 | 28,094,337.49 | 0.00 |
| April 2025 | 27,637,663.11 | 0.00 |
| May 2025 | 27,187,966.01 | 0.00 |
| June 2025 | 26,745,143.51 | 0.00 |
| July 2025 | 26,309,094.37 | 0.00 |
| August 2025 | 25,879,718.83 | 0.00 |
| September 2025 | 25,456,918.56 | 0.00 |
| October 2025 | 25,040,596.65 | 0.00 |
| November 2025 | 24,630,657.57 | 0.00 |
| December 2025 | 24,227,007.17 | 0.00 |
| January 2026 | 23,829,552.64 | 0.00 |
| February 2026 | 23,438,202.54 | 0.00 |
| March 2026 | 23,052,866.72 | 0.00 |
| April 2026 | 22,673,456.32 | 0.00 |
| May 2026 | 22,299,883.79 | 0.00 |
| June 2026 | 21,932,062.81 | 0.00 |
| July 2026 | 21,569,908.32 | 0.00 |
| August 2026 | 21,213,336.48 | 0.00 |
| September 2026 | 20,862,264.67 | 0.00 |
| October 2026 | 20,516,611.44 | 0.00 |
| November 2026 | 20,176,296.53 | 0.00 |
| December 2026 | 19,841,240.85 | 0.00 |
| January 2027 | 19,511,366.41 | 0.00 |
| February 2027 | 19,186,596.39 | 0.00 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| March 2027 | \$ 18,866,855.05 | \$ 0.00 |
| April 2027 | 18,552,067.77 | 0.00 |
| May 2027 | 18,242,160.97 | 0.00 |
| June 2027 | 17,937,062.16 | 0.00 |
| July 2027 | 17,636,699.91 | 0.00 |
| August 2027 | 17,341,003.78 | 0.00 |
| September 2027 | 17,049,904.39 | 0.00 |
| October 2027 | 16,763,333.35 | 0.00 |
| November 2027 | 16,481,223.24 | 0.00 |
| December 2027 | 16,203,507.65 | 0.00 |
| January 2028 | 15,930,121.10 | 0.00 |
| February 2028 | 15,660,999.07 | 0.00 |
| March 2028 | 15,396,077.99 | 0.00 |
| April 2028 | 15,135,295.19 | 0.00 |
| May 2028 | 14,878,588.92 | 0.00 |
| June 2028 | 14,625,898.31 | 0.00 |
| July 2028 | 14,377,163.39 | 0.00 |
| August 2028 | 14,132,325.05 | 0.00 |
| September 2028 | 13,891,325.04 | 0.00 |
| October 2028 | 13,654,105.96 | 0.00 |
| November 2028 | 13,420,611.24 | 0.00 |
| December 2028 | 13,190,785.13 | 0.00 |
| January 2029 | 12,964,572.69 | 0.00 |
| February 2029 | 12,741,919.77 | 0.00 |
| March 2029 | 12,522,773.03 | 0.00 |
| April 2029 | 12,307,079.88 | 0.00 |
| May 2029 | 12,094,788.51 | 0.00 |
| June 2029 | 11,885,847.86 | 0.00 |
| July 2029 | 11,680,207.61 | 0.00 |
| August 2029 | 11,477,818.18 | 0.00 |
| September 2029 | 11,278,630.71 | 0.00 |
| October 2029 | 11,082,597.04 | 0.00 |
| November 2029 | 10,889,669.72 | 0.00 |
| December 2029 | 10,699,802.00 | 0.00 |
| January 2030 | 10,512,947.79 | 0.00 |
| February 2030 | 10,329,061.70 | 0.00 |
| March 2030 | 10,148,098.99 | 0.00 |
| April 2030 | 9,970,015.55 | 0.00 |
| May 2030 | 9,794,767.96 | 0.00 |
| June 2030 | 9,622,313.38 | 0.00 |
| July 2030 | 9,452,609.65 | 0.00 |
| August 2030 | 9,285,615.19 | 0.00 |
| September 2030 | 9,121,289.03 | 0.00 |
| October 2030 | 8,959,590.82 | 0.00 |
| November 2030 | 8,800,480.78 | 0.00 |
| December 2030 | 8,643,919.72 | 0.00 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| January 2031 | \$ 8,489,869.02 | \$ 0.00 |
| February 2031 | 8,338,290.63 | 0.00 |
| March 2031 | 8,189,147.05 | 0.00 |
| April 2031 | 8,042,401.34 | 0.00 |
| May 2031 | 7,898,017.10 | 0.00 |
| June 2031 | 7,755,958.45 | 0.00 |
| July 2031 | 7,616,190.05 | 0.00 |
| August 2031 | 7,478,677.07 | 0.00 |
| September 2031 | 7,343,385.20 | 0.00 |
| October 2031 | 7,210,280.63 | 0.00 |
| November 2031 | 7,079,330.04 | 0.00 |
| December 2031 | 6,950,500.60 | 0.00 |
| January 2032 | 6,823,759.98 | 0.00 |
| February 2032 | 6,699,076.30 | 0.00 |
| March 2032 | 6,576,418.17 | 0.00 |
| April 2032 | 6,455,754.64 | 0.00 |
| May 2032 | 6,337,055.24 | 0.00 |
| June 2032 | 6,220,289.93 | 0.00 |
| July 2032 | 6,105,429.13 | 0.00 |
| August 2032 | 5,992,443.67 | 0.00 |
| September 2032 | 5,881,304.83 | 0.00 |
| October 2032 | 5,771,984.32 | 0.00 |
| November 2032 | 5,664,454.23 | 0.00 |
| December 2032 | 5,558,687.11 | 0.00 |
| January 2033 | 5,454,655.88 | 0.00 |
| February 2033 | 5,352,333.88 | 0.00 |
| March 2033 | 5,251,694.82 | 0.00 |
| April 2033 | 5,152,712.84 | 0.00 |
| May 2033 | 5,055,362.41 | 0.00 |
| June 2033 | 4,959,618.42 | 0.00 |
| July 2033 | 4,865,456.11 | 0.00 |
| August 2033 | 4,772,851.09 | 0.00 |
| September 2033 | 4,681,779.33 | 0.00 |
| October 2033 | 4,592,217.17 | 0.00 |
| November 2033 | 4,504,141.28 | 0.00 |
| December 2033 | 4,417,528.69 | 0.00 |
| January 2034 | 4,332,356.76 | 0.00 |
| February 2034 | 4,248,603.20 | 0.00 |
| March 2034 | 4,166,246.03 | 0.00 |
| April 2034 | 4,085,263.62 | 0.00 |
| May 2034 | 4,005,634.64 | 0.00 |
| June 2034 | 3,927,338.09 | 0.00 |
| July 2034 | 3,850,353.27 | 0.00 |
| August 2034 | 3,774,659.82 | 0.00 |
| September 2034 | 3,700,237.64 | 0.00 |
| October 2034 | 3,627,066.95 | 0.00 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| November 2034 | \$ 3,555,128.26 | \$ 0.00 |
| December 2034 | 3,484,402.38 | 0.00 |
| January 2035 | 3,414,870.41 | 0.00 |
| February 2035 | 3,346,513.69 | 0.00 |
| March 2035 | 3,279,313.90 | 0.00 |
| April 2035 | 3,213,252.94 | 0.00 |
| May 2035 | 3,148,313.02 | 0.00 |
| June 2035 | 3,084,476.59 | 0.00 |
| July 2035 | 3,021,726.36 | 0.00 |
| August 2035 | 2,960,045.33 | 0.00 |
| September 2035 | 2,899,416.72 | 0.00 |
| October 2035 | 2,839,824.01 | 0.00 |
| November 2035 | 2,781,250.94 | 0.00 |
| December 2035 | 2,723,681.48 | 0.00 |
| January 2036 | 2,667,099.84 | 0.00 |
| February 2036 | 2,611,490.48 | 0.00 |
| March 2036 | 2,556,838.08 | 0.00 |
| April 2036 | 2,503,127.56 | 0.00 |
| May 2036 | 2,450,344.05 | 0.00 |
| June 2036 | 2,398,472.92 | 0.00 |
| July 2036 | 2,347,499.76 | 0.00 |
| August 2036 | 2,297,410.35 | 0.00 |
| September 2036 | 2,248,190.72 | 0.00 |
| October 2036 | 2,199,827.09 | 0.00 |
| November 2036 | 2,152,305.89 | 0.00 |
| December 2036 | 2,105,613.76 | 0.00 |
| January 2037 | 2,059,737.52 | 0.00 |
| February 2037 | 2,014,664.23 | 0.00 |
| March 2037 | 1,970,381.10 | 0.00 |
| April 2037 | 1,926,875.56 | 0.00 |
| May 2037 | 1,884,135.23 | 0.00 |
| June 2037 | 1,842,147.90 | 0.00 |
| July 2037 | 1,800,901.56 | 0.00 |
| August 2037 | 1,760,384.37 | 0.00 |
| September 2037 | 1,720,584.69 | 0.00 |
| October 2037 | 1,681,491.02 | 0.00 |
| November 2037 | 1,643,092.07 | 0.00 |
| December 2037 | 1,605,376.70 | 0.00 |
| January 2038 | 1,568,333.95 | 0.00 |
| February 2038 | 1,531,953.01 | 0.00 |
| March 2038 | 1,496,223.26 | 0.00 |
| April 2038 | 1,461,134.22 | 0.00 |
| May 2038 | 1,426,675.57 | 0.00 |
| June 2038 | 1,392,837.16 | 0.00 |
| July 2038 | 1,359,608.98 | 0.00 |
| August 2038 | 1,326,981.18 | 0.00 |
| September 2038 | 1,294,944.07 | 0.00 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------|---|-----------------|
| October 2038 | \$ 1,263,488.08 | \$ 0.00 |
| November 2038 | 1,232,603.81 | 0.00 |
| December 2038 | 1,202,282.00 | 0.00 |
| January 2039 | 1,172,513.52 | 0.00 |
| February 2039 | 1,143,289.39 | 0.00 |
| March 2039 | 1,114,600.75 | 0.00 |
| April 2039 | 1,086,438.91 | 0.00 |
| May 2039 | 1,058,795.27 | 0.00 |
| June 2039 | 1,031,661.40 | 0.00 |
| July 2039 | 1,005,028.97 | 0.00 |
| August 2039 | 978,889.79 | 0.00 |
| September 2039 | 953,235.80 | 0.00 |
| October 2039 | 928,059.06 | 0.00 |
| November 2039 | 903,351.75 | 0.00 |
| December 2039 | 879,106.16 | 0.00 |
| January 2040 | 855,314.71 | 0.00 |
| February 2040 | 831,969.95 | 0.00 |
| March 2040 | 809,064.52 | 0.00 |
| April 2040 | 786,591.18 | 0.00 |
| May 2040 | 764,542.81 | 0.00 |
| June 2040 | 742,912.39 | 0.00 |
| July 2040 | 721,693.01 | 0.00 |
| August 2040 | 700,877.87 | 0.00 |
| September 2040 | 680,460.28 | 0.00 |
| October 2040 | 660,433.65 | 0.00 |
| November 2040 | 640,791.47 | 0.00 |
| December 2040 | 621,527.37 | 0.00 |
| January 2041 | 602,635.04 | 0.00 |
| February 2041 | 584,108.30 | 0.00 |
| March 2041 | 565,941.04 | 0.00 |
| April 2041 | 548,127.27 | 0.00 |
| May 2041 | 530,661.07 | 0.00 |
| June 2041 | 513,536.62 | 0.00 |
| July 2041 | 496,748.20 | 0.00 |
| August 2041 | 480,290.16 | 0.00 |
| September 2041 | 464,156.95 | 0.00 |
| October 2041 | 448,343.11 | 0.00 |
| November 2041 | 432,843.26 | 0.00 |
| December 2041 | 417,652.10 | 0.00 |
| January 2042 | 402,764.42 | 0.00 |
| February 2042 | 388,175.08 | 0.00 |
| March 2042 | 373,879.03 | 0.00 |
| April 2042 | 359,871.30 | 0.00 |
| May 2042 | 346,146.99 | 0.00 |
| June 2042 | 332,701.29 | 0.00 |
| July 2042 | 319,529.45 | 0.00 |
| August 2042 | 306,626.80 | 0.00 |

| <u>Distribution Date</u> | <u>Classes PB, PV and PZ (in the aggregate)</u> | <u>Class TA</u> |
|--------------------------------|---|-----------------|
| September 2042 | \$ 293,988.75 | \$ 0.00 |
| October 2042 | 281,610.77 | 0.00 |
| November 2042 | 269,488.41 | 0.00 |
| December 2042 | 257,617.28 | 0.00 |
| January 2043 | 245,993.09 | 0.00 |
| February 2043 | 234,611.56 | 0.00 |
| March 2043 | 223,468.54 | 0.00 |
| April 2043 | 212,559.91 | 0.00 |
| May 2043 | 201,881.61 | 0.00 |
| June 2043 | 191,429.66 | 0.00 |
| July 2043 | 181,200.15 | 0.00 |
| August 2043 | 171,189.22 | 0.00 |
| September 2043 | 161,393.06 | 0.00 |
| October 2043 | 151,807.93 | 0.00 |
| November 2043 | 142,430.17 | 0.00 |
| December 2043 | 133,256.15 | 0.00 |
| January 2044 | 124,282.30 | 0.00 |
| February 2044 | 115,505.13 | 0.00 |
| March 2044 | 106,921.17 | 0.00 |
| April 2044 | 98,527.04 | 0.00 |
| May 2044 | 90,319.40 | 0.00 |
| June 2044 | 82,294.95 | 0.00 |
| July 2044 | 74,450.46 | 0.00 |
| August 2044 | 66,782.75 | 0.00 |
| September 2044 | 59,288.69 | 0.00 |
| October 2044 | 51,965.18 | 0.00 |
| November 2044 | 44,809.21 | 0.00 |
| December 2044 | 37,817.77 | 0.00 |
| January 2045 | 30,987.95 | 0.00 |
| February 2045 | 24,316.84 | 0.00 |
| March 2045 | 17,801.61 | 0.00 |
| April 2045 | 11,439.45 | 0.00 |
| May 2045 | 5,227.62 | 0.00 |
| June 2045 and thereafter | 0.00 | 0.00 |

