

\$473,970,466
Government National Mortgage Association

GINNIE MAE®

**Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2017-164**

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(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
GA(1)	\$231,512,000	3.0%	PAC/AD	FLX	38380KHU2	April 2044
GB	67,314,000	3.0	PAC/AD	FLX	38380KHV0	May 2047
GI	43,406,142	3.5	NTL(PAC/AD)	FLX/IO	38380KHV8	November 2047
GZ	5,017,000	3.0	PAC/AD	FLX/Z	38380KHX6	November 2047
ZG	66,157,000	3.5	SUP	FLX/Z	38380KHY4	November 2047
Security Group 2						
WA	7,279,338	(5)	PT	WAC/DLY	38380KHZ1	November 2032
Security Group 3						
WF	63,409,655	(5)	PT	FLT/WAC/DLY	38380KJA4	November 2046
WI	63,409,655	(5)	NTL(PT)	WAC/IO/DLY	38380KJB2	November 2046
Security Group 4						
AB	33,281,473	3.5	PT	FLX	38380KJC0	November 2047
IO	7,395,882	4.5	NTL(PT)	FLX/IO	38380KJD8	November 2047
Residual						
RR	0	0.0	NPR	NPR	38380KJE6	November 2047

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) 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 Class Notional Balance of each Notional Class will be reduced as shown under "Terms Sheet — Notional Classes" in this Supplement.
- (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-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 November 30, 2017.

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.

Morgan Stanley

Ramirez & Co. Inc.

The date of this Offering Circular Supplement is November 22, 2017.

AVAILABLE INFORMATION

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

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

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

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

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

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TERMS SHEET

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

Sponsor: Morgan Stanley & Co. LLC

Co-Sponsor: Samuel A. Ramirez & Company, Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: November 30, 2017

Distribution Dates: For the Group 1, 2 and 3 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 2017. 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 December 2017.

Trust Assets:

<u>Trust Asset Group or Subgroup⁽¹⁾</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	3.500%	30
2A	Ginnie Mae I	4.594% ⁽²⁾	15
2B	Ginnie Mae II	4.317% ⁽³⁾	15
2C	Ginnie Mae II	6.795% ⁽⁴⁾	30
3	Ginnie Mae II ⁽⁵⁾	⁽⁶⁾	30
4	Ginnie Mae I	4.500%	30

⁽¹⁾ The Group 2 Trust Assets consist of subgroups, Subgroups 2A, 2B and 2C (each, a “Subgroup”).

⁽²⁾ The Ginnie Mae I MBS Certificates that constitute the Subgroup 2A Trust Assets have Certificate Rates ranging from 4.000% to 6.500%. The Weighted Average Certificate Rate shown for the Subgroup 2A 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.

⁽³⁾ The Ginnie Mae II MBS Certificates that constitute the Subgroup 2B Trust Assets have Certificate Rates ranging from 4.000% to 5.500%. The Weighted Average Certificate Rate shown for the Subgroup 2B 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 II MBS Certificates that constitute the Subgroup 2C Trust Assets have Certificate Rates ranging from 6.000% to 8.000%. The Weighted Average Certificate Rate shown for the Subgroup 2C 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 3 Trust Assets consist of adjustable rate Ginnie Mae II MBS Certificates.
- (6) 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 indicated on Exhibit A (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 the Index plus the applicable Certificate Margin. The annual and lifetime adjustment caps and floors for the Group 3 Trust Assets are set forth in Exhibit A to this Supplement. The Group 3 Trust Assets have Certificate Rates ranging from 2.000% to 3.500% as of November 1, 2017, as identified in Exhibit A. For the Group 3 Trust Assets, some 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. 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 4 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			
\$370,000,000 ⁽³⁾	357	2	3.910%
Subgroup 2A Trust Assets			
\$2,302,404	71	104	5.094%
Subgroup 2B Trust Assets			
\$3,154,545	124	52	4.654%
Subgroup 2C Trust Assets			
\$1,822,389	135	209	7.258%
Group 4 Trust Assets			
\$33,281,473	266	87	5.000%

⁽¹⁾ As of November 1, 2017.

⁽²⁾ The Mortgage Loans underlying the Group 1 and Subgroup 2B and 2C 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 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 and 2 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2 and 4 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.

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 Class will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “One-Month 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>One-Month LIBOR for Minimum Interest Rate</u>
WF	One-Month LIBOR + 0.35%	1.59606%	0.35%	(3)	19	0.0000%

- (1) One-Month LIBOR will be established on the basis of the ICE LIBOR method, as described under “Description of the Securities — Interest Distributions — Floating Rate Class” 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 Class WF for any Accrual Period is the Weighted Average Certificate Rate (“WACR”) of the Group 3 Trust Assets.

Class WA is a Weighted Average Coupon Class that will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 2 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 5.02498%.

Class WI is a Weighted Average Coupon Class that will accrue interest during each Accrual Period at a per annum Interest Rate equal to the WACR of the Group 3 Trust Assets less the Interest Rate for Class WF for that Accrual Period. The approximate initial Interest Rate for Class WI, which will be in effect for the first accrual period, is 0.69674%.

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, the GZ Accrual Amount and the ZG Accrual Amount will be allocated as follows:

- The GZ Accrual Amount, sequentially, to GA, GB and GZ, in that order, until retired
- The Group 1 Principal Distribution Amount and the ZG Accrual Amount in the following order of priority:
 1. Sequentially, to GA, GB and GZ, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
 2. To ZG, until retired
 3. Sequentially, to GA, GB and GZ, 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 WA, until retired

SECURITY GROUP 3

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

SECURITY GROUP 4

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

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

Structuring Range

PAC Classes

GA, GB and GZ (in the aggregate) 150% PSA through 300% 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 indicated:

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
GI	\$43,406,142	14.2857142857% of GA, GB and GZ (in the aggregate) (PAC/AD Classes)
IG	66,146,285	28.5714285714% of GA (PAC/AD Class)
IO	7,395,882	22.2222222222% of AB (PT Class)
WI	63,409,655	100% of WF (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.