Underlying Certificates

| Trust Asset Group | Issuer | Series | Class | Issue Date | CUSIP Number | Interest Rate | Interest Type(I) | Final Distribution Date | Principal Type(I) | Original Principal Balance of Class | Underlying Certificate Factor(2) | Principal Balance in Trust | Percentage of Class in Trust | Approximate Weighted Coupon of Mortgage Loans(3) | Approximate Weighted Average Term to Maturity of Mortgage Loans (in months)(3) | Approximate Weighted Average Age of Mortgage Loans (in months)(3) | Ginnie Mae I or II |
|-------------------|------------|----------|-------|--------------------|--------------|---------------|------------------|-------------------------|-------------------|-------------------------------------|----------------------------------|----------------------------|------------------------------|--|--|---|--------------------|
| 4 | Ginnie Mae | 2015-040 | KE | March 30, 2015 | 38379LGTU4 | 3.0% | FIX | March 2045 | PAC I | \$8,085,000 | 1.00000000 | \$8,085,000 | 100.00000000000000% | 4.3600% | 342 | 12 | II |
| 4 | Ginnie Mae | 2015-046 | AC | April 30, 2015 | 38379KJY5 | 3.0 | FIX | April 2045 | PAC/AD | 9,150,000 | 1.00000000 | 9,150,000 | 100.00000000000000 | 4.319 | 346 | 11 | II |
| 4 | Ginnie Mae | 2015-080 | YK | June 30, 2015 | 38379NGP5 | 3.0 | FIX | June 2045 | PAC | 5,676,000 | 1.00000000 | 5,676,000 | 100.00000000000000 | 4.374 | 351 | 6 | II |
| 4 | Ginnie Mae | 2015-088 | EH | June 30, 2015 | 38379PL96 | 3.0 | FIX | June 2045 | PAC I | 2,755,000 | 1.00000000 | 2,755,000 | 100.00000000000000 | 4.335 | 340 | 11 | II |
| 4 | Ginnie Mae | 2015-094 | ME | July 30, 2015 | 38379MGP3 | 3.0 | FIX | July 2045 | PAC I | 8,186,000 | 1.00000000 | 8,186,000 | 100.00000000000000 | 4.355 | 341 | 14 | II |
| 4 | Ginnie Mae | 2015-124 | WP | September 30, 2015 | 38379QQJ7 | 3.0 | FIX | September 2045 | PAC I | 3,691,000 | 1.00000000 | 3,691,000 | 100.00000000000000 | 4.380 | 353 | 4 | II |

- (1) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factors are as of November 2015.
- (3) Based on information as of November 2015.

Exhibit B

Cover Pages and Terms Sheets from Underlying Certificate Disclosure Documents

\$852,655,722
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2015-040

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 (1) Ginnie Mae Certificates and (2) a certain previously issued certificate.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be March 30, 2015.

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.

| 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 | | | | | | |
| FA | \$52,000,000 | (5) | PT | FLT | 38379LGD2 | March 2045 |
| PA | 149,676,000 | 2.0% | PAC | FIX | 38379LGE0 | April 2044 |
| PE | 13,057,000 | 3.5 | PAC | FIX | 38379LGF7 | March 2045 |
| PI | 56,128,500 | 4.0 | NTL(PAC) | FIX/IO | 38379LGG5 | April 2044 |
| SA | 52,000,000 | (5) | NTL(PT) | INV/IO | 38379LGH3 | March 2045 |
| UF | 31,686,900 | (5) | SUP | FLT | 38379LGJ9 | March 2045 |
| US | 13,580,100 | (5) | SUP | INV | 38379LGK6 | March 2045 |
| Security Group 2 | | | | | | |
| HA | 22,812,000 | 3.0 | SUP | FIX | 38379LGL4 | January 2045 |
| HB | 464,000 | 3.0 | SUP | FIX | 38379LGM2 | February 2045 |
| HC | 550,000 | 3.0 | SUP | FIX | 38379LGN0 | March 2045 |
| HD | 262,000 | 3.0 | SUP | FIX | 38379LGP5 | March 2045 |
| HE | 345,000 | 3.0 | SUP | FIX | 38379LGQ3 | March 2045 |
| HG | 248,000 | 3.0 | SUP | FIX | 38379LGR1 | March 2045 |
| IO | 40,750,000 | 4.0 | NTL(PT) | FIX/IO | 38379LGS9 | March 2045 |
| KA(1) | 119,575,000 | 3.0 | PAC I | FIX | 38379LGT7 | July 2044 |
| KE | 8,085,000 | 3.0 | PAC I | FIX | 38379LGU4 | March 2045 |
| LA | 7,799,000 | 3.0 | PAC II | FIX | 38379LGV2 | December 2044 |
| LB | 262,000 | 3.0 | PAC II | FIX | 38379LGW0 | January 2045 |
| LC | 1,134,000 | 3.0 | PAC II | FIX | 38379LGX8 | February 2045 |
| LD | 356,000 | 3.0 | PAC II | FIX | 38379LGY6 | February 2045 |
| LE | 1,108,000 | 3.0 | PAC II | FIX | 38379LGZ3 | March 2045 |
| Security Group 3 | | | | | | |
| AC | 83,530,134 | 2.0 | PT | FIX | 38379LHA7 | March 2045 |
| AI | 55,686,756 | 6.0 | NTL(PT) | FIX/IO | 38379LHB5 | March 2045 |
| Security Group 4 | | | | | | |
| A(1) | 119,468,000 | 3.0 | SEQ/AD | FIX | 38379LHC3 | November 2042 |
| BS(1) | 63,518,207 | (5) | NTL(PT) | INV/IO | 38379LHD1 | March 2045 |
| FB(1) | 63,518,207 | (5) | PT | FLT | 38379LHE9 | March 2045 |
| Z(1) | 7,568,414 | 3.0 | SEQ | FIX/Z | 38379LHF6 | March 2045 |
| Security Group 5 | | | | | | |
| AP(1) | 21,343,000 | 4.5 | SC/PAC | FIX | 38379LHG4 | August 2044 |
| BF(1) | 7,868,788 | (5) | SC/SUP | FLT | 38379LHH2 | August 2044 |
| PB(1) | 569,000 | 4.5 | SC/PAC | FIX | 38379LHJ8 | August 2044 |
| SB(1) | 874,310 | (5) | SC/SUP | INV | 38379LHK5 | August 2044 |
| Security Group 6 | | | | | | |
| BA(1) | 99,538,000 | 3.5 | PAC/AD | FIX | 38379LHL3 | December 2044 |
| BE(1) | 2,530,000 | 3.5 | PAC/AD | FIX | 38379LHM1 | March 2045 |
| BI(1) | 15,614,483 | 4.0 | NTL(PT) | FIX/IO | 38379LHN9 | March 2045 |
| BZ(1) | 22,847,869 | 3.5 | SUP | FIX/Z | 38379LHP4 | March 2045 |
| Residuals | | | | | | |
| RR | 0 | 0.0 | NPR | NPR | 38379LHQ2 | March 2045 |
| R4 | 0 | 0.0 | NPR | NPR | 38379LHR0 | March 2045 |
| R6 | 0 | 0.0 | NPR | NPR | 38379LHS8 | March 2045 |

- (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 BI 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.

Barclays

Mischler Financial Group, Inc.

The date of this Offering Circular Supplement is March 23, 2015.

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: March 30, 2015

Distribution Dates: For the Group 1, 2, 3, 5 and 6 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in April 2015. For the Group 4 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in April 2015.

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 | 4.0% | 30 |
| 2 | Ginnie Mae II | 4.0% | 30 |
| 3 | Ginnie Mae II | 6.0% | 30 |
| 4 | Ginnie Mae I | 4.0% | 30 |
| 5 | Underlying Certificate | (1) | (1) |
| 6 | Ginnie Mae II | 4.0% | 30 |

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

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3, 4 and 6 Trust Assets⁽¹⁾:

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|------------------------------|--|--|---|
| Group 1 Trust Assets | | | |
| \$260,000,000 | 352 | 6 | 4.330% |
| Group 2 Trust Assets | | | |
| \$ 4,000,000 | 314 | 37 | 4.370% |
| 159,000,000 | 352 | 4 | 4.360% |
| <u>\$163,000,000</u> | | | |
| Group 3 Trust Assets | | | |
| \$83,530,134 | 262 | 89 | 6.430% |
| Group 4 Trust Assets | | | |
| \$190,554,621 | 341 | 15 | 4.500% |
| Group 6 Assets | | | |
| \$124,915,869 | 352 | 6 | 4.336% |

⁽¹⁾ As of March 1, 2015.

⁽²⁾ The Mortgage Loans underlying the Group 1, 2, 3 and 6 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3 and 6 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3, 4 and 6 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*.

Characteristics of the Mortgage Loans Underlying the Group 5 Trust Asset: See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the 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:

| Class | Interest Rate Formula(1) | Initial Interest Rate(2) | Minimum Rate | Maximum Rate | Delay (in days) | LIBOR for Minimum Interest Rate |
|--------------|-------------------------------------|---------------------------------|---------------------|---------------------|------------------------|--|
| BF | LIBOR + 0.90% | 1.05500000% | 0.90% | 5.00000000% | 0 | 0.00% |
| BS | 5.60% – LIBOR | 5.44500000% | 0.00% | 5.60000000% | 0 | 5.60% |
| FA | LIBOR + 0.40% | 0.55500000% | 0.40% | 6.00000000% | 0 | 0.00% |
| FB | LIBOR + 0.40% | 0.55500000% | 0.40% | 6.00000000% | 0 | 0.00% |
| SA | 5.60% – LIBOR | 5.44500000% | 0.00% | 5.60000000% | 0 | 5.60% |
| SB | 36.89996925% – (LIBOR x 8.99999146) | 35.50497057% | 0.00% | 36.89996925% | 0 | 4.10% |
| UF | LIBOR + 0.90% | 1.05500000% | 0.90% | 5.00000000% | 0 | 0.00% |
| US | 9.56666666% – (LIBOR x 2.33333333) | 9.20499999% | 0.00% | 9.56666666% | 0 | 4.10% |

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

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

SECURITY GROUP 1

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

1. 20% to FA, until retired
2. 80% in the following order of priority:
 - a. Sequentially, to PA and PE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Concurrently, to UF and US, pro rata, until retired
 - c. Sequentially, to PA and PE, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 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. Sequentially, to LA, LB, LC, LD and LE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to HA, HB, HC, HD, HE and HG, in that order, until retired
4. Sequentially, to LA, LB, LC, LD and LE, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

5. Sequentially, to KA and KE, in that order, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

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

- The Z Accrual Amount sequentially, to A and Z, in that order, until retired
- The Group 4 Principal Distribution Amount, concurrently, as follows:
 1. 66.666666667% sequentially, to A and Z, in that order, until retired
 2. 33.333333333% to FB, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated in the following order of priority:

1. Sequentially, to AP and PB, in that order, until reduced to its Scheduled Principal Balance for that Distribution Date
2. Concurrently, to BF and SB, pro rata, until retired
3. Sequentially, to AP and PB, in that order, without regard to its Scheduled Principal Balance, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the BZ Accrual Amount will be allocated in the following order of priority:

1. Sequentially, to BA and BE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To BZ, until retired
3. Sequentially, to BA and BE, in that order, but without regard to their Aggregate Scheduled Principal Balance, 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:

| | <u>Structuring Ranges</u> |
|--|---------------------------|
| PAC Classes | |
| AP and PB (in the aggregate) | 150% PSA through 350% PSA |
| BA and BE (in the aggregate) | 150% PSA through 300% PSA |
| PA and PE (in the aggregate) | 125% PSA through 250% PSA |
| PAC I Classes | |
| KA and KE (in the aggregate) | 125% PSA through 250% PSA |
| PAC II Classes | |
| LA, LB, LC, LD and LE (in the aggregate) | 145% PSA through 205% PSA |

Accrual Classes: Interest will accrue on each 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 Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances 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 | \$55,686,756 | 66.666666667% of AC (PT Class) |
| BI | 15,614,483 | 12.5% of the Group 6 Trust Assets |
| BS | 63,518,207 | 100% of FB (PT Class) |
| IA | 37,333,750 | 31.25% of A (SEQ/AD Class) |
| IB | 37,326,750 | 37.5% of BA (PAC/AD Class) |
| IC | 11,857,222 | 55.555555556% of AP (SC/PAC Class) |
| IK | 38,275,500 | 37.5% of BA and BE (in the aggregate) (PAC/AD Classes) |
| IO | 40,750,000 | 25% of the Group 2 Trust Assets |
| IP | 12,173,333 | 55.555555556% of AP and PB (in the aggregate) (SC/PAC Classes) |
| KI | 37,367,187 | 31.25% of KA (PAC I Class) |
| PI | 56,128,500 | 37.5% of PA (PAC Class) |
| SA | 52,000,000 | 100% of FA (PT Class) |

Tax Status: Single REMIC Series as to the Group 4 Trust Assets (the “Group 4 REMIC”) and the Group 6 Trust Assets (the “Group 6 REMIC”), and Double REMIC Series as to the Group 1, 2, 3 and 5 Trust Assets. Separate REMIC elections will be made as to the Group 4 REMIC, the Group 6 REMIC and each of the Issuing REMIC and the Pooling REMIC with respect to the Group 1, 2, 3 and 5 Trust Assets (the “Group 1, 2, 3 and 5 Issuing REMIC” and the “Group 1, 2, 3 and 5 Pooling REMIC,” respectively). See “*Certain United States Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

Regular and Residual Classes: Classes RR, R4 and R6 are Residual Classes. Class RR represents the Residual Interest of the Group 1, 2, 3 and 5 Issuing and Pooling REMICs. Class R4 represents the Residual Interest of the Group 4 REMIC. Class R6 represents the Residual Interest of the Group 6 REMIC. All other Classes of REMIC Securities are Regular Classes.

\$419,052,997

Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
Ginnie Mae REMIC Trust 2015-046**

The Securities

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

| Class of REMIC Securities | Original Principal Balance(1) | Interest Rate | Principal Type(2) | Interest Type(2) | CUSIP Number | Final Distribution Date(3) |
|---------------------------|-------------------------------|---------------|-------------------|------------------|--------------|----------------------------|
| Security Group 1 | | | | | | |
| AC | \$9,150,000 | 3.0% | PAC/AD | FIX | 38379KJY5 | April 2045 |
| AI | 12,500,000 | 4.0 | NTL(PAC/AD) | FIX/IO | 38379KJZ2 | July 2044 |
| AW | 50,000,000 | 2.0 | PAC/AD | FIX | 38379KKA5 | July 2044 |
| AY | 100,000,000 | 3.0 | PAC/AD | FIX | 38379KKB3 | July 2044 |
| FP | 63,660,000 | (4) | PAC/AD | FLT | 38379KKC1 | April 2045 |
| SP | 63,660,000 | (4) | NTL(PAC/AD) | INV/IO | 38379KKD9 | April 2045 |
| ZJ | 29,768,000 | 4.0 | SUP | FLX/Z | 38379KKE7 | April 2045 |
| Security Group 2 | | | | | | |
| AB | 145,000,000 | 2.0 | PT | FIX | 38379KKF4 | April 2045 |
| IO | 80,555,555 | 4.5 | NTL(PT) | FIX/IO | 38379KKG2 | April 2045 |
| Security Group 3 | | | | | | |
| WA | 21,474,997 | (4) | PT | WAC/DLY | 38379KKH0 | March 2042 |
| Residual | | | | | | |
| RR | 0 | 0.0 | NPR | NPR | 38379KKJ6 | April 2045 |

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.

- (1) 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.
- (2) As defined under "Class Types" in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (3) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (4) See "Terms Sheet — Interest Rates" in this Supplement.

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, 2015.

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.

Morgan Stanley

Bonwick Capital Partners

The date of this Offering Circular Supplement is April 22, 2015.

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: Morgan Stanley & Co. LLC

Co-Sponsor: Bonwick Capital Partners, LLC

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: April 30, 2015

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 2015.

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 | 4.00% | 30 |
| 2 | Ginnie Mae II | 4.50% | 30 |
| 3 | Ginnie Mae II ⁽¹⁾ | (2) | 30 |

⁽¹⁾ The Group 3 Trust Assets consist of adjustable rate Ginnie Mae II MBS Certificates.

⁽²⁾ Each Ginnie Mae Certificate included in Trust Asset Group 3 has an initial fixed rate period, after which it bears interest at a Certificate Rate, adjusted annually, equal to One Year Treasury Index (“CMT”) or one-year LIBOR (“One-Year LIBOR”), as applicable (the “Index”), plus a margin (the “Certificate Margin”), subject to annual and lifetime adjustment caps and floors, which may limit whether the Certificate Rate for each Trust Asset remains at the Index plus the Certificate Margin. The annual and lifetime adjustment caps and floors for each of the Group 3 Trust Assets are set forth in Exhibit A to this Supplement. The Group 3 Trust Assets have Certificate Rates ranging from 1.625% to 4.000% as of April 1, 2015, as identified in Exhibit A. All of the initial fixed rate periods have expired. See “*The Trust Assets — The Trust MBS*” in this Supplement

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

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

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|-----------------------------|--|--|---|
| Group 1 Trust Assets | | | |
| \$252,578,000 | 355 | 5 | 4.345% |
| Group 2 Trust Assets | | | |
| \$145,000,000 | 295 | 59 | 4.930% |

⁽¹⁾ As of April 1, 2015.

⁽²⁾ The Mortgage Loans underlying the Group 1 and 2 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1 and 2 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement.*

Assumed Characteristics of the Mortgage Loans Underlying the Group 3 Trust Assets: The assumed characteristics of the Mortgage Loans underlying the Group 3 Trust Assets are identified in Exhibit A to this Supplement. There can be no assurance that the actual characteristics of the Mortgage Loans underlying the Group 3 Trust Assets will be the same as the assumed characteristics identified in Exhibit A to this Supplement. More than 10% of the Mortgage Loans underlying the Group 3 Trust Assets may be higher balance Mortgage Loans. See *“Risk Factors” in this Supplement.*

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

Increased Minimum Denomination Classes: Each Class that constitutes an Interest Only or Interest Only 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.

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> |
|--------------|--|--|---------------------|---------------------|------------------------|--|
| FP | LIBOR + 0.20% | 0.3785% | 0.20% | 6.50% | 0 | 0.00% |
| SP | 6.30% – LIBOR | 6.1215% | 0.00% | 6.30% | 0 | 6.30% |

(1) LIBOR will be established on the basis of the ICE 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.

Class WA is a Weighted Average Coupon Class. Class WA will accrue interest during each Accrual Period at a per annum Interest Rate equal to the Weighted Average Certificate Rate (“WACR”) of the Group 3 Trust Assets for that Accrual Period. The approximate initial Interest Rate for Class WA, which will be in effect for the first Accrual Period, is 2.03109%.

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 and the Accrual Amount will be allocated in the following order of priority:

1. To the PAC Classes, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 28.5714285714% to FP, until retired
 - b. 71.4285714286% in the following order of priority:
 - i. Concurrently, to AW and AY, pro rata, until retired
 - ii. To AC, until retired
2. To ZJ, until retired
3. To the PAC Classes, in the same manner and priority described in step 1. above, but without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated to AB, until retired

SECURITY GROUP 3

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

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

Structuring Range

PAC Classes

AC, AW, AY and FP (in the aggregate) 175% PSA through 275% 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 indicated:

| <u>Class</u> | <u>Original Class Notional Balance</u> | <u>Represents Approximately</u> |
|--------------|--|---------------------------------|
| AI | \$12,500,000 | 25% of AW (PAC/AD Class) |
| IO | 80,555,555 | 55.5555555556% of AB (PT Class) |
| SP | 63,660,000 | 100% of FP (PAC/AD 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.

\$1,142,659,352
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2015-080

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 (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

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-15 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 June 30, 2015.

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.

| 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 | | | | | | |
| FI(1) | \$ 7,089,817 | (5) | NTL(SC/PT) | WAC/IO | 38379NAA0 | January 2044 |
| WF | 37,673,976 | (5) | SC/PT | FLT | 38379NAB8 | January 2044 |
| Security Group 2 | | | | | | |
| FW | 16,991,958 | (5) | SC/PT | FLT | 38379NAC6 | May 2042 |
| IW(1) | 341,311 | (5) | NTL(SC/PT) | WAC/IO | 38379NAD4 | May 2042 |
| Security Group 3 | | | | | | |
| IB(1) | 1,501,917 | (5) | NTL(SC/PT) | WAC/IO | 38379NAE2 | October 2040 |
| YF | 18,130,399 | (5) | SC/PT | FLT | 38379NAF9 | October 2040 |
| Security Group 4 | | | | | | |
| FY | 36,543,336 | (5) | SC/PT | FLT | 38379NAG7 | March 2043 |
| IC(1) | 5,214,593 | (5) | NTL(SC/PT) | WAC/IO | 38379NAH5 | March 2043 |
| Security Group 5 | | | | | | |
| QF | 29,826,839 | (5) | SC/PT | FLT | 38379NAJ1 | May 2044 |
| QI(1) | 1,872,366 | (5) | NTL(SC/PT) | WAC/IO | 38379NAK8 | May 2044 |
| Security Group 6 | | | | | | |
| FQ | 27,167,529 | (5) | SC/PT | FLT | 38379NAL6 | August 2042 |
| IU(1) | 943,161 | (5) | NTL(SC/PT) | WAC/IO | 38379NAM4 | August 2042 |
| Security Group 7 | | | | | | |
| UF | 9,824,741 | (5) | SC/PT | FLT | 38379NAN2 | January 2037 |
| UI(1) | 266,553 | (5) | NTL(SC/PT) | WAC/IO | 38379NAP7 | January 2037 |
| Security Group 8 | | | | | | |
| HF | 13,786,437 | (5) | SC/PT | FLT | 38379NAQ5 | August 2039 |
| IE(1) | 2,207,697 | (5) | NTL(SC/PT) | WAC/IO | 38379NAR3 | August 2039 |
| Security Group 9 | | | | | | |
| BA | 3,436,867 | (5) | PT | WAC/DLY | 38379NAS1 | June 2045 |
| Security Group 10 | | | | | | |
| GA | 115,193,330 | 2.00% | PT | FIX | 38379NAT9 | June 2045 |
| IA | 63,996,294 | 4.50 | NTL(PT) | FIX/IO | 38379NAU6 | June 2045 |
| Security Group 11 | | | | | | |
| AF(1) | 67,553,541 | (5) | PT | FLT/WAC/DLY | 38379NAV4 | February 2043 |
| IO | 67,553,541 | (5) | NTL(PT) | WAC/IO/DLY | 38379NAW2 | February 2043 |
| TI(1) | 67,553,541 | (5) | NTL(PT) | WAC/IO/DLY | 38379NAX0 | February 2043 |
| Security Group 12 | | | | | | |
| FP | 23,950,484 | (5) | PT | FLT/WAC/DLY | 38379NAY8 | July 2044 |
| IP | 23,950,484 | (5) | NTL(PT) | WAC/IO/DLY | 38379NAZ5 | July 2044 |
| Security Group 13 | | | | | | |
| KA | 7,876,530 | 2.50 | SC/SEQ/AD | FIX | 38379NBA9 | June 2044 |
| KF | 1,969,132 | (5) | SC/SEQ/AD | FLT/DLY | 38379NBB7 | June 2044 |
| KS | 1,969,132 | (5) | NTL(SC/SEQ/AD) | INV/IO/DLY | 38379NBC5 | June 2044 |
| KZ | 1,000 | 3.00 | SC/SEQ | FIX/Z | 38379NBD3 | June 2044 |
| SK | 1,969,132 | (5) | NTL(SC/SEQ/AD) | INV/IO/DLY | 38379NBE1 | June 2044 |
| Security Group 14 | | | | | | |
| KW | 11,540,000 | 2.00 | SC/PAC | FIX | 38379NBF8 | February 2043 |
| KY | 4,110,965 | 2.00 | SC/SUP | FIX | 38379NBG6 | February 2043 |
| Security Group 15 | | | | | | |
| YI | 10,582,768 | 4.00 | NTL(SC/PT) | FIX/IO | 38379NBH4 | December 2043 |
| Security Group 16 | | | | | | |
| IK | 19,783,176 | 3.50 | NTL(SC/PT) | FIX/IO | 38379NBJ0 | November 2042 |
| Security Group 17 | | | | | | |
| IN | 881,111 | 4.50 | NTL(SC/PT) | FIX/IO | 38379NBK7 | February 2037 |
| N | 15,000,000 | 2.00 | SC/SEQ/AD | FIX | 38379NBL5 | February 2045 |
| NI | 572,611 | 5.00 | NTL(SC/PT) | FIX/IO | 38379NBM3 | May 2037 |
| NZ | 1,000 | 2.00 | SC/SEQ | FIX/Z | 38379NBN1 | February 2045 |
| Security Group 18 | | | | | | |
| JW | 10,925,884 | (5) | PT | WAC/DLY | 38379NBP6 | October 2039 |
| Security Group 19 | | | | | | |
| AW | 21,533,125 | (5) | PT | WAC/DLY | 38379NBQ4 | April 2035 |
| Security Group 20 | | | | | | |
| A | 25,000,000 | 4.00 | SEQ | FIX | 38379NBR2 | December 2043 |
| AL | 2,789,489 | 4.00 | SEQ | FIX | 38379NBS0 | June 2045 |
| Security Group 21 | | | | | | |
| FC | 11,584,785 | (5) | SC/PT | FLT | 38379NBT8 | May 2042 |
| IF(1) | 674,089 | (5) | NTL(SC/PT) | WAC/IO | 38379NBU5 | May 2042 |

(Cover continued on next page)

J.P. Morgan

Mischler Financial Group

The date of this Offering Circular Supplement is June 23, 2015.