A catastrophic weather event or other natural disaster may affect the rate of principal payments, including prepayments, on the underlying mortgage loans. Any such event may damage the related mortgaged properties that secure the mortgage loans and may lead to a general economic downturn in the affected regions, including job losses and declines in real estate values. A general economic downturn may increase the rate of defaults on the mortgage loans in such areas resulting in prepayments on the related securities due to governmental mortgage insurance claim payments, loss mitigation arrangements, repurchases or liquidations of defaulted mortgage loans. Insurance payments on damaged or destroyed homes may also lead to prepayments on the underlying mortgage loans. Further, in connection with presidentially declared major disasters, Ginnie Mae may authorize optional special assistance to issuers, including expanded buyout authority which allows issuers, upon receiving written approval from Ginnie Mae, to repurchase eligible loans from the related pool underlying a Ginnie Mae MBS certificate, even if such loans are not delinquent or do not otherwise meet the standard conditions for removal or repurchase.

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 and principal payments are slower than you expected.

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

The adjustable rate mortgage loans have features of fixed rate mortgage loans and adjustable rate mortgage loans. The adjustable rate mortgage loans underlying the group 3 trust assets have initial fixed rate periods, some of which have expired. During this period, these mortgage loans may exhibit general payment characteristics associated with fixed rate mortgages. After the initial fixed rate period expires, these mortgage loans will adjust annually, subject to annual and lifetime adjustment caps and floors. During this period, these mortgage loans may exhibit general payment characteristics associated with adjustable rate mortgage loans.

Adjustable rate mortgage loans may exhibit general prepayment characteristics that are different than those of fixed rate mortgage loans. In general, as prevailing mortgage interest rates decline, borrowers with fixed rate mortgage loans are more likely to refinance their current, higher rate mortgages, which may result in faster prepayment rates. Additionally, as prevailing mortgage interest rates rise, borrowers with fixed rate mortgage loans are less likely to refinance their current, lower rate mortgages, which may result in slower prepayment rates. In contrast, as prevailing mortgage interest rates decline, borrowers with adjustable rate mortgage loans are less likely to refinance their current mortgages, which may result in slower prepayment rates. Additionally, as prevailing mortgage interest rates rise, borrowers with adjustable rate mortgage loans are more likely to refinance their current mortgages, which may result in faster prepayment rates. Finally, increases in prevailing mortgage interest rates may result in increases in the required monthly payments on adjustable rate mortgage loans. This may result in higher default rates on adjustable rate mortgage loans which could lead to faster prepayment rates and reduce the yield on the related securities.

Adjustable rate mortgages with initial fixed rate periods may be more likely to be

refinanced or become delinquent than other mortgage loans. The adjustable rate mortgage loans underlying the group 3 trust assets have initial fixed rate periods, some of which have expired. After the fixed rate period, the mortgage rates may increase at the first interest rate change date and on each annual reset date thereafter, subject to annual and lifetime adjustment caps and floors. Borrowers may be more likely to refinance these mortgage loans before a rate increase becomes effective. If a borrower is unable to refinance such a mortgage loan and interest rates rise, particularly after the initial fixed rate period, the borrower may find it increasingly difficult to remain current in its scheduled monthly payments following the increase in the monthly payment amount. This may result in higher default rates on adjustable rate mortgage loans which could lead to faster prepayment rates and reduce the yield on the related securities.

After the initial fixed rate period of the mortgage loans underlying the group 3 trust assets, the mortgage rates on such mortgage loans adjust annually based on CMT or one-year LIBOR, as applicable, the level of which will affect the yield on the related securities. After any applicable initial fixed rate period of the mortgage loans underlying the group 3 trust assets, the yield on the related securities depends, in part, on the levels of CMT and one-year LIBOR, as applicable. The index applicable to each mortgage loan underlying a group 3 trust asset will be determined annually and the rate of such index used with respect to the mortgage loans underlying the group 3 trust assets will not necessarily reflect current levels of such index. If the indices perform differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of the indices will generally reduce the weighted average certificate rate on the group 3 trust assets, which will reduce or cap the interest rate on the related securities. You should bear in mind that the timing of changes in the level of the indices may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that the indices will remain constant.

Adjustable rate mortgage loans are subject to certain caps, which may limit the amount of interest payable on such mortgage loans and may limit the WACR on the group 3 trust assets and the interest rates on the related securities after any applicable initial fixed rate period of the related mortgage loans. After any applicable initial fixed rate period of the mortgage loans underlying the group 3 trust assets, if the applicable index increases to a sufficiently high level, the mortgage rates on such mortgage loans may be limited by annual and lifetime adjustment caps. As a result, the WACR on the group 3 trust assets, as well as the interest rates on the related securities, may be limited. The application of any caps on the mortgage loans may significantly impact the interest rate on the related notional class WI because the interest entitlement of such class of securities is entirely dependent on the excess of the WACR of the group 3 trust assets over the interest rate applicable to class WF.

The mortgage rate indices for the mortgage loans underlying the group 3 trust assets are different than the interest rate index for the related securities, which may impact, perhaps significantly, the amount of interest distributable to the related securities after any applicable initial fixed rate period of the related mortgage loans. CMT or one-year LIBOR is the mortgage rate index for the mortgage loans underlying the group 3 trust assets and one-month LIBOR is the interest rate index for the related securities. Because these indices are determined in a different manner and at different times, and because the certificate rates on the group 3 trust assets adjust annually after any applicable initial fixed rate period of the related mortgage loans and the interest rates on the related securities adjust monthly, there may be a mismatch between the certificate rates on the group 3 trust assets and the interest rates on the related securities. If the indices for the group 3 trust assets are lower than one-month LIBOR for the related securities for any accrual period, interest accruals with respect to the related notional class will be reduced because such class is entitled to receive the excess of interest accrued in respect of the group 3 trust assets

over the interest distributable to class WF. In addition, if the indices for the group 3 trust assets are significantly lower than one-month LIBOR for the related securities for any accrual period, interest accruing on class WF will be reduced because the interest rate on such class is capped at a rate equal to the WACR of the group 3 trust assets. In the event that the indices for the group 3 trust assets are higher than one-month LIBOR for the related securities, interest accruing on class WF will not be affected but interest accruals with respect to the related notional class will be increased. Because the indices on the group 3 trust assets adjust annually after the initial fixed rate period of the related mortgage loans but the index on the related securities will adjust monthly, this effect could be magnified during periods of significant volatility of short-term interest rates.