| Class of REMIC Securities | Original Principal Balance(2) | Interest Rate | Principal Type(3) | Interest Type(3) | CUSIP Number | Final Distribution Date(4) |
|---------------------------|-------------------------------|---------------|-------------------|------------------|--------------|----------------------------|
| Security Group 22 | | | | | | |
| AI(1) | \$ 25,545,805 | 4.00% | NTL(PT) | FIX/IO | 38379NBV3 | June 2045 |
| IY(1) | 22,397,659 | 4.00 | NTL(PAC/AD) | FIX/IO | 38379NBW1 | June 2045 |
| LZ(1) | 25,185,168 | 3.50 | SUP | FIX/Z | 38379NBX9 | June 2045 |
| P(1) | 175,000,000 | 3.00 | PAC/AD | FIX | 38379NBZ7 | October 2044 |
| PZ(1) | 4,181,272 | 3.00 | PAC/AD | FIX/Z | 38379NBZ4 | June 2045 |
| Security Group 23 | | | | | | |
| BI(1) | 24,454,195 | 4.00 | NTL(PT) | FIX/IO | 38379NCA8 | June 2045 |
| EP(1) | 121,380,000 | 2.25 | PAC/AD | FIX | 38379NCB6 | June 2044 |
| EZ(1) | 4,887,198 | 2.25 | PAC | FIX/Z | 38379NCC4 | June 2045 |
| FB(1) | 11,170,023 | (5) | SUP | FLT/DLY | 38379NCD2 | June 2045 |
| PF(1) | 52,611,332 | (5) | PAC | FLT | 38379NCE0 | June 2045 |
| PS(1) | 52,611,332 | (5) | NTL(PAC) | INV/IO | 38379NCF7 | June 2045 |
| SB(1) | 5,585,012 | (5) | SUP | INV/DLY | 38379NCG5 | June 2045 |
| Security Group 24 | | | | | | |
| KJ(1) | 77,818,000 | 3.00 | PAC | FIX | 38379NCH3 | November 2041 |
| KU | 11,035,858 | 3.00 | SUP/AD | FIX | 38379NCJ9 | June 2045 |
| MF | 52,857,142 | (5) | PT | FLT | 38379NCK6 | June 2045 |
| MS | 52,857,142 | (5) | NTL(PT) | INV/IO | 38379NCL4 | June 2045 |
| MZ | 1,000 | 3.00 | SCH | FIX/Z | 38379NCM2 | June 2045 |
| UK | 13,522,000 | 3.00 | SCH/AD | FIX | 38379NCN0 | June 2045 |
| YK(1) | 5,676,000 | 3.00 | PAC | FIX | 38379NCP5 | June 2045 |
| YL(1) | 3,741,000 | 3.00 | PAC | FIX | 38379NCQ3 | November 2044 |
| YM(1) | 6,676,000 | 3.00 | PAC | FIX | 38379NCR1 | June 2044 |
| YN(1) | 5,138,000 | 3.00 | PAC | FIX | 38379NCS9 | August 2043 |
| YP(1) | 8,534,000 | 3.00 | PAC | FIX | 38379NCT7 | December 2042 |
| ZK | 1,000 | 3.00 | SUP | FIX/Z | 38379NCU4 | June 2045 |
| Security Group 25 | | | | | | |
| CN(1) | 35,175,000 | 4.00 | PAC/AD | FIX | 38379NCV2 | June 2045 |
| CZ | 10,000,000 | 4.00 | SUP | FIX/Z | 38379NCW0 | June 2045 |
| ZC | 73,000 | 4.00 | PAC/AD | FIX/Z | 38379NCX8 | June 2045 |
| Residual | | | | | | |
| RR | 0 | 0.00 | NPR | NPR | 38379NCY6 | June 2045 |

- (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 AI, BI, IK, IN, NI and YI will be reduced with the outstanding principal or notional balance of the related Trust Asset Group or Subgroup.
- (4) See "Yield, Maturity and Prepayment Considerations — Final Distribution Date" in this Supplement.
- (5) See "Terms Sheet — Interest Rates" in this Supplement.

TERMS SHEET

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

Sponsor: J.P. Morgan Securities LLC

Co-Sponsor: Mischler Financial Group, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2015

Distribution Dates: For the Group 1, 2, 3, 16 and 21 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in July 2015. For the Group 4 through 15, 17 through 20 and 22 through 25 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in July 2015.

Trust Assets:

| <u>Trust Asset Group or Subgroup ⁽²⁾</u> | <u>Trust Asset Type</u> | <u>Certificate Rate</u> | <u>Original Term To Maturity (in years)</u> |
|---|------------------------------|-------------------------|---|
| 1 | Underlying Certificates | (1) | (1) |
| 2 | Underlying Certificates | (1) | (1) |
| 3 | Underlying Certificates | (1) | (1) |
| 4 | Underlying Certificates | (1) | (1) |
| 5 | Underlying Certificates | (1) | (1) |
| 6 | Underlying Certificates | (1) | (1) |
| 7 | Underlying Certificates | (1) | (1) |
| 8 | Underlying Certificates | (1) | (1) |
| 9A | Ginnie Mae I | 6.629% ⁽³⁾ | 20 |
| 9B | Ginnie Mae I | 7.000% | 25 |
| 9C | Ginnie Mae II | 7.000% | 30 |
| 9D | Ginnie Mae I | 6.974% ⁽⁴⁾ | 30 |
| 10 | Ginnie Mae II | 4.500% | 30 |
| 11 | Ginnie Mae II ⁽⁵⁾ | (6) | 30 |
| 12 | Ginnie Mae II ⁽⁵⁾ | (6) | 30 |
| 13 | Underlying Certificate | (1) | (1) |
| 14 | Underlying Certificate | (1) | (1) |
| 15 | Underlying Certificates | (1) | (1) |
| 16 | Underlying Certificates | (1) | (1) |
| 17A | Underlying Certificate | (1) | (1) |
| 17B | Underlying Certificate | (1) | (1) |
| 17C | Underlying Certificate | (1) | (1) |
| 18 | Ginnie Mae II ⁽⁵⁾ | (6) | 30 |
| 19 | Ginnie Mae II ⁽⁵⁾ | (6) | 30 |
| 20 | Ginnie Mae II | 4.000% | 30 |
| 21 | Underlying Certificates | (1) | (1) |
| 22 | Ginnie Mae II | 4.000% | 30 |
| 23 | Ginnie Mae II | 4.000% | 30 |
| 24 | Ginnie Mae II | 4.000% | 30 |
| 25 | Ginnie Mae II | 4.000% | 30 |

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

⁽²⁾ The Group 9 and 17 Trust Assets consist of subgroups, Subgroup 9A, Subgroup 9B, Subgroup 9C and Subgroup 9D and Subgroup 17A, Subgroup 17B and Subgroup 17C, respectively (each, a "Subgroup").

⁽³⁾ The Ginnie Mae I MBS Certificates that constitute the Subgroup 9A Trust Assets have Certificate Rates ranging from 6.500% to 7.000%. The Weighted Average Certificate Rate shown for the Subgroup 9A Trust Assets represents the weighted average of the Certificate Rates of those Trust Assets, weighted on the basis of the respective principal balances of such Trust MBS as of the Closing Date.

⁽⁴⁾ The Ginnie Mae I MBS Certificates that constitute the Subgroup 9D Trust Assets have Certificate Rates ranging from 6.500% to 9.500%. The Weighted Average Certificate Rate shown for the Subgroup 9D Trust Assets represents the weighted

average of the Certificate Rates of those Trust Assets, weighted on the basis of the respective principal balances of such Trust MBS as of the Closing Date.

- (5) The Group 11, 12, 18 and 19 Trust Assets consist of adjustable rate Ginnie Mae II MBS Certificates.
- (6) Each Ginnie Mae Certificate included in Trust Asset Groups 11, 12, 18 and 19 has an initial fixed rate period, after which it bears interest at a Certificate Rate, adjusted annually, equal to One Year Treasury Index (“CMT”) plus a margin indicated on Exhibit C (each, a “Certificate Margin”), subject to annual and lifetime adjustment caps and floors, which may limit whether the Certificate Rate for each Trust Asset remains at CMT plus the applicable Certificate Margin. The annual and lifetime adjustment caps and floors for each of the Group 11, 12, 18 and 19 Trust Assets are set forth in Exhibit C to this Supplement. The Group 11 Trust Assets have Certificate Rates ranging from 1.625% to 2.500% as of June 1, 2015, as identified in Exhibit C. The Group 12 Trust Assets have Certificate Rates ranging from 1.500% to 3.500% as of June 1, 2015, as identified in Exhibit C. The Group 18 Trust Assets have Certificate Rates ranging from 1.625% to 3.000% as of June 1, 2015, as identified in Exhibit C. The Group 19 Trust Assets have Certificate Rates ranging from 1.625% to 3.500% as of June 1, 2015, as identified in Exhibit C. For the Group 11 Trust Assets, most of the initial fixed rate periods have expired. For the Group 18 and 19 Trust Assets, all of the initial fixed rate periods have expired. See “*The Trust Assets — The Trust MBS*” in this Supplement.

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. Except in the case of certain MX Classes in Groups 1 through 8, 21, 22 and 23, payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

Assumed Characteristics of the Mortgage Loans Underlying the Group 9, 10, 20, 22, 23, 24 and 25 Trust Assets⁽¹⁾:

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|---------------------------------|--|--|---|
| Subgroup 9A Trust Assets | | | |
| \$828 | 30 | 206 | 7.129% |
| Subgroup 9B Trust Assets | | | |
| \$5,980 | 79 | 203 | 7.500% |
| Subgroup 9C Trust Assets | | | |
| \$1,246,573 | 189 | 162 | 7.478% |
| Subgroup 9D Trust Assets | | | |
| \$2,183,486 | 114 | 231 | 7.474% |
| Group 10 Trust Assets | | | |
| \$115,193,330 | 299 | 56 | 4.844% |
| Group 20 Trust Assets | | | |
| \$27,789,489 | 351 | 6 | 4.347% |
| Group 22 Trust Assets | | | |
| \$204,366,440 | 352 | 6 | 4.362% |

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|--|--|--|---|
| Group 23 Trust Assets | | | |
| \$195,633,565 | 352 | 6 | 4.362% |
| Group 24 Trust Assets | | | |
| \$185,000,000 | 357 | 1 | 4.380% |
| Group 25 Trust Assets⁽³⁾ | | | |
| \$45,248,000 | 356 | 4 | 4.380% |

⁽¹⁾ As of June 1, 2015.

⁽²⁾ The Mortgage Loans underlying the Group 10, 20, 22, 23, 24 and 25 and Subgroup 9C Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

⁽³⁾ More than 10% of the Mortgage Loans underlying the Group 25 Trust Assets may be higher balance Mortgage Loans. See “Risk Factors” in this Supplement.

The actual remaining terms to maturity, loan ages and, in the case of the Group 10, 20, 22, 23, 24 and 25 and Subgroup 9A, 9C and 9D Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 9, 10, 20, 22, 23, 24 and 25 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “The Trust Assets — The Mortgage Loans” in this Supplement.

Assumed Characteristics of the Mortgage Loans Underlying the Group 11, 12, 18 and 19 Trust Assets: The assumed characteristics of the Mortgage Loans underlying the Group 11, 12, 18 and 19 Trust Assets are identified in Exhibit C to this Supplement. There can be no assurance that the actual characteristics of the Mortgage Loans underlying the Group 11, 12, 18 and 19 Trust Assets will be the same as the assumed characteristics identified in Exhibit C to this Supplement. More than 10% of the Mortgage Loans underlying the Group 11, 12, 18 and 19 Trust Assets may be higher balance Mortgage Loans. See “Risk Factors” in this Supplement.

Characteristics of the Mortgage Loans Underlying the Group 1 through 8, 13 through 17 and 21 Trust Assets: See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the 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> |
|--------------|-------------------------------------|---|-------------------------|-------------------------|----------------------------|--|
| AF | LIBOR + 0.30% | 0.48535% | 0.30% | (3) | 19 | 0.00% |
| FA | LIBOR + 0.35% | 0.53535% | 0.35% | (3) | 19 | 0.00% |
| FB | LIBOR + 0.95% | 1.13475% | 0.95% | 5.25% | 19 | 0.00% |
| FC | LIBOR + 0.40% | 0.58475% | 0.40% | 7.00% | 0 | 0.00% |
| FP | LIBOR + 0.30% | 0.48500% | 0.30% | (4) | 19 | 0.00% |
| FQ | LIBOR + 0.40% | 0.58675% | 0.40% | 7.00% | 0 | 0.00% |
| FW | LIBOR + 0.18% | 0.36475% | 0.18% | 7.00% | 0 | 0.00% |
| FY | LIBOR + 0.27% | 0.45675% | 0.27% | 6.50% | 0 | 0.00% |
| HF | LIBOR + 0.35% | 0.53675% | 0.35% | 7.50% | 0 | 0.00% |
| KF | LIBOR + 1.25% | 1.43500% | 1.25% | 5.00% | 19 | 0.00% |
| KS | 3.50% – LIBOR | 3.31500% | 0.00% | 3.50% | 19 | 3.50% |
| MF | LIBOR + 0.25% | 0.43300% | 0.25% | 6.50% | 0 | 0.00% |
| MS | 6.25% – LIBOR | 6.06700% | 0.00% | 6.25% | 0 | 6.25% |
| PF | LIBOR + 0.40% | 0.58475% | 0.40% | 6.00% | 0 | 0.00% |
| PS | 6.10% – LIBOR | 5.91525% | 0.50% | 6.10% | 0 | 5.60% |
| QF | LIBOR + 0.20% | 0.38675% | 0.20% | 7.00% | 0 | 0.00% |
| SB | 8.60% – (LIBOR x 2.00) | 8.23050% | 0.00% | 8.60% | 19 | 4.30% |
| SK | 3.75% – LIBOR | 0.25000% | 0.00% | 0.25% | 19 | 3.75% |
| UF | LIBOR + 0.10% | 0.28675% | 0.10% | 6.50% | 0 | 0.00% |
| WF | LIBOR + 0.25% | 0.43475% | 0.25% | 6.50% | 0 | 0.00% |
| YF | LIBOR + 0.43% | 0.61475% | 0.43% | 7.00% | 0 | 0.00% |

- (1) LIBOR will be established on the basis of the ICE 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.
- (3) The Maximum Rate for Classes AF and FA for any Accrual Period is the Weighted Average Certificate Rate (“WACR”) of the Group 11 Trust Assets.
- (4) The Maximum Rate for Class FP for any Accrual Period is the WACR of the Group 12 Trust Assets.

Each of Classes AW, BA, FI, HI, IB, IC, IE, IF, IH, IO, IP, IU, IW, JW, QI, TI and UI is a Weighted Average Coupon Class.

Class AW will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 19 Trust Assets for that Accrual Period.

Class BA will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 9 Trust Assets for that Accrual Period.

Class FI will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 1 Trust Assets less the Interest Rate for Class WF for that Accrual Period multiplied by (ii) 5.3138150110.

Class IB will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 3 Trust Assets less the Interest Rate for Class YF for that Accrual Period multiplied by (ii) 12.0715052829.

Class IC will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 4 Trust Assets less the Interest Rate for Class FY for that Accrual Period multiplied by (ii) 7.0078980277.

Class IE will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 8 Trust Assets less the Interest Rate for Class HF for that Accrual Period multiplied by (ii) 6.2447142882.

Class IF will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 21 Trust Assets less the Interest Rate for Class FC for that Accrual Period multiplied by (ii) 17.1858389619.

Class IO will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 11 Trust Assets less the sum of the Interest Rates for Classes AF and TI for that Accrual Period.

Class IP will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 12 Trust Assets less the Interest Rate for Class FP for that Accrual Period.