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

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

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

Support securities will be more sensitive to rates of principal payments than other securities. If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC classes, the support class 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 classes for that distribution date, this excess will be distributed to the support class.

Up to 10% of the mortgage loans underlying the group 2 and 4 trust assets and up to 100% of the mortgage loans underlying the group 1 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.

Changes to, or elimination of, LIBOR could adversely affect your investment in the securities. On July 27, 2017, the U.K.-based Financial Conduct Authority (the “FCA”) announced its intention to cease sustaining LIBOR after 2021. The FCA indicated that it does not intend to sustain LIBOR through using its influence or legal powers beyond that date. It is possible that the ICE Benchmark Administration (“IBA”) and the reference banks could continue to produce LIBOR on the current basis after 2021, if they are willing and able to do so, but it cannot be assured that LIBOR will survive in its current form, or at all. In the event IBA ceases to set or publish a rate for LIBOR, the Trustee shall designate an alternative index (approved by Ginnie Mae) based upon comparable information and methodology. The Trustee shall select an alternative index only if it receives an opinion of counsel that the selection of such alternative index will not cause the related Trust REMIC or REMICs to lose their classification as REMICs for United States federal income tax purposes. The effect of the FCA’s decision not to sustain LIBOR, or, if changes are ultimately made to LIBOR, the effect of those changes, cannot be predicted. In addition, it cannot be predicted what alternative index would be chosen should this occur. If LIBOR in its current form does not

survive or if an alternative index is chosen, the market value and/or liquidity of securities with distributions or interest rates based on LIBOR could be adversely affected.

The securities may not be a suitable investment for you. The securities, in particular, the support, interest 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 will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS

The Group 4 and Subgroup 2A Trust Assets are either:

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

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

The Group 1 and Subgroup 2B and 2C 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.

The Group 3 Trust Assets consist of adjustable rate Ginnie Mae II MBS Certificates guaranteed by Ginnie Mae. Each adjustable rate Ginnie Mae Certificate has an initial fixed rate period. After the initial fixed rate period, the Certificate Rate for each such adjustable rate Ginnie Mae Certificate will adjust annually to a rate equal to the sum, rounded to the nearest 1/8 of one percent, of (i) the Index and (ii) the Certificate Margin, subject to annual and lifetime adjustment caps and floors. The Index, the Certificate Margin and the annual and lifetime adjustment caps and floors for each such Ginnie Mae Certificate are set forth in Exhibit A to this Supplement. Adjustments to the Mortgage Rates will be made in the same manner as adjustments to the Certificate Rate. See *“The Trust Assets — The Mortgage Loans” in this Supplement.*

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

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2 and 4 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 4 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Group 3 Trust Assets 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 or adjustable 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.*

The Mortgage Loans underlying the Group 3 Trust Assets are adjustable rate mortgage loans with initial fixed rate periods. After the initial fixed rate period, the Mortgage Rate on each of these Mortgage Loans adjusts annually, rounded to the nearest 1/8 of one percent, based on the Index plus a specified margin (the “Mortgage Margin”), subject to annual and lifetime adjustment caps and floors. Ginnie Mae pooling specifications require that all adjustable rate Mortgage Loans backing a particular Ginnie Mae Certificate have the same index, first Mortgage Rate adjustment date, annual Mortgage Rate adjustment

date, mortgage payment adjustment date and index reference date. One month after each Mortgage Rate adjustment date, the payment amount of the related Mortgage Loan will be reset so that the remaining principal balance of that Mortgage Loan will fully amortize in equal monthly payments over its remaining term to maturity, assuming its Mortgage Rate remains constant at the new rate. *See “Risk Factors — Adjustable rate mortgage loans are subject to certain caps, which may limit the amount of interest payable on such mortgage loans and may limit the WACR on the group 3 trust assets and the interest rates on the related securities after the initial fixed rate period of the related mortgage loans” in this Supplement.*

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, in the case of the Group 1, 2 and 3 Trust Assets, Mortgage Rates and, in the case of the Group 3 Trust Assets, Mortgage Margins and next Mortgage Rate adjustment dates of the Mortgage Loans underlying the Trust Assets. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1, 2 and 3 Trust Assets, Mortgage Rates and, in the case of the Group 3 Trust Assets, Mortgage Margins and next Mortgage Rate adjustment dates 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 Regular and MX Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in minimum denominations that equal \$100,000 in initial notional balance.

Distributions

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet — Distribution Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the 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 and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the interest entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

Accrual Periods

The Accrual Period for each Regular and MX Class is 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 or on Schedule I to this Supplement.

Floating Rate Class

The Floating Rate Class will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement. The Interest Rate for the Floating Rate Class will be based on One-Month LIBOR. The Trustee or its agent will determine One-Month LIBOR on the basis of the ICE LIBOR method, as described under “Description of the Securities — Interest Rate Indices — Determination of LIBOR — ICE LIBOR” in the Base Offering Circular.

We can provide no assurance that One-Month LIBOR for a Distribution Date accurately represents the offered rate at which one-month U.S. dollar deposits are being quoted to prime banks in the London interbank market, nor that the procedures for calculating One-Month LIBOR on the basis of the ICE LIBOR method for one-month U.S. dollar deposits will not change. Any change in One-Month LIBOR values resulting from any change in reporting or in the determination of One-Month LIBOR may cause One-Month LIBOR to fluctuate disproportionately to changes in other market lending rates.

Weighted Average Coupon Classes

The Weighted Average Coupon Classes will bear interest at per annum interest rates as shown under “Terms Sheet — Interest Rates” in this Supplement.

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

Accrual Classes

Each of Classes GZ and ZG 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 and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the principal entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

Notional Classes

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

Residual Securities

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Issuing REMIC and the beneficial ownership of the Residual Interest in the Pooling REMIC, as described in

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

Class Factors

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

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

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

Termination

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

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

Modification and Exchange

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

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

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee USBGNMATEam@USBank.com or in writing at its Corporate Trust Office at U.S. Bank National Association, One Federal Street, 3rd Floor, Boston, MA 02110, Attention: Ginnie Mae Program Agency Group 2017-164. The Trustee may be contacted by telephone at (617) 603-6451 and by fax at (617) 603-6644.

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

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

The prepayment experience of the Mortgage Loans 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 or adjustable rate mortgage loans, generally:

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

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.

Accretion Directed Classes

Classes GA, GB and GZ are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement. Class GI is a Notional Class whose Class Notional Balance is determined by reference to the Class Principal Balance of the Accretion Directed Classes shown under "Terms Sheet — Notional Classes" in this Supplement.

Each of the Accretion Directed Classes has the AD designation in the suffix position, rather than the prefix position, in its class principal type because it does not have principal payment stability through the applicable pricing prepayment assumption. Although the Accretion Directed Classes are entitled to receive payments from the related Accrual Amounts, they do not have principal payment stability through any prepayment rate significantly higher than 0% PSA, except within their Effective Range.

Securities that Receive Principal on the Basis of Schedules

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

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

	<u>Initial Effective Range</u>
PAC Classes	
GA, GB and GZ (in the aggregate)	150% PSA through 300% PSA

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

If the Class supporting a given Class is 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 Range. If the initial Effective Range were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Range could differ from that shown in the above table. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above table, that Class could fail to receive Scheduled Payments.

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist depending on the actual characteristics of the related Mortgage Loans.

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

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

Assumability

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

Final Distribution Date

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

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

Modeling Assumptions

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

1. The Mortgage Loans underlying the Group 1, 2 and 4 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2 and 4 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 or 4 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 Trust Asset is assumed to have a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate. The Group 3 Trust Assets and the Mortgage Loans underlying the Group 3 Trust Assets have the assumed characteristics shown in Exhibit A.

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

3. Distributions on the Group 1, 2 and 3 Securities are always received on the 20th day of the month, and distributions on the Group 4 Securities are always received on the 16th day of the month, in each case, whether or not a Business Day, commencing in December 2017.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is November 30, 2017.

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

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

8. The Certificate Rate on each Group 3 Trust Asset for the first Distribution Date is based on the information set forth in Exhibit A. The Mortgage Margin, lifetime Mortgage Loan interest rate cap and lifetime Mortgage Loan interest rate floor will equal the related Certificate Margin, Lifetime Certificate Interest Rate Cap and Lifetime Certificate Interest Rate Floor, as applicable, plus the Servicing and Guaranty Fee Rate, each as shown in Exhibit A.

9. For purposes of the decrement tables for Security Group 3, on all Distribution Dates occurring after the next Mortgage Rate adjustment date for the related Mortgage Loans, the constant value of CMT and One-Year LIBOR shown with respect to any decrement table is used to calculate the Mortgage Rate with respect to the Mortgage Loans, subject to any applicable caps and floors.

10. With respect to the Group 3 Trust Assets, one month after each Mortgage Rate adjustment date the payment amount of the related Mortgage Loan will be reset so that the remaining principal balance of that Mortgage Loan will fully amortize in equal monthly payments over its remaining term to maturity, assuming its Mortgage Rate remains constant.

11. When calculating the Mortgage Rate or Certificate Rate with respect to the Group 3 Trust Assets, the rate is not rounded to the nearest 1/8 of one percent.

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th or 20th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.

- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, as 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 models used in this Supplement, Prepayment Speed Assumption (“PSA”) and Constant Prepayment Rate (“CPR”), are the standard prepayment assumption models 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. CPR represents a constant rate of prepayment on the Mortgage Loans each month relative to the then outstanding aggregate principal balance of the Mortgage Loans for the life of those Mortgage Loans. 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”) or CPR (the “CPR Prepayment Assumption Rates”), as applicable. As used in the tables, each of the PSA Prepayment Assumption Rates or CPR Prepayment Assumption Rates reflects a percentage of the 100% PSA or CPR assumed prepayment rate. **The Mortgage Loans will not prepay at any of the PSA Prepayment Assumption Rates or CPR 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 or CPR assumption.**

The decrement tables set forth below illustrate the percentage of the Original Class Principal Balance (or, in the case of a Notional Class, the original Class Notional Balance) that would remain outstanding following the distribution made each specified month for each Regular or MX Class, based on the assumption that the related Mortgage Loans prepay at the PSA Prepayment Assumption Rates or CPR Prepayment Assumption Rates, as applicable, and, in the case of the Group 3 Securities, that CMT and One-Year LIBOR are at the specified level. 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 or CPR Prepayment Assumption Rate, as applicable. 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. In addition, the Weighted Average Lives of the Group 3 Securities are likely to vary due to differences between actual CMT and One-Year LIBOR, as applicable, and the assumed constant levels of CMT and One-Year LIBOR, as applicable.

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

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Classes GA, GD, GE, GH, GJ, GK, GL, GM, GN, GP, GQ, GT and IG					Class GB					Class GI				
	0%	150%	180%	300%	400%	0%	150%	180%	300%	400%	0%	150%	180%	300%	400%
	Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2018	97	92	92	92	92	100	100	100	100	100	97	94	94	94	94
November 2019	93	79	79	79	79	100	100	100	100	100	95	84	84	84	84
November 2020	89	62	62	62	58	100	100	100	100	100	92	72	72	72	68
November 2021	85	48	48	48	35	100	100	100	100	100	89	60	60	60	51
November 2022	81	34	34	34	18	100	100	100	100	100	86	50	50	50	38
November 2023	77	21	21	21	5	100	100	100	100	100	83	40	40	40	28
November 2024	72	11	11	11	0	100	100	100	100	84	79	32	32	32	21
November 2025	68	2	2	2	0	100	100	100	100	60	76	26	26	26	15
November 2026	63	0	0	0	0	100	83	83	83	41	72	20	20	20	11
November 2027	57	0	0	0	0	100	63	63	63	27	68	16	16	16	8
November 2028	52	0	0	0	0	100	48	48	48	17	64	13	13	13	6
November 2029	46	0	0	0	0	100	35	35	35	9	60	10	10	10	4
November 2030	40	0	0	0	0	100	25	25	25	4	55	8	8	8	3
November 2031	34	0	0	0	0	100	17	17	17	0	51	6	6	6	2
November 2032	28	0	0	0	0	100	10	10	10	0	46	5	5	5	2
November 2033	21	0	0	0	0	100	5	5	5	0	41	4	4	4	1
November 2034	14	0	0	0	0	100	1	1	1	0	35	3	3	3	1
November 2035	6	0	0	0	0	100	0	0	0	0	30	2	2	2	1
November 2036	0	0	0	0	0	95	0	0	0	0	24	2	2	2	0
November 2037	0	0	0	0	0	67	0	0	0	0	18	1	1	1	0
November 2038	0	0	0	0	0	37	0	0	0	0	11	1	1	1	0
November 2039	0	0	0	0	0	7	0	0	0	0	5	1	1	1	0
November 2040	0	0	0	0	0	0	0	0	0	0	1	1	1	1	0
November 2041	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2042	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2043	0	0	0	0	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
November 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2047	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	10.8	4.0	4.0	4.0	3.4	20.6	11.4	11.4	11.4	9.0	13.3	6.0	6.0	6.0	4.9