Class IU will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 6 Trust Assets less the Interest Rate for Class FQ for that Accrual Period multiplied by (ii) 28.8047629196.

Class IW will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 2 Trust Assets less the Interest Rate for Class FW for that Accrual Period multiplied by (ii) 49.7843843298.

Class JW will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 18 Trust Assets for that Accrual Period.

Class QI will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 5 Trust Assets less the Interest Rate for Class QF for that Accrual Period multiplied by (ii) 15.9300259671.

Class TI will accrue interest during each Accrual Period at a per annum Interest Rate equal to the lesser of (i) the WACR of the Group 11 Trust Assets less the Interest Rate for Class AF for that Accrual Period and (ii) 0.05%.

Class UI will accrue interest during each Accrual Period at a per annum Interest Rate equal to (i) the WACR of the Group 7 Trust Assets less the Interest Rate for Class UF for that Accrual Period multiplied by (ii) 36.8584896812.

Each of Classes HI and IH will accrue interest during each Accrual Period at an equivalent annualized rate derived by aggregating the accrued interest on its related REMIC Classes for such Accrual Period expressed as a percentage of its outstanding notional balance for such accrual period.

The approximate initial Interest Rate for each Weighted Average Coupon Class, which will be in effect for the first Accrual Period, is as follows:

| <u>Class</u> | <u>Approximate Initial Interest Rate</u> |
|--------------|--|
| AW | 1.62874% |
| BA | 6.98339% |
| FI | 1.00000% |
| HI | 1.00000% |
| IB | 1.00000% |
| IC | 1.00000% |
| IE | 1.00000% |
| IF | 1.00000% |
| IH | 1.00000% |
| IO | 1.36643% |
| IP | 1.84187% |
| IU | 1.00000% |
| IW | 1.00000% |
| JW | 1.65994% |
| QI | 1.00000% |
| TI | 0.05000% |
| UI | 1.00000% |

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated to WF, until retired

SECURITY GROUP 2

The Group 2 Principal Distribution Amount will be allocated to FW, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

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

SECURITY GROUP 5

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated to FQ, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated to UF, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated to HF, until retired

SECURITY GROUP 9

The Group 9 Principal Distribution Amount will be allocated to BA, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount will be allocated to GA, until retired

SECURITY GROUP 11

The Group 11 Principal Distribution Amount will be allocated to AF, until retired

SECURITY GROUP 12

The Group 12 Principal Distribution Amount will be allocated to FP, until retired

SECURITY GROUP 13

The Group 13 Principal Distribution Amount and the KZ Accrual Amount will be allocated in the following order of priority:

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

SECURITY GROUP 14

The Group 14 Principal Distribution Amount will be allocated in the following order of priority:

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

SECURITY GROUP 17

The Group 17 Principal Distribution Amount and the NZ Accrual Amount will be allocated, sequentially, to N and NZ, in that order, until retired

SECURITY GROUP 18

The Group 18 Principal Distribution Amount will be allocated to JW, until retired

SECURITY GROUP 19

The Group 19 Principal Distribution Amount will be allocated to AW, until retired

SECURITY GROUP 20

The Group 20 Principal Distribution Amount will be allocated, sequentially, to A and AL, in that order, until retired

SECURITY GROUP 21

The Group 21 Principal Distribution Amount will be allocated to FC, until retired

SECURITY GROUP 22

The Group 22 Principal Distribution Amount, the LZ Accrual Amount and the PZ Accrual Amount will be allocated as follows:

- The PZ Accrual Amount, sequentially, to P and PZ, in that order, until retired
- The Group 22 Principal Distribution Amount and the LZ Accrual Amount in the following order of priority:
 1. Sequentially, to P and PZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To LZ, until retired
 3. Sequentially, to P and PZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 23

The Group 23 Principal Distribution Amount and the EZ Accrual Amount will be allocated as follows:

- The EZ Accrual Amount, sequentially, to EP and EZ, in that order, until retired
- The Group 23 Principal Distribution Amount in the following order of priority:
 1. To EP, EZ and PF, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, concurrently, as follows:
 - a. 29.4117645086% to PF, until retired
 - b. 70.5882354914% sequentially, to EP and EZ, in that order, until retired
 2. Concurrently, to FB and SB, pro rata, until retired
 3. To EP, EZ and PF, in the same manner and priority described in step 1 above, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 24

The Group 24 Principal Distribution Amount, the MZ Accrual Amount and the ZK Accrual Amount will be allocated as follows:

- The MZ Accrual Amount, sequentially, to UK and MZ, in that order, until retired

- The ZK Accrual Amount, sequentially, to KU and ZK, in that order, until retired
- The Group 24 Principal Distribution Amount, concurrently, as follows:
 1. 28.5714281081% to MF, until retired
 2. 71.4285718919% in the following order of priority:
 - a. Sequentially, to KJ, YP, YN, YM, YL and YK, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Sequentially, to UK and MZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - c. Sequentially, to KU and ZK, in that order, until retired
 - d. Sequentially, to UK and MZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. Sequentially, to KJ, YP, YN, YM, YL and YK, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 25

The Group 25 Principal Distribution Amount, the CZ Accrual Amount and the ZC Accrual Amount will be allocated as follows:

- The ZC Accrual Amount, sequentially, to CN and ZC, in that order, until retired
- The Group 25 Principal Distribution Amount and the CZ Accrual Amount in the following order of priority:
 1. Sequentially, to CN and ZC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To CZ, until retired
 3. Sequentially, to CN and ZC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

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

| | <u>Structuring Ranges</u> |
|--|---------------------------|
| PAC Classes | |
| CN and ZC (in the aggregate) | 305% PSA through 600% PSA |
| EP, EZ and PF (in the aggregate) | 235% PSA through 300% PSA |
| KJ, YK, YL, YM, YN and YP (in the aggregate) | 120% PSA through 220% PSA |
| KW | 200% PSA through 400% PSA |
| P and PZ (in the aggregate) | 155% PSA through 250% PSA |
| Scheduled Classes | |
| MZ and UK (in the aggregate) | 170% PSA through 220% PSA |

Accrual Classes: Interest will accrue on each 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 Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

Notional Classes: The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balances or the outstanding principal or notional balance of the related Trust Asset Group, Groups or Subgroup indicated:

| Class | Original Class Notional Balance | Represents Approximately |
|----------|------------------------------------|---|
| AI | \$25,545,805 | 12.5% of the Group 22 Trust Assets |
| BI | 24,454,195 | 12.5% of the Group 23 Trust Assets |
| CI | 21,984,375 | 62.5% of CN (PAC/AD Class) |
| DI | 38,215,125 | 37.5% of KJ, YL, YM, YN and YP (in the aggregate) (PAC Classes) |
| FI | 7,089,817 | 18.8188711486% of WF (SC/PT Class) |
| GI | \$25,545,805 | 12.5% of the Group 22 Trust Assets |
| | 24,454,195 | 12.5% of the Group 23 Trust Assets |
| | <u>\$50,000,000</u> | |
| HI | \$ 7,089,817 | 18.8188711486% of WF (SC/PT Class) |
| | 341,311 | 2.0086619800% of FW (SC/PT Class) |
| | 1,501,917 | 8.2839710257% of YF (SC/PT Class) |
| | 674,089 | 5.8187441545% of FC (SC/PT Class) |
| | <u>\$ 9,607,134</u> | |
| IA | \$63,996,294 | 55.555555556% of GA (PT Class) |
| IB | 1,501,917 | 8.2839710257% of YF (SC/PT Class) |
| IC | 5,214,593 | 14.2696140276% of FY (SC/PT Class) |
| ID | 40,343,625 | 37.5% of KJ, YK, YL, YM, YN and YP (in the aggregate) (PAC Classes) |
| IE | 2,207,697 | 16.0135428755% of HF (SC/PT Class) |
| IF | 674,089 | 5.8187441545% of FC (SC/PT Class) |
| IH | \$ 5,214,593 | 14.2696140276% of FY (SC/PT Class) |
| | 1,872,366 | 6.2774536718% of QF (SC/PT Class) |
| | 943,161 | 3.4716480840% of FQ (SC/PT Class) |
| | 266,553 | 2.7130791539% of UF (SC/PT Class) |
| | 2,207,697 | 16.0135428755% of HF (SC/PT Class) |
| | <u>\$10,504,370</u> | |
| IK | \$19,783,176 | 100% of the Group 16 Trust Assets |
| IM | 34,308,750 | 37.5% of KJ, YN and YP (in the aggregate) (PAC Classes) |
| IN | 881,111 | 55.555555556% of the Subgroup 17C Trust Assets |
| IO | 67,553,541 | 100% of AF (PT Class) |
| IP | 23,950,484 | 100% of FP (PT Class) |
| IU | 943,161 | 3.4716480840% of FQ (SC/PT Class) |
| IW | 341,311 | 2.0086619800% of FW (SC/PT Class) |
| IY | 22,397,659 | 12.5% of P and PZ (in the aggregate) (PAC/AD Classes) |
| KI | 29,181,750 | 37.5% of KJ (PAC Class) |

| Class | Original Class Notional Balance | Represents Approximately |
|--------------|--|---|
| KS | \$ 1,969,132 | 100% of KF (SC/SEQ/AD Class) |
| MI | 32,382,000 | 37.5% of KJ and YP (in the aggregate) (PAC Classes) |
| MS | 52,857,142 | 100% of MF (PT Class) |
| NI | 572,611 | 20% of the Subgroup 17B Trust Assets |
| PI | 43,750,000 | 25% of P (PAC/AD Class) |
| PS | 52,611,332 | 100% of PF (PAC Class) |
| QI | 1,872,366 | 6.2774536718% of QF (SC/PT Class) |
| SK | 1,969,132 | 100% of KF (SC/SEQ/AD Class) |
| TI | 67,553,541 | 100% of AF (PT Class) |
| UI | 266,553 | 2.7130791539% of UF (SC/PT Class) |
| WI | 36,812,250 | 37.5% of KJ, YM, YN and YP (in the aggregate) (PAC Classes) |
| YI | 10,582,768 | 100% of the Group 15 Trust Assets |

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.

\$641,649,069
Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**

Ginnie Mae REMIC Trust 2015-088

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 | | | | | | |
| GA | \$ 66,666,667 | 2.0% | SEQ | FIX | 38379PL47 | June 2040 |
| GE | 200,000,000 | 4.0 | SEQ | FIX | 38379PL54 | June 2040 |
| GM | 106,293,707 | 3.5 | SEQ | FIX | 38379PL62 | June 2045 |
| Security Group 2 | | | | | | |
| EF | 27,746,194 | (5) | PT | FLT | 38379PL70 | June 2045 |
| EG(1) | 52,351,000 | 3.0 | PAC I | FIX | 38379PL88 | November 2044 |
| EH | 2,755,000 | 3.0 | PAC I | FIX | 38379PL96 | June 2045 |
| ES | 27,746,194 | (5) | NTL(PT) | INV/IO | 38379PM20 | June 2045 |
| WA | 6,430,771 | 3.0 | SUP/AD | FIX | 38379PM38 | June 2045 |
| WD | 7,822,000 | 3.0 | PAC II | FIX | 38379PM46 | June 2045 |
| WZ | 6,715 | 3.0 | SUP | FIX/Z | 38379PM53 | June 2045 |
| Security Group 3 | | | | | | |
| GB(1) | 33,475,000 | 2.5 | SEQ | FIX | 38379PM61 | July 2039 |
| GD(1) | 4,525,000 | 2.5 | SEQ | FIX | 38379PM79 | May 2041 |
| GH | 76,000,000 | 4.0 | SEQ | FIX | 38379PM87 | May 2041 |
| GW | 36,000,000 | 3.5 | SEQ | FIX | 38379PM95 | June 2045 |
| Security Group 4 | | | | | | |
| HA | 19,411,000 | 4.0 | SEQ | FIX | 38379PN29 | December 2043 |
| HW | 2,166,015 | 4.0 | SEQ | FIX | 38379PN37 | June 2045 |
| Residual | | | | | | |
| R | 0 | 0.0 | NPR | NPR | 38379PN45 | June 2045 |

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

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 June 30, 2015.

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.

Wells Fargo Securities

Duncan-Williams, Inc.

The date of this Offering Circular Supplement is June 23, 2015.

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: Wells Fargo Securities, LLC

Co-Sponsor: Duncan-Williams, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: June 30, 2015

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 July 2015.

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 | 3.5% | 30 |
| 2 | Ginnie Mae II | 4.0% | 30 |
| 3 | Ginnie Mae II | 3.5% | 30 |
| 4 | Ginnie Mae II | 4.0% | 30 |

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 Assets⁽¹⁾:

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|--|--|--|---|
| Group 1 Trust Assets \$372,960,374 | 357 | 1 | 3.877% |
| Group 2 Trust Assets \$97,111,680 | 346 | 6 | 4.335% |
| Group 3 Trust Assets \$150,000,000 | 357 | 1 | 3.877% |
| Group 4 Trust Assets \$21,577,015 | 351 | 6 | 4.347% |

⁽¹⁾ As of June 1, 2015.