PSA Prepayment Assumption Rates										
Distribution Date	Class GZ					Class ZG				
	0%	150%	180%	300%	400%	0%	150%	180%	300%	400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2018	103	103	103	103	103	104	104	101	89	80
November 2019	106	106	106	106	106	107	107	98	63	34
November 2020	109	109	109	109	109	111	111	95	32	0
November 2021	113	113	113	113	113	115	115	93	13	0
November 2022	116	116	116	116	116	119	119	93	3	0
November 2023	120	120	120	120	120	123	123	94	0	0
November 2024	123	123	123	123	123	128	126	95	0	0
November 2025	127	127	127	127	127	132	124	93	0	0
November 2026	131	131	131	131	131	137	120	89	0	0
November 2027	135	135	135	135	135	142	114	83	0	0
November 2028	139	139	139	139	139	147	107	77	0	0
November 2029	143	143	143	143	143	152	98	70	0	0
November 2030	148	148	148	148	148	158	90	63	0	0
November 2031	152	152	152	152	143	163	82	56	0	0
November 2032	157	157	157	157	104	169	73	50	0	0
November 2033	162	162	162	162	75	175	65	44	0	0
November 2034	166	166	166	166	54	181	57	38	0	0
November 2035	171	138	138	138	38	188	50	33	0	0
November 2036	177	105	105	105	27	194	43	28	0	0
November 2037	182	80	80	80	19	201	37	24	0	0
November 2038	188	60	60	60	13	208	31	20	0	0
November 2039	193	44	44	44	9	216	26	16	0	0
November 2040	32	32	32	32	6	210	21	13	0	0
November 2041	23	23	23	23	4	185	17	10	0	0
November 2042	16	16	16	16	3	158	13	8	0	0
November 2043	10	10	10	10	2	130	10	6	0	0
November 2044	6	6	6	6	1	100	7	4	0	0
November 2045	3	3	3	3	0	68	4	2	0	0
November 2046	1	1	1	1	0	35	2	1	0	0
November 2047	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	22.9	20.6	20.6	20.6	16.8	26.6	17.0	15.1	2.5	1.6

**Security Group 2
PSA Prepayment Assumption Rates**

Distribution Date	Class WA				
	0%	300%	605%	950%	1,300%
Initial Percent	100	100	100	100	100
November 2018	90	74	58	39	20
November 2019	80	54	33	15	4
November 2020	70	38	18	6	1
November 2021	59	27	10	2	0
November 2022	47	17	5	1	0
November 2023	35	11	2	0	0
November 2024	28	7	1	0	0
November 2025	21	4	1	0	0
November 2026	14	2	0	0	0
November 2027	6	1	0	0	0
November 2028	1	0	0	0	0
November 2029	0	0	0	0	0
November 2030	0	0	0	0	0
November 2031	0	0	0	0	0
November 2032	0	0	0	0	0
Weighted Average Life (years)	5.0	2.8	1.7	1.1	0.6

**Security Group 3
CPR Prepayment Assumption Rates**

Distribution Date	Classes WF and WI 1.55000% CMT 1.88428% One-Year LIBOR					Classes WF and WI 4.00000% CMT 4.00000% One-Year LIBOR					Classes WF and WI 8.00000% CMT 5.00000% One-Year LIBOR					Classes WF and WI 11.50000% CMT 7.50000% One-Year LIBOR				
	0%	10%	15%	25%	30%	0%	10%	15%	25%	30%	0%	10%	15%	25%	30%	0%	10%	15%	25%	30%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2018	97	87	83	73	68	97	87	83	73	68	97	87	83	73	68	97	87	83	73	68
November 2019	94	76	68	53	46	95	77	68	53	46	95	77	68	53	46	95	77	68	53	46
November 2020	92	67	56	39	31	92	67	57	39	32	92	67	57	39	32	92	67	57	39	32
November 2021	89	58	46	28	21	90	59	47	28	22	90	59	47	28	22	90	59	47	28	22
November 2022	86	51	38	20	14	88	52	39	21	15	88	52	39	21	15	88	52	39	21	15
November 2023	83	44	31	15	10	85	45	32	15	10	86	46	32	15	10	86	46	32	15	10
November 2024	80	38	26	11	7	83	40	27	11	7	84	40	27	11	7	84	40	27	11	7
November 2025	76	33	21	8	4	80	34	22	8	5	82	35	22	8	5	82	35	22	8	5
November 2026	73	28	17	5	3	77	30	18	6	3	79	31	18	6	3	79	31	18	6	3
November 2027	70	24	14	4	2	74	26	15	4	2	77	27	15	4	2	77	27	15	4	2
November 2028	66	21	11	3	1	71	22	12	3	1	74	23	12	3	1	74	23	12	3	1
November 2029	62	18	9	2	1	68	19	10	2	1	71	20	10	2	1	71	20	10	2	1
November 2030	59	15	7	1	1	64	16	8	2	1	67	17	8	2	1	68	17	8	2	1
November 2031	55	12	6	1	0	61	14	6	1	0	64	15	7	1	0	64	15	7	1	0
November 2032	51	10	4	1	0	57	12	5	1	0	60	12	5	1	0	60	12	5	1	0
November 2033	46	9	3	0	0	52	10	4	1	0	56	10	4	1	0	56	10	4	1	0
November 2034	42	7	3	0	0	48	8	3	0	0	52	9	3	0	0	52	9	3	0	0
November 2035	38	6	2	0	0	44	7	2	0	0	47	7	3	0	0	47	7	3	0	0
November 2036	34	5	2	0	0	39	5	2	0	0	43	6	2	0	0	43	6	2	0	0
November 2037	29	4	1	0	0	34	4	1	0	0	38	5	1	0	0	38	5	1	0	0
November 2038	25	3	1	0	0	29	3	1	0	0	32	4	1	0	0	32	4	1	0	0
November 2039	20	2	1	0	0	24	2	1	0	0	27	3	1	0	0	27	3	1	0	0
November 2040	15	1	0	0	0	19	2	0	0	0	21	2	0	0	0	21	2	0	0	0
November 2041	11	1	0	0	0	14	1	0	0	0	15	1	0	0	0	15	1	0	0	0
November 2042	8	1	0	0	0	10	1	0	0	0	11	1	0	0	0	11	1	0	0	0
November 2043	5	0	0	0	0	7	0	0	0	0	7	0	0	0	0	7	0	0	0	0
November 2044	3	0	0	0	0	4	0	0	0	0	4	0	0	0	0	4	0	0	0	0
November 2045	1	0	0	0	0	1	0	0	0	0	1	0	0	0	0	1	0	0	0	0
November 2046	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	14.6	6.7	5.0	3.1	2.6	15.6	6.9	5.1	3.2	2.6	16.1	7.1	5.2	3.2	2.6	16.1	7.1	5.2	3.2	2.6