⁽²⁾ The Mortgage Loans underlying the Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

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

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

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

Increased Minimum Denomination Classes: Each Class that constitutes an Interest Only 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> |
|--------------|-------------------------------------|---|-------------------------|-------------------------|----------------------------|--|
| EF | LIBOR + 0.25% | 0.4355% | 0.25% | 6.50% | 0 | 0.00% |
| ES | 6.25% – LIBOR | 6.0645% | 0.00% | 6.25% | 0 | 6.25% |

- (1) LIBOR will be established on the basis of the ICE 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. Concurrently, to GA and GE, pro rata, until retired
2. To GM, until retired

SECURITY GROUP 2

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

- The Accrual Amount, sequentially, to WA and WZ, in that order, until retired
- The Group 2 Principal Distribution Amount, concurrently, as follows:
 1. 28.5714282772% to EF, until retired

2. 71.4285717228% in the following order of priority:
 - a. Sequentially, to EG and EH, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. To WD, until reduced to its Scheduled Principal Balance for that Distribution Date
 - c. Sequentially, to WA and WZ, in that order, until retired
 - d. To WD, without regard to its Scheduled Principal Balance, until retired
 - e. Sequentially, to EG and EH, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently, as follows:
 - a. 33.3333333333% sequentially, to GB and GD, in that order, until retired
 - b. 66.6666666667% to GH, until retired
2. To GW, until retired

SECURITY GROUP 4

The Group 4 Principal Distribution Amount will be allocated, sequentially, to HA and HW, in that order, until retired

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

| | <u>Structuring Ranges</u> |
|--|---------------------------|
| PAC I Classes | |
| EG and EH (in the aggregate) | 130% PSA through 250% PSA |
| PAC II Class | |
| WD | 190% 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 indicated:

| <u>Class</u> | <u>Original Class Notional Balance</u> | <u>Represents Approximately</u> |
|--------------|--|---------------------------------|
| EI | \$13,087,750 | 25% of EG (PAC I Class) |
| ES | 27,746,194 | 100% of EF (PT Class) |

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

Regular and Residual Classes: Class R is a Residual Class and represents the Residual Interest of the Trust REMIC. All other Classes of REMIC Securities are Regular Classes.

\$1,044,358,467
Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities**

Ginnie Mae REMIC Trust 2015-094

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 (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

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-10 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 July 30, 2015.

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 “exempt securities” under the Securities Exchange Act of 1934.

| 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 | | | | | | |
| IO | \$ 32,302,921 | 4.00% | NTL(PT) | FIX/IO | 38379MGK4 | July 2045 |
| MA(1) | 84,642,000 | 3.00 | PAC I | FIX | 38379MGL2 | March 2043 |
| MB(1) | 6,164,000 | 3.00 | PAC I | FIX | 38379MGM0 | January 2044 |
| MC(1) | 5,096,000 | 3.00 | PAC I | FIX | 38379MGN8 | August 2044 |
| ME(1) | 8,186,000 | 3.00 | PAC I | FIX | 38379MGP3 | July 2045 |
| UA | 15,680,000 | 3.00 | SUP | FIX | 38379MGQ1 | June 2045 |
| UB | 393,000 | 3.00 | SUP | FIX | 38379MGR9 | June 2045 |
| UC | 328,000 | 3.00 | SUP | FIX | 38379MGS7 | July 2045 |
| UD | 423,687 | 3.00 | SUP | FIX | 38379MGT5 | July 2045 |
| YA | 6,543,000 | 3.00 | PAC II | FIX | 38379MGU2 | May 2045 |
| YB | 458,000 | 3.00 | PAC II | FIX | 38379MGV0 | June 2045 |
| YC | 236,000 | 3.00 | PAC II | FIX | 38379MGW8 | June 2045 |
| YD | 1,062,000 | 3.00 | PAC II | FIX | 38379MGX6 | July 2045 |
| Security Group 2 | | | | | | |
| WA | 4,506,938 | 4.00 | PT | FIX | 38379MGY4 | July 2045 |
| WF | 16,824,658 | (5) | PT | FLT/DLY | 38379MGZ1 | July 2045 |
| WI | 16,824,658 | (5) | NTL(PT) | INV/IO/DLY | 38379MHA5 | July 2045 |
| WS | 16,824,658 | (5) | NTL(PT) | INV/IO/DLY | 38379MHB3 | July 2045 |
| Security Group 3 | | | | | | |
| PA | 52,576,000 | 3.50 | PAC/AD | FIX | 38379MHC1 | January 2044 |
| PE | 6,696,000 | 3.50 | PAC/AD | FIX | 38379MHD9 | July 2045 |
| UZ | 12,728,000 | 3.50 | SUP | FIX/Z | 38379MHE7 | July 2045 |
| Security Group 4 | | | | | | |
| AI | 4,356,250 | 4.00 | NTL(SEQ) | FIX/IO | 38379MHF4 | December 2041 |
| FA | 53,820,000 | (5) | PT | FLT | 38379MHG2 | July 2045 |
| GB | 69,700,000 | 2.25 | SEQ | FIX | 38379MHH0 | December 2041 |
| HA | 20,000,000 | 2.50 | SEQ | FIX | 38379MHJ6 | July 2045 |
| SA | 53,820,000 | (5) | NTL(PT) | INV/IO | 38379MHK3 | July 2045 |
| Security Group 5 | | | | | | |
| AT | 104,261,185 | 2.25 | PT | FIX | 38379MHL1 | July 2045 |
| IA | 57,343,651 | 5.00 | NTL(PT) | FIX/IO | 38379MHM9 | July 2045 |
| Security Group 6 | | | | | | |
| BI | 56,650,000 | 5.00 | NTL(PT) | FIX/IO | 38379MHN7 | July 2045 |
| BT | 103,000,000 | 2.25 | PT | FIX | 38379MHP2 | July 2045 |
| Security Group 7 | | | | | | |
| KA(1) | 86,170,000 | 3.50 | PAC/AD | FIX | 38379MHQ0 | August 2044 |
| KE(1) | 6,928,000 | 3.50 | PAC/AD | FIX | 38379MHR8 | July 2045 |
| KZ | 19,902,000 | 3.50 | SUP | FIX/Z | 38379MHS6 | July 2045 |
| Security Group 8 | | | | | | |
| EA | 32,856,470 | 2.00 | PT | FIX | 38379MHT4 | July 2045 |
| EI | 20,908,662 | 5.50 | NTL(PT) | FIX/IO | 38379MHU1 | July 2045 |
| Security Group 9 | | | | | | |
| NI | 28,146,024 | 4.00 | NTL(SC/PT) | FIX/IO | 38379MHV9 | December 2041 |
| Security Group 10 | | | | | | |
| CA(1) | 96,248,000 | 3.50 | PAC/AD | FIX | 38379MHW7 | February 2045 |
| CE(1) | 3,631,000 | 3.50 | PAC/AD | FIX | 38379MHX5 | July 2045 |
| CI(1) | 14,548,999 | 4.00 | NTL(PT) | FIX/IO | 38379MHY3 | July 2045 |
| CZ(1) | 16,512,995 | 3.50 | SUP | FIX/Z | 38379MHZ0 | July 2045 |
| Security Group 11 | | | | | | |
| DA(1) | 57,439,000 | 3.50 | PAC/AD | FIX | 38379MJA3 | August 2044 |
| DB(1) | 3,475,000 | 3.50 | PAC/AD | FIX | 38379MJB1 | April 2045 |
| DC(1) | 1,368,000 | 3.50 | PAC/AD | FIX | 38379MJC9 | July 2045 |
| DF(1) | 18,757,106 | (5) | PT | FLT | 38379MJD7 | July 2045 |
| DS(1) | 18,757,106 | (5) | NTL(PT) | INV/IO | 38379MJE5 | July 2045 |
| DZ(1) | 12,746,428 | 3.50 | SUP | FIX/Z | 38379MJF2 | July 2045 |
| Security Group 12 | | | | | | |
| AE(1) | 78,400,000 | 3.50 | SEQ | FIX | 38379MJG0 | November 2039 |
| EV(1) | 11,873,000 | 3.50 | SEQ/AD | FIX | 38379MJH8 | October 2026 |
| EZ(1) | 24,727,000 | 3.50 | SEQ | FIX/Z | 38379MJJ4 | July 2045 |
| Residuals | | | | | | |
| RR | 0 | 0.00 | NPR | NPR | 38379MJK1 | July 2045 |
| R9 | 0 | 0.00 | NPR | NPR | 38379MJL9 | December 2041 |
| R10 | 0 | 0.00 | NPR | NPR | 38379MJM7 | July 2045 |
| R11 | 0 | 0.00 | NPR | NPR | 38379MJN5 | July 2045 |
| R12 | 0 | 0.00 | NPR | NPR | 38379MJP0 | July 2045 |

- (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 the 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 CI, IO and NI will be reduced with the outstanding principal or notional 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.

Barclays

Mischler Financial Group, Inc.

The date of this Offering Circular Supplement is July 23, 2015.

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: July 30, 2015

Distribution Dates: For the Group 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in August 2015. For the Group 1 through 4 and 6 through 12 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in August 2015.

Trust Assets:

| Trust Asset Group or Subgroup ⁽²⁾ | Trust Asset Type | Certificate Rate | Original Term To Maturity (in years) |
|--|-------------------------|------------------|--|
| 1 | Ginnie Mae II | 4.0% | 30 |
| 2A | Ginnie Mae II | 5.5% | 30 |
| 2B | Ginnie Mae II | 6.0% | 30 |
| 2C | Ginnie Mae II | 6.5% | 30 |
| 3 | Ginnie Mae II | 3.5% | 30 |
| 4 | Ginnie Mae II | 4.0% | 30 |
| 5 | Ginnie Mae I | 5.0% | 30 |
| 6 | Ginnie Mae II | 5.0% | 30 |
| 7 | Ginnie Mae II | 3.5% | 30 |
| 8 | Ginnie Mae II | 5.5% | 30 |
| 9 | Underlying Certificates | (1) | (1) |
| 10 | Ginnie Mae II | 4.0% | 30 |
| 11 | Ginnie Mae II | 4.0% | 30 |
| 12 | Ginnie Mae II | 3.5% | 30 |

(1) Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement, except in the case of Ginnie Mae 2015-094 Class AI for which this Supplement is the Underlying Certificate Disclosure Document.

(2) The Group 2 Trust Assets consist of subgroups, Subgroup 2A, Subgroup 2B and Subgroup 2C (each, a “Subgroup”).

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 Group 1 through 8 and 10 through 12 Trust Assets⁽¹⁾:

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|---|--|--|---|
| Group 1 Trust Assets | | | |
| \$129,211,687 | 346 | 10 | 4.350% |
| Subgroup 2A Trust Assets | | | |
| \$7,742,771 | 230 | 126 | 5.966% |
| Subgroup 2B Trust Assets | | | |
| \$7,049,144 | 256 | 91 | 6.456% |
| Subgroup 2C Trust Assets | | | |
| \$6,539,681 | 251 | 101 | 6.857% |
| Group 3 Trust Assets⁽³⁾ | | | |
| \$33,000,000 | 360 | 0 | 3.888% |
| 39,000,000 | 355 | 4 | 3.871% |
| <u>\$72,000,000</u> | | | |
| Group 4 Trust Assets | | | |
| \$ 20,520,000 | 318 | 35 | 4.280% |
| 123,000,000 | 350 | 6 | 4.350% |
| <u>\$143,520,000</u> | | | |
| Group 5 Trust Assets | | | |
| \$104,261,185 | 284 | 70 | 5.500% |
| Group 6 Trust Assets | | | |
| \$103,000,000 | 286 | 68 | 5.330% |
| Group 7 Trust Assets⁽³⁾ | | | |
| \$113,000,000 | 359 | 1 | 3.880% |
| Group 8 Trust Assets | | | |
| \$32,856,470 | 245 | 104 | 5.591% |
| Group 10 Trust Assets | | | |
| \$116,391,995 | 333 | 24 | 4.360% |
| Group 11 Trust Assets | | | |
| \$93,785,534 | 354 | 4 | 4.371% |
| Group 12 Trust Assets | | | |
| \$115,000,000 | 353 | 3 | 3.900% |

⁽¹⁾ As of July 1, 2015.

⁽²⁾ The Mortgage Loans underlying the Group 1, 2, 3, 4, 6, 7, 8, 10, 11 and 12 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

⁽³⁾ More than 10% of the Mortgage Loans underlying the Group 3 and 7 Trust Assets may be higher balance Mortgage Loans. See “Risk Factors” in this Supplement.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2, 3, 4, 6, 7, 8, 10, 11 and 12 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1 through 8 and 10 through 12 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement*.

Characteristics of the Mortgage Loans Underlying the Group 9 Trust Assets: See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trusts.

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the 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> |
|--------------|-------------------------------------|---|-------------------------|-------------------------|----------------------------|--|
| DF | LIBOR + 0.40% | 0.555% | 0.40% | 6.00% | 0 | 0.00% |
| DS | 5.60% – LIBOR | 5.445% | 0.00% | 5.60% | 0 | 5.60% |
| FA | LIBOR + 0.25% | 0.435% | 0.25% | 6.50% | 0 | 0.00% |
| SA | 6.25% – LIBOR | 6.065% | 0.00% | 6.25% | 0 | 6.25% |
| WF | LIBOR + 0.30% | 0.487% | 0.30% | 6.50% | 19 | 0.00% |
| WI | 6.20% – LIBOR | 0.300% | 0.00% | 0.30% | 19 | 6.20% |
| WS | 5.90% – LIBOR | 5.713% | 0.00% | 5.90% | 19 | 5.90% |

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

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

SECURITY GROUP 1

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

1. Sequentially, to MA, MB, MC and ME, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. Sequentially, to YA, YB, YC and YD, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
3. Sequentially, to UA, UB, UC and UD, in that order, until retired
4. Sequentially, to YA, YB, YC and YD, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
5. Sequentially, to MA, MB, MC and ME, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 2

The Subgroup 2A, 2B and 2C Principal Distribution Amounts will be allocated as follows:

- The Subgroup 2A Principal Distribution Amount, concurrently, as follows:
 1. 40.0000077492% to WA, until retired
 2. 59.9999922508% to WF, until retired
- The Subgroup 2B Principal Distribution Amount, concurrently, as follows:
 1. 20.0000028372% to WA, until retired
 2. 79.9999971628% to WF, until retired
- The Subgroup 2C Principal Distribution Amount to WF, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the UZ Accrual 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. To UZ, until retired
3. Sequentially, to PA and PE, 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, concurrently, as follows:

1. 62.5% sequentially, to GB and HA, in that order, until retired
2. 37.5% to FA, until retired

SECURITY GROUP 5

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

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated to BT, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the KZ Accrual 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. To KZ, until retired
3. Sequentially, to KA and KE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 8