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes AB and IO				
	0%	100%	220%	400%	500%
Initial Percent	100	100	100	100	100
November 2018	99	92	85	74	68
November 2019	97	84	71	55	46
November 2020	95	76	60	40	32
November 2021	94	70	51	30	21
November 2022	92	63	42	22	14
November 2023	90	57	35	16	10
November 2024	88	51	29	12	7
November 2025	86	46	24	8	4
November 2026	84	41	20	6	3
November 2027	81	37	17	4	2
November 2028	79	32	13	3	1
November 2029	76	28	11	2	1
November 2030	74	25	9	2	1
November 2031	71	21	7	1	0
November 2032	68	18	5	1	0
November 2033	65	15	4	0	0
November 2034	61	12	3	0	0
November 2035	58	9	2	0	0
November 2036	54	7	1	0	0
November 2037	51	4	1	0	0
November 2038	47	2	0	0	0
November 2039	42	0	0	0	0
November 2040	38	0	0	0	0
November 2041	33	0	0	0	0
November 2042	28	0	0	0	0
November 2043	23	0	0	0	0
November 2044	18	0	0	0	0
November 2045	12	0	0	0	0
November 2046	6	0	0	0	0
November 2047	0	0	0	0	0
Weighted Average Life (years)	18.6	8.4	5.4	3.2	2.6

Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on the anticipated yield of that Class resulting from its purchase price, the investor's own projection of Mortgage Loan prepayment rates under a variety of scenarios and in the case of the Group 3 Securities, the investor's own projection of levels of One-Month LIBOR, CMT and One-Year LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, CMT levels, One-Year LIBOR levels, One-Month LIBOR levels or the yield of any Class.**

Prepayments: Effect on Yields

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

- In the case of Regular Securities or MX Securities purchased at a premium (especially the Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount, slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- The rates of principal amortization on the Mortgage Loans underlying the Group 3 Trust Assets will depend upon the level of, and annual adjustments in, the applicable Mortgage Rates, with

higher Mortgage Rates and earlier increases in Mortgage Rates affecting the rates of prepayments, which 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 fixed rate 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 fixed rate 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.

One-Month LIBOR: Effect on Yields of the Floating Rate Class and the Class WI Securities

Low levels of One-Month LIBOR can reduce the yield of the Floating Rate Class. High levels of One-Month LIBOR can significantly reduce the yield of the Class WI Securities. In addition, the Floating Rate Class will not necessarily benefit from a higher yield at high levels of One-Month LIBOR because the rate on such Class is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

CMT and One-Year LIBOR: Effect on Yields of the Group 3 Securities

Low levels of CMT or One-Year LIBOR can reduce the yield of the Group 3 Securities. *See “Risk Factors — After the initial fixed rate period of the mortgage loans underlying the group 3 trust assets, the mortgage rates on such mortgage loans adjust annually based on CMT or one-year LIBOR, as applicable, the level of which will affect the yield on the related securities” in this Supplement.*

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

The effective yield on any Fixed Rate or Delay 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 46 or 50 days earlier, as applicable.

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 or CPR, as applicable, and, in the case of the Class WI Securities, at various constant levels of One-Month LIBOR, CMT and One-Year LIBOR, as applicable.

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

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to the Class WI Securities for each Accrual Period following the first Accrual Period will be based on the indicated level of One-Month LIBOR, (2) the Mortgage Rates applicable to the Mortgage Loans underlying the Group 3 Trust Assets for each Accrual Period after the next Mortgage Rate adjustment date will be based on the indicated level of CMT and One-Year LIBOR, as applicable and (3) the purchase price of each Class (expressed as a percentage of its original Class Notional Balance) plus accrued interest is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

SECURITY GROUP 1

Sensitivity of Class GI to Prepayments Assumed Price 15.75%*

PSA Prepayment Assumption Rates				
150%	180%	300%	400%	441%
6.8%	6.8%	6.8%	2.2%	0.0%

Sensitivity of Class IG to Prepayments Assumed Price 10.875%*

PSA Prepayment Assumption Rates				
150%	180%	300%	400%	443%
9.8%	9.8%	9.8%	3.3%	0.0%

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

SECURITY GROUP 3

**Sensitivity of Class WI to Prepayments
Assumed Price 3.034%*
1.55000% CMT
1.88428% One-Year LIBOR**

<u>One-Month LIBOR</u>	<u>CPR Prepayment Assumption Rates</u>			
	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>30%</u>
0.25000%	60.6%	53.5%	38.6%	30.8%
1.24606%	27.6%	21.3%	8.1%	1.2%
6.94803%	**	**	**	**
12.65000% and above	**	**	**	**