The Group 8 Principal Distribution Amount will be allocated to EA, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount and the CZ Accrual Amount will be allocated in the following order of priority:

1. Sequentially, to CA and CE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
2. To CZ, until retired
3. Sequentially, to CA and CE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 11

The Group 11 Principal Distribution Amount and the DZ Accrual Amount will be allocated as follows:

- The DZ Accrual Amount in the following order of priority:
 1. Sequentially, to DA, DB and DC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To DZ, until retired
- The Group 11 Principal Distribution Amount, concurrently, as follows:
 1. 19.999999147% to DF, until retired
 2. 80.000000853% in the following order of priority:
 - a. Sequentially, to DA, DB and DC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

- b. To DZ, until retired
- c. Sequentially, to DA, DB and DC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 12

The Group 12 Principal Distribution Amount and the EZ Accrual Amount will be allocated as follows:

- The EZ Accrual Amount, sequentially, to EV and EZ, in that order, until retired
- The Group 12 Principal Distribution Amount, sequentially, to AE, EV and EZ, in that order, 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:

| | <u>Structuring Ranges</u> |
|--|---------------------------|
| PAC Classes | |
| CA and CE (in the aggregate) | 220% PSA through 350% PSA |
| DA, DB and DC (in the aggregate) | 175% PSA through 325% PSA |
| KA and KE (in the aggregate) | 125% PSA through 260% PSA |
| PA and PE (in the aggregate) | 125% PSA through 260% PSA |
| PAC I Classes | |
| MA, MB, MC and ME (in the aggregate) | 120% PSA through 225% PSA |
| PAC II Classes | |
| YA, YB, YC and YD (in the aggregate) | 140% PSA through 200% PSA |

Accrual Classes: Interest will accrue on each 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 Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

| <u>Class</u> | <u>Original Class Notional Balance</u> | <u>Represents Approximately</u> |
|--------------|--|---|
| AI | \$4,356,250 | 6.25% of GB (SEQ Class) |
| BI | 56,650,000 | 55% of BT (PT Class) |
| CI | 14,548,999 | 12.5% of the Group 10 Trust Assets |
| DI | 21,539,625 | 37.5% of DA (PAC/AD Class) |
| DS | 18,757,106 | 100% of DF (PT Class) |
| EI | 20,908,662 | 63.63636364% of EA (PT Class) |
| IA | 57,343,651 | 55% of AT (PT Class) |
| IC | 36,093,000 | 37.5% of CA (PAC/AD Class) |
| ID | 19,035,625 | 31.25% of DA and DB (in the aggregate) (PAC/AD Classes) |
| IE | 33,600,000 | 42.8571428571% of AE (SEQ Class) |
| IK | 26,599,428 | 28.5714285714% of KA and KE (in the aggregate) (PAC/AD Classes) |
| IM | 17,026,125 | 18.75% of MA and MB (in the aggregate) (PAC I Classes) |
| IO | 32,302,921 | 25% of the Group 1 Trust Assets |
| IT | 31,212,187 | 31.25% of CA and CE (in the aggregate) (PAC/AD Classes) |
| IU | 17,981,625 | 18.75% of MA, MB and MC (in the aggregate) (PAC I Classes) |
| KI | 36,930,000 | 42.8571428571% of KA (PAC/AD Class) |
| MI | 21,160,500 | 25% of MA (PAC I Class) |
| NI | 28,146,024 | 100% of the Group 9 Trust Assets |
| SA | 53,820,000 | 100% of FA (PT Class) |
| WI | 16,824,658 | 100% of WF (PT Class) |
| WS | 16,824,658 | 100% of WF (PT Class) |

Tax Status: Single REMIC Series as to the Group 9 Trust Assets (the “Group 9 REMIC”), the Group 10 Trust Assets (the “Group 10 REMIC”), the Group 11 Trust Assets (the “Group 11 REMIC”) and the Group 12 Trust Assets (the “Group 12 REMIC”), and Double REMIC Series as to the Group 1 through 8 Trust Assets. Separate REMIC elections will be made as to the Group 9 REMIC, the Group 10 REMIC, the Group 11 REMIC, the Group 12 REMIC and each of the Issuing REMIC and the Pooling REMIC with respect to the Group 1 through 8 Trust Assets (the “Group 1 through 8 Issuing REMIC” and the “Group 1 through 8 Pooling REMIC,” respectively). See “*Certain United States Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

Regular and Residual Classes: Classes RR, R9, R10, R11 and R12 are Residual Classes. Class RR represents the Residual Interest of the Group 1 through 8 Issuing and Pooling REMICs. Class R9 represents the Residual Interest of the Group 9 REMIC. Class R10 represents the Residual Interest of the Group 10 REMIC. Class R11 represents the Residual Interest of the Group 11 REMIC. Class R12 represents the Residual Interest of the Group 12 REMIC. All other Classes of REMIC Securities are Regular Classes.

\$765,644,516

Government National Mortgage Association

GINNIE MAE®

Guaranteed REMIC Pass-Through Securities and MX Securities

Ginnie Mae REMIC Trust 2015-124

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 (1) Ginnie Mae Certificates and (2) certain previously issued certificates.

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

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

The 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 September 30, 2015.

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.

| 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 | | | | | | |
| KA | \$ 4,542,630 | 3.00% | SC/SEQ | FIX | 38379QPP4 | August 2045 |
| KB | 2,000,000 | 3.00 | SC/SEQ | FIX | 38379QPQ2 | August 2045 |
| Security Group 2 | | | | | | |
| NA | 90,249,000 | 2.00 | SEQ | FIX | 38379QPR0 | June 2039 |
| NI | 38,678,142 | 3.50 | NTL(SEQ) | FIX/IO | 38379QPS8 | June 2039 |
| VA(1) | 12,190,000 | 3.50 | SEQ/AD | FIX | 38379QPT6 | December 2026 |
| VB(1) | 10,767,000 | 3.50 | SEQ/AD | FIX | 38379QPU3 | March 2034 |
| VZ(1) | 25,387,000 | 3.50 | SEQ | FIX/Z | 38379QPV1 | September 2045 |
| Security Group 3 | | | | | | |
| FA(1) | 45,411,428 | (5) | PT | FLT | 38379QPW9 | September 2045 |
| IK | 1,668,375 | 4.00 | NTL(PAC II/AD) | FIX/IO | 38379QPX7 | September 2045 |
| KM | 13,347,000 | 2.50 | PAC II/AD | FIX | 38379QPY5 | September 2045 |
| KU | 12,322,572 | 3.00 | SUP/AD | FIX | 38379QPZ2 | September 2045 |
| KZ | 1,000 | 3.00 | PAC II | FIX/Z | 38379QQA6 | September 2045 |
| SB(1) | 45,411,428 | (5) | NTL(PT) | INV/IO | 38379QQB4 | September 2045 |
| ST(1) | 45,411,428 | (5) | NTL(PT) | INV/IO | 38379QQC2 | September 2045 |
| UZ | 1,000 | 3.00 | SUP | FIX/Z | 38379QQD0 | September 2045 |
| WD(1) | 68,443,000 | 3.00 | PAC I | FIX | 38379QQE8 | January 2043 |
| WL(1) | 6,866,000 | 3.00 | PAC I | FIX | 38379QQF5 | January 2044 |
| WM(1) | 3,951,000 | 3.00 | PAC I | FIX | 38379QQG3 | August 2044 |
| WN(1) | 4,906,000 | 3.00 | PAC I | FIX | 38379QQH1 | April 2045 |
| WP(1) | 3,691,000 | 3.00 | PAC I | FIX | 38379QQJ7 | September 2045 |
| Security Group 4 | | | | | | |
| IM | 6,250,265 | 4.50 | NTL(SC/PT) | FIX/IO | 38379QQK4 | March 2037 |
| IW | 1,765,681 | 5.00 | NTL(SC/PT) | FIX/IO | 38379QQL2 | October 2037 |
| MA | 32,414,899 | 3.00 | SC/PT | FIX | 38379QQM0 | October 2037 |
| Security Group 5 | | | | | | |
| DA | 121,694,000 | 2.25 | SEQ/AD | FIX | 38379QQN8 | January 2038 |
| DI | 43,462,142 | 3.50 | NTL(SEQ/AD) | FIX/IO | 38379QQP3 | January 2038 |
| DZ | 28,193,264 | 3.50 | SEQ | FIX/Z | 38379QQQ1 | September 2045 |
| Security Group 6 | | | | | | |
| AF | 32,857,142 | (5) | PT | FLT | 38379QQR9 | September 2045 |
| AS | 32,857,142 | (5) | NTL(PT) | INV/IO | 38379QQS7 | September 2045 |
| GA | 9,662,000 | 3.00 | SUP | FIX | 38379QQT5 | July 2045 |
| GB | 538,000 | 3.00 | SUP | FIX | 38379QQU2 | August 2045 |
| GC | 313,000 | 3.00 | SUP | FIX | 38379QQV0 | September 2045 |
| GD | 409,858 | 3.00 | SUP | FIX | 38379QQW8 | September 2045 |
| JA | 3,842,000 | 3.00 | PAC II | FIX | 38379QQX6 | July 2045 |
| JB | 654,000 | 3.00 | PAC II | FIX | 38379QQY4 | August 2045 |
| JC | 486,000 | 3.00 | PAC II | FIX | 38379QQZ1 | September 2045 |
| PA(1) | 58,000,000 | 3.00 | PAC I | FIX | 38379QRA5 | March 2044 |
| PE | 8,238,000 | 3.00 | PAC I | FIX | 38379QRB3 | September 2045 |
| Security Group 7 | | | | | | |
| KV(1) | 12,000,000 | 3.50 | SC/SEQ/AD | FIX | 38379QRC1 | July 2045 |
| VK(1) | 7,550,000 | 3.50 | SC/SEQ/AD | FIX | 38379QRD9 | July 2045 |
| ZK(1) | 14,818,436 | 3.50 | SC/SEQ | FIX/Z | 38379QRE7 | July 2045 |
| Security Group 8 | | | | | | |
| EI | 18,285,713 | 4.50 | NTL(SC/PT) | FIX/IO | 38379QRF4 | October 2041 |
| Security Group 9 | | | | | | |
| WA | 3,715,913 | 4.00 | PT | FIX | 38379QRG2 | September 2045 |
| WF | 17,018,370 | (5) | PT | FLT/DLY | 38379QRH0 | September 2045 |
| WI | 17,018,370 | (5) | NTL(PT) | INV/IO/DLY | 38379QRJ6 | September 2045 |
| WS | 17,018,370 | (5) | NTL(PT) | INV/IO/DLY | 38379QRK3 | September 2045 |
| Security Group 10 | | | | | | |
| IU | 1,042,992 | 4.50 | NTL(SC/PT) | FIX/IO | 38379QRL1 | December 2039 |
| MC | 20,647,055 | 2.00 | SC/PT | FIX | 38379QRM9 | December 2039 |
| UI | 6,625,438 | 5.00 | NTL(SC/PT) | FIX/IO | 38379QRN7 | January 2039 |
| YI | 1,032,625 | 4.00 | NTL(SC/PT) | FIX/IO | 38379QRP2 | December 2034 |
| Security Group 11 | | | | | | |
| MB | 53,299,348 | 2.00 | SC/PT | FIX | 38379QRQ0 | October 2041 |
| MI | 7,203,310 | 4.50 | NTL(SC/PT) | FIX/IO | 38379QRR8 | October 2041 |
| Security Group 12 | | | | | | |
| MD | 35,217,601 | 2.00 | SC/PT | FIX | 38379QRS6 | October 2041 |
| Security Group 13 | | | | | | |
| GI | 13,791,696 | 5.00 | NTL(SC/PT) | FIX/IO | 38379QRT4 | January 2039 |
| Security Group 14 | | | | | | |
| LI | 27,753,733 | 3.50 | NTL(SC/PT) | FIX/IO | 38379QRU1 | March 2045 |

(Cover continued on next page)

Barclays

Mischler Financial Group, Inc.

The date of this Offering Circular Supplement is September 23, 2015.

| Class of REMIC Securities | Original Principal Balance(2) | Interest Rate | Principal Type(3) | Interest Type(3) | CUSIP Number | Final Distribution Date(4) |
|------------------------------|-------------------------------------|------------------|----------------------|---------------------|-----------------|----------------------------------|
| Residuals | | | | | | |
| RR | \$0 | 0.00% | NPR | NPR | 38379QRV9 | September 2045 |
| R8 | 0 | 0.00 | NPR | NPR | 38379QRW7 | October 2041 |
| R11 | 0 | 0.00 | NPR | NPR | 38379QRX5 | October 2041 |
| R12 | 0 | 0.00 | NPR | NPR | 38379QRY3 | October 2041 |
| R13 | 0 | 0.00 | NPR | NPR | 38379QRZ0 | January 2039 |

- (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 the 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 EI, GI, IM, IU, IW, LI, MI, UI and YI will be reduced with the outstanding principal or notional balance of the related Trust Asset Group or Subgroups.
- (4) See “Yield, Maturity and Prepayment Considerations — Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet — Interest Rates” in this Supplement.

TERMS SHEET

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

Sponsor: Barclays Capital Inc.

Co-Sponsor: Mischler Financial Group, Inc.

Trustee: Wells Fargo Bank, N.A.

Tax Administrator: The Trustee

Closing Date: September 30, 2015

Distribution Dates: For the Group 1 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in October 2015. For the Group 2 through 14 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in October 2015.

Trust Assets:

| Trust Asset Group or Subgroup ⁽²⁾ | Trust Asset Type | Certificate Rate | Original Term To Maturity (in years) |
|---|-------------------------|-------------------------|---|
| 1 | Underlying Certificate | (1) | (1) |
| 2 | Ginnie Mae II | 3.5% | 30 |
| 3 | Ginnie Mae II | 4.0% | 30 |
| 4A | Underlying Certificates | (1) | (1) |
| 4B | Underlying Certificate | (1) | (1) |
| 4C | Underlying Certificates | (1) | (1) |
| 4D | Underlying Certificate | (1) | (1) |
| 4E | Underlying Certificates | (1) | (1) |
| 4F | Underlying Certificate | (1) | (1) |
| 4G | Underlying Certificate | (1) | (1) |
| 4H | Underlying Certificates | (1) | (1) |
| 5 | Ginnie Mae II | 3.5% | 30 |
| 6 | Ginnie Mae II | 4.0% | 30 |
| 7 | Underlying Certificates | (1) | (1) |
| 8 | Underlying Certificates | (1) | (1) |
| 9A | Ginnie Mae II | 5.5% | 30 |
| 9B | Ginnie Mae II | 6.0% | 30 |
| 9C | Ginnie Mae II | 6.5% | 30 |
| 10A | Underlying Certificate | (1) | (1) |
| 10B | Underlying Certificate | (1) | (1) |
| 10C | Underlying Certificates | (1) | (1) |
| 10D | Underlying Certificate | (1) | (1) |
| 10E | Underlying Certificate | (1) | (1) |
| 10F | Underlying Certificate | (1) | (1) |
| 10G | Underlying Certificates | (1) | (1) |
| 10H | Underlying Certificate | (1) | (1) |
| 10I | Underlying Certificate | (1) | (1) |
| 10J | Underlying Certificate | (1) | (1) |
| 10K | Underlying Certificate | (1) | (1) |
| 10L | Underlying Certificates | (1) | (1) |
| 11A | Underlying Certificate | (1) | (1) |
| 11B | Underlying Certificate | (1) | (1) |
| 12 | Underlying Certificates | (1) | (1) |
| 13 | Underlying Certificates | (1) | (1) |
| 14 | Underlying Certificates | (1) | (1) |

⁽¹⁾ Certain information regarding the Underlying Certificates is set forth in Exhibits A and B to this Supplement, except in the case of Ginnie Mae 2015-124 Classes IM, IU, IW, MI, MA, MC and UI for which this Supplement is the Underlying Certificate Disclosure Document.

- (2) The Group 4, 9, 10 and 11 Trust Assets consist of subgroups, Subgroup 4A, Subgroup 4B, Subgroup 4C, Subgroup 4D, Subgroup 4E, Subgroup 4F, Subgroup 4G and Subgroup 4H, Subgroup 9A, Subgroup 9B and Subgroup 9C, Subgroup 10A, Subgroup 10B, Subgroup 10C, Subgroup 10D, Subgroup 10E, Subgroup 10F, Subgroup 10G, Subgroup 10H, Subgroup 10I, Subgroup 10J, Subgroup 10K and Subgroup 11A and Subgroup 11B, respectively (each, a “Subgroup”).

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 Group 2, 3, 5, 6 and 9 Trust Assets⁽¹⁾:

| <u>Principal Balance</u> | <u>Weighted Average Remaining Term to Maturity (in months)</u> | <u>Weighted Average Loan Age (in months)</u> | <u>Weighted Average Mortgage Rate⁽²⁾</u> |
|---------------------------------|--|--|---|
| Group 2 Trust Assets | | | |
| \$138,593,000 | 354 | 4 | 3.887% |
| Group 3 Trust Assets | | | |
| \$158,940,000 | 356 | 1 | 4.360% |
| Group 5 Trust Assets | | | |
| \$ 70,000,000 | 352 | 5 | 3.900% |
| 79,887,264 | 353 | 4 | 3.900% |
| <u>\$149,887,264</u> | | | |
| Group 6 Trust Assets | | | |
| \$115,000,000 | 357 | 2 | 4.380% |
| Subgroup 9A Trust Assets | | | |
| \$5,810,770 | 259 | 91 | 5.949% |
| Subgroup 9B Trust Assets | | | |
| \$6,958,024 | 254 | 101 | 6.446% |
| Subgroup 9C Trust Assets | | | |
| \$7,965,489 | 254 | 102 | 6.888% |

⁽¹⁾ As of September 1, 2015.

⁽²⁾ The Mortgage Loans underlying the Group 2, 3, 5, 6 and 9 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 2, 3, 5, 6 and 9 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See “*The Trust Assets — The Mortgage Loans*” in this Supplement.

Characteristics of the Mortgage Loans Underlying the Group 1, 4, 7, 8 and 10 through 14 Trust Assets: See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the related Underlying Trusts.

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the 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> |
|--------------|---------------------------------|---------------------------------|---------------------|---------------------|------------------------|--|
| AF | LIBOR + 0.25% | 0.40500% | 0.25% | 6.50% | 0 | 0.00% |
| AS | 6.25% – LIBOR | 6.09500% | 0.00% | 6.25% | 0 | 6.25% |
| FA | LIBOR + 0.20% | 0.38300% | 0.20% | 6.50% | 0 | 0.00% |
| FB | LIBOR + 0.25% | 0.43300% | 0.25% | 6.50% | 0 | 0.00% |
| SA | 6.30% – LIBOR | 6.11700% | 0.00% | 6.30% | 0 | 6.30% |
| SB | 6.25% – LIBOR | 6.06700% | 0.00% | 6.25% | 0 | 6.25% |
| ST | 6.30% – LIBOR | 0.05000% | 0.00% | 0.05% | 0 | 6.30% |
| WF | LIBOR + 0.30% | 0.49855% | 0.30% | 6.50% | 19 | 0.00% |
| WI | 6.20% – LIBOR | 0.30000% | 0.00% | 0.30% | 19 | 6.20% |
| WS | 5.90% – LIBOR | 5.70145% | 0.00% | 5.90% | 19 | 5.90% |

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

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

SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated, sequentially, to KA and KB, in that order, until retired

SECURITY GROUP 2

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

- The VZ Accrual Amount, sequentially, to VA, VB and VZ, in that order, until retired
- The Group 2 Principal Distribution Amount, sequentially, to NA, VA, VB and VZ, in that order, until retired

SECURITY GROUP 3

The Group 3 Principal Distribution Amount and the KZ and UZ Accrual Amounts will be allocated as follows:

- The KZ Accrual Amount, sequentially, to KM and KZ, in that order, until retired
- The UZ Accrual Amount, sequentially, to KU and UZ, in that order, until retired
- The Group 3 Principal Distribution Amount, concurrently, as follows:
 1. 28.5714282119% to FA, until retired
 2. 71.4285717881% in the following order of priority:
 - a. Sequentially, to WD, WL, WM, WN and WP, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - b. Sequentially, to KM and KZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 - c. Sequentially, to KU and UZ in that order, until retired
 - d. Sequentially, to KM and KZ, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired
 - e. Sequentially, to WD, WL, WM, WN and WP, 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 MA, until retired

SECURITY GROUP 5

The Group 5 Principal Distribution Amount and the DZ Accrual Amount will be allocated, sequentially, to DA and DZ, in that order, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount will be allocated, concurrently, as follows:

1. 28.5714278261% to AF, until retired
2. 71.4285721739% in the following order of priority:
 - a. Sequentially, to PA and PE, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

b. Sequentially, to JA, JB and JC, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date

c. Sequentially, to GA, GB, GC and GD, in that order, until retired

d. Sequentially, to JA, JB and JC, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

e. Sequentially, to PA and PE, in that order, without regard to their Aggregate Scheduled Principal Balance, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount and the ZK Accrual Amount will be allocated, sequentially, to KV, VK and ZK, in that order, until retired

SECURITY GROUP 9

The Subgroup 9A, 9B and 9C Principal Distribution Amounts will be allocated as follows:

- The Subgroup 9A Principal Distribution Amount, concurrently, as follows:
 1. 40% to WA, until retired
 2. 60% to WF, until retired
- The Subgroup 9B Principal Distribution Amount, concurrently, as follows:
 1. 20.0000028744% to WA, until retired
 2. 79.9999971256% to WF, until retired
- The Subgroup 9C Principal Distribution Amount to WF, until retired

SECURITY GROUP 10

The Group 10 Principal Distribution Amount will be allocated to MC, until retired

SECURITY GROUP 11

The Group 11 Principal Distribution Amount will be allocated to MB, until retired

SECURITY GROUP 12

The Group 12 Principal Distribution Amount will be allocated to MD, 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:

| | <u>Structuring Ranges</u> |
|--|---------------------------|
| PAC I Classes | |
| PA and PE (in the aggregate) | 120% PSA through 225% PSA |
| WD, WL, WM, WN and WP (in the aggregate) | 120% PSA through 249% PSA |
| PAC II Classes | |
| JA, JB and JC (in the aggregate) | 140% PSA through 200% PSA |
| KM and KZ (in the aggregate) | 180% PSA through 250% PSA |

Accrual Classes: Interest will accrue on each 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 Classes as interest. Interest so accrued on each Accrual Class on each Distribution Date will constitute an Accrual Amount, which will be added to the Class Principal Balance of that Class on each Distribution Date and will be distributable as principal as set forth in this Terms Sheet under “Allocation of Principal.”

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

| <u>Class</u> | <u>Approximate Original Class Notional Balance</u> | <u>Represents Approximately</u> |
|--------------|--|--|
| AI | \$32,946,375 | 37.5% of WD, WL, WM, WN and WP (in the aggregate) (PAC I Classes) |
| AS | 32,857,142 | 100% of AF (PT Class) |
| DI | 43,462,142 | 35.7142857143% of DA (SEQ/AD Class) |
| EI | 18,285,713 | 100% of the Group 8 Trust Assets |
| GI | 13,791,696 | 100% of the Group 13 Trust Assets |
| IC | 29,722,500 | 37.5% of WD, WL and WM (in the aggregate) (PAC I Classes) |
| IE | 28,240,875 | 37.5% of WD and WL (in the aggregate) (PAC I Classes) |
| IH | 25,666,125 | 37.5% of WD (PAC I Class) |
| IK | 1,668,375 | 12.5% of KM (PAC II/AD Class) |
| IL | 31,562,250 | 37.5% of WD, WL, WM and WN (in the aggregate) (PAC I Classes) |
| IM | \$ 130,823 | 11.1111111111% of the Subgroup 4B Trust Assets |
| | 6,119,442 | 33.3333333333% of the Subgroup 4C Trust Assets |
| | <u>\$ 6,250,265</u> | |
| IU | \$ 11,315 | 11.1111111111% of the Subgroup 10H Trust Assets |
| | 37,873 | 33.3333333333% of the Subgroup 10I Trust Assets |
| | 993,804 | 44.4444444444% of the Subgroup 10J Trust Assets |
| | <u>\$ 1,042,992</u> | |
| IW | \$ 10,570 | 10% of the Subgroup 4D Trust Assets |
| | 147,391 | 20% of the Subgroup 4E Trust Assets |
| | 257,606 | 30% of the Subgroup 4F Trust Assets |
| | 48,406 | 35% of the Subgroup 4G Trust Assets |
| | 1,301,703 | 40% of the Subgroup 4H Trust Assets |
| | <u>\$ 1,765,681</u> | |
| LI | \$27,753,733 | 100% of the Group 14 Trust Assets |
| MI | 7,203,310 | 22.2222222222% of the Subgroup 11A Trust Assets |
| NI | 38,678,142 | 42.8571428571% of NA (SEQ Class) |
| PI | 14,500,000 | 25% of PA (PAC I Class) |

| <u>Class</u> | <u>Approximate Original Class Notional Balance</u> | <u>Represents Approximately</u> |
|--------------|--|--|
| SA | \$45,411,428 | 100% of FA (PT Class) |
| SB | 45,411,428 | 100% of FA (PT Class) |
| ST | 45,411,428 | 100% of FA (PT Class) |
| UI | \$ 45,877 | 5% of the Subgroup 10A Trust Assets |
| | 55,078 | 10% of the Subgroup 10B Trust Assets |
| | 729,323 | 20% of the Subgroup 10C Trust Assets |
| | 142,633 | 35% of the Subgroup 10D Trust Assets |
| | 371,441 | 40% of the Subgroup 10E Trust Assets |
| | 906,794 | 45% of the Subgroup 10F Trust Assets |
| | 4,374,292 | 60% of the Subgroup 10G Trust Assets |
| | <u>\$ 6,625,438</u> | |
| WI | \$17,018,370 | 100% of WF (PT Class) |
| WS | 17,018,370 | 100% of WF (PT Class) |
| YI | \$ 560,442 | 37.5% of the Subgroup 10K Trust Assets |
| | 472,183 | 50% of the Subgroup 10L Trust Assets |
| | <u>\$ 1,032,625</u> | |

Tax Status: Single REMIC Series as to the Group 8 Trust Assets (the “Group 8 REMIC”), the Group 11 Trust Assets (the “Group 11 REMIC”), the Group 12 Trust Assets (the “Group 12 REMIC”) and the Group 13 Trust Assets (the “Group 13 REMIC”), and Double REMIC Series as to the Group 1 through 7, 9, 10 and 14 Trust Assets. Separate REMIC elections will be made as to the Group 8 REMIC, the Group 11 REMIC, the Group 12 REMIC, the Group 13 REMIC and each of the Issuing REMIC and the Pooling REMIC with respect to the Group 1 through 7, 9, 10 and 14 Trust Assets (the “Group 1 through 7, 9, 10 and 14 Issuing REMIC” and the “Group 1 through 7, 9, 10 and 14 Pooling REMIC,” respectively). See *“Certain United States Federal Income Tax Consequences” in this Supplement and in the Base Offering Circular.*

Regular and Residual Classes: Classes RR, R8, R11, R12 and R13 are Residual Classes. Class RR represents the Residual Interest of the Group 1 through 7, 9, 10 and 14 Issuing and Pooling REMICs. Class R8 represents the Residual Interest of the Group 8 REMIC. Class R11 represents the Residual Interest of the Group 11 REMIC. Class R12 represents the Residual Interest of the Group 12 REMIC. Class R13 represents the Residual Interest of the Group 13 REMIC. All other Classes of REMIC Securities are Regular Classes.



\$275,754,000

**Government National
Mortgage Association**

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**Guaranteed REMIC
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OFFERING CIRCULAR SUPPLEMENT
November 23, 2015

**Wells Fargo Securities
Duncan-Williams, Inc.**