**Sensitivity of Class WI to Prepayments
Assumed Price 3.034%*
4.00000% CMT
4.00000% One-Year LIBOR**

<u>One-Month LIBOR</u>	<u>CPR Prepayment Assumption Rates</u>			
	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>30%</u>
0.25000%	79.4%	71.8%	55.8%	47.4%
1.24606%	51.6%	44.7%	30.1%	22.5%
6.94803%	**	**	**	**
12.65000% and above	**	**	**	**

**Sensitivity of Class WI to Prepayments
Assumed Price 3.034%*
8.00000% CMT
5.00000% One-Year LIBOR**

<u>One-Month LIBOR</u>	<u>CPR Prepayment Assumption Rates</u>			
	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>30%</u>
0.25000%	81.4%	73.7%	57.6%	49.2%
1.24606%	55.2%	48.2%	33.4%	25.7%
6.94803%	(31.1)%	(35.8)%	(45.8)%	(51.0)%
12.65000% and above	**	**	**	**

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

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

Sensitivity of Class WI to Prepayments
Assumed Price 3.034%*
11.50000% CMT
7.50000% One-Year LIBOR

<u>One-Month LIBOR</u>	<u>CPR Prepayment Assumption Rates</u>			
	<u>10%</u>	<u>15%</u>	<u>25%</u>	<u>30%</u>
0.25000%	81.5%	73.8%	57.7%	49.3%
1.24606%	55.3%	48.3%	33.5%	25.8%
6.94803%	(26.6)%	(31.5)%	(41.6)%	(47.0)%
12.65000% and above	**	**	**	**

SECURITY GROUP 4

Sensitivity of Class IO to Prepayments
Assumed Price 18.75%*

<u>PSA Prepayment Assumption Rates</u>				
<u>100%</u>	<u>220%</u>	<u>302%</u>	<u>400%</u>	<u>500%</u>
14.1%	5.9%	0.0%	(7.2)%	(14.9)%

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

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

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 Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Double REMIC Series for United States federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

Regular Securities

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

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

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

<u>Group</u>	<u>PSA or CPR</u>
1	180% PSA
2	605% PSA
3	15% CPR
4	220% PSA

In the case of the Class WF Securities, the interest rate value to be used for these determinations is the initial Interest Rate as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of One-Month LIBOR, CMT or One-Year LIBOR at any time after the date of this Supplement. See “*Certain United States Federal Income Tax Consequences*” in the Base Offering Circular.

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

Residual Securities

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

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

MX Securities

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

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

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

In addition, any purchaser, transferee or holder of the Regular or MX Securities or any interest therein that is a benefit plan investor as defined in 29 C.F.R. Section 2510.3-101, as modified by Section 3(42) of ERISA (a “Benefit Plan Investor”) or a fiduciary purchasing the Regular or MX Securities on behalf of a Benefit Plan Investor (a “Plan Fiduciary”), should consider the impact of the new regulations promulgated by the Department of Labor at 29 C.F.R. Section 2510.3-21 on April 8, 2016 (81 Fed. Reg. 20,997) (the “Fiduciary Rule”). In connection with the Fiduciary Rule, each Benefit Plan Investor will be deemed to have represented by its acquisition of the Regular or MX Securities that:

(1) none of Ginnie Mae, the Sponsor or the Co-Sponsor or any of their respective affiliates (the “Transaction Parties”), has provided or will provide advice with respect to the acquisition of the Regular or MX Securities by the Benefit Plan Investor, other than to the Plan Fiduciary which is “independent” (within the meaning of the Fiduciary Rule) of the Transaction Parties;

(2) the Plan Fiduciary either:

- (a) is a bank as defined in Section 202 of the Investment Advisers Act of 1940 (the “Advisers Act”), or similar institution that is regulated and supervised and subject to periodic examination by a State or Federal agency; or
- (b) is an insurance carrier which is qualified under the laws of more than one state to perform the services of managing, acquiring or disposing of assets of a Benefit Plan Investor; or
- (c) is an investment adviser registered under the Advisers Act, or, if not registered as an investment adviser under the Advisers Act by reason of paragraph (1) of Section 203A of the Advisers Act, is registered as an investment adviser under the laws of the state in which it maintains its principal office and place of business; or

- (d) is a broker-dealer registered under the Securities Exchange Act of 1934, as amended; or
- (e) has, and at all times that the Benefit Plan Investor is invested in the Regular or MX Securities will have, total assets of at least U.S. \$50,000,000 under its management or control (provided that this clause (e) shall not be satisfied if the Plan Fiduciary is either (i) the owner or a relative of the owner of an investing individual retirement account or (ii) a participant or beneficiary of the Benefit Plan Investor investing in or holding the Regular or MX Securities in such capacity);

(3) the Plan Fiduciary is capable of evaluating investment risks independently, both in general and with respect to particular transactions and investment strategies, including the acquisition by the Benefit Plan Investor of the Regular or MX Securities;

(4) the Plan Fiduciary is a “fiduciary” within the meaning of Section 3(21) of ERISA and Section 4975 of the Code with respect to the Benefit Plan Investor and is responsible for exercising independent judgment in evaluating the Benefit Plan Investor’s acquisition of the Regular or MX Securities;

(5) none of the Transaction Parties has exercised any authority to cause the Benefit Plan Investor to invest in the Regular or MX Securities or to negotiate the terms of the Benefit Plan Investor’s investment in the Regular or MX Securities; and

(6) the Plan Fiduciary acknowledges and agrees that it has been informed by the Transaction Parties:

- (a) that none of the Transaction Parties is undertaking to provide impartial investment advice or to give advice in a fiduciary capacity in connection with the Benefit Plan Investor’s acquisition of the Regular or MX Securities; and
- (b) of the existence and nature of the Transaction Parties’ financial interests in the Benefit Plan Investor’s acquisition of the Regular or MX Securities.

None of the Transaction Parties is undertaking to provide impartial investment advice, or to give advice in a fiduciary capacity, in connection with the acquisition of any Regular or MX Securities by any Benefit Plan Investor.

Ginnie Mae is neither selling any Security nor providing any advice with respect to any Security to a Benefit Plan Investor, a Plan Fiduciary or any other Person.

These representations and statements are intended to comply with the Department of Labor regulations at 29 C.F.R. Sections 2510.3-21(a) and (c)(1) as promulgated on April 8, 2016 (81 Fed. Reg. 20,997). If these sections of the Fiduciary Rule are revoked, repealed or no longer effective, these representations and statements shall be deemed to be no longer in effect.

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

See “ERISA Considerations” in the Base Offering Circular.

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

LEGAL INVESTMENT CONSIDERATIONS

Institutions whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities may be subject to restrictions on investment in the Securities. **No**

representation is made about the proper characterization of any Class for legal investment or other purposes, or about the permissibility of the purchase by particular investors of any Class under applicable legal investment restrictions.

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

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

PLAN OF DISTRIBUTION

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer the Regular and MX Classes to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest from November 1, 2017. 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) Aggregate Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

LEGAL MATTERS

Certain legal matters will be passed upon for Ginnie Mae by Hunton & Williams LLP, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Nixon Peabody LLP.

Available Combination(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1								
Combination 1(5)								
GA	\$231,512,000	GD	\$231,512,000	PAC/AD	2.75%	FIX	38380KJF3	April 2044
		GE	231,512,000	PAC/AD	2.50	FIX	38380KJG1	April 2044
		GH	231,512,000	PAC/AD	2.25	FIX	38380KJH9	April 2044
		GJ	231,512,000	PAC/AD	2.00	FIX	38380KJJ5	April 2044
		GK	154,341,333	PAC/AD	3.50	FIX	38380KJK2	April 2044
		GL	115,756,000	PAC/AD	4.00	FIX	38380KJL0	April 2044
		GM	92,604,800	PAC/AD	4.50	FIX	38380KJM8	April 2044
		GN	77,170,666	PAC/AD	5.00	FIX	38380KJN6	April 2044
		GP	66,146,285	PAC/AD	5.50	FIX	38380KJP1	April 2044
		GQ	57,878,000	PAC/AD	6.00	FIX	38380KJQ9	April 2044
		GT	51,447,111	PAC/AD	6.50	FIX	38380KJR7	April 2044
		IG	66,146,285	NTL(PAC/AD)	3.50	FIX/IO	38380KJS5	April 2044

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

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

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

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

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

Schedule II

SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
Initial Balance	\$303,843,000.00
December 2017	302,822,363.33
January 2018	301,707,361.66
February 2018	300,498,407.09
March 2018	299,195,983.99
April 2018	297,800,648.81
May 2018	296,313,029.68
June 2018	294,733,826.03
July 2018	293,063,808.03
August 2018	291,303,815.98
September 2018	289,454,759.64
October 2018	287,517,617.34
November 2018	285,493,435.20
December 2018	283,383,326.05
January 2019	281,188,468.44
February 2019	278,910,105.41
March 2019	276,549,543.30
April 2019	274,108,150.42
May 2019	271,587,355.59
June 2019	268,988,646.72
July 2019	266,313,569.18
August 2019	263,563,724.19
September 2019	260,740,767.09
October 2019	257,846,405.53
November 2019	254,882,397.65
December 2019	251,850,550.12
January 2020	248,752,716.15
February 2020	245,590,793.48
March 2020	242,366,722.20
April 2020	239,168,094.36
May 2020	235,994,693.00
June 2020	232,846,302.87
July 2020	229,722,710.45
August 2020	226,623,703.93
September 2020	223,549,073.17
October 2020	220,498,609.74
November 2020	217,472,106.83
December 2020	214,469,359.31
January 2021	211,490,163.68
February 2021	208,534,318.05
March 2021	205,601,622.17
April 2021	202,691,877.37
May 2021	199,804,886.54
June 2021	196,940,454.19

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
July 2021	\$194,098,386.35
August 2021	191,278,490.63
September 2021	188,480,576.14
October 2021	185,704,453.53
November 2021	182,949,934.97
December 2021	180,216,834.11
January 2022	177,504,966.09
February 2022	174,814,147.54
March 2022	172,144,196.53
April 2022	169,494,932.59
May 2022	166,866,176.68
June 2022	164,257,751.22
July 2022	161,669,480.00
August 2022	159,101,188.25
September 2022	156,552,702.58
October 2022	154,023,850.97
November 2022	151,514,462.79
December 2022	149,024,368.76
January 2023	146,553,400.96
February 2023	144,101,392.79
March 2023	141,668,179.00
April 2023	139,253,595.63
May 2023	136,857,480.05
June 2023	134,479,670.92
July 2023	132,120,008.18
August 2023	129,778,333.04
September 2023	127,454,487.98
October 2023	125,148,316.75
November 2023	122,859,664.33
December 2023	120,588,376.93
January 2024	118,356,099.43
February 2024	116,163,792.41
March 2024	114,010,755.99
April 2024	111,896,302.33
May 2024	109,819,755.46
June 2024	107,780,451.09
July 2024	105,777,736.36
August 2024	103,810,969.68
September 2024	101,879,520.52
October 2024	99,982,769.26
November 2024	98,120,106.95
December 2024	96,290,935.16
January 2025	94,494,665.79
February 2025	92,730,720.92
March 2025	90,998,532.58
April 2025	89,297,542.64
May 2025	87,627,202.60

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
June 2025	\$ 85,986,973.46
July 2025	84,376,325.52
August 2025	82,794,738.26
September 2025	81,241,700.14
October 2025	79,716,708.49
November 2025	78,219,269.34
December 2025	76,748,897.25
January 2026	75,305,115.21
February 2026	73,887,454.45
March 2026	72,495,454.32
April 2026	71,128,662.17
May 2026	69,786,633.18
June 2026	68,468,930.23
July 2026	67,175,123.80
August 2026	65,904,791.80
September 2026	64,657,519.48
October 2026	63,432,899.25
November 2026	62,230,530.64
December 2026	61,050,020.08
January 2027	59,890,980.88
February 2027	58,753,033.03
March 2027	57,635,803.13
April 2027	56,538,924.28
May 2027	55,462,035.95
June 2027	54,404,783.85
July 2027	53,366,819.88
August 2027	52,347,801.99
September 2027	51,347,394.06
October 2027	50,365,265.84
November 2027	49,401,092.82
December 2027	48,454,556.12
January 2028	47,525,342.45
February 2028	46,613,143.93
March 2028	45,717,658.08
April 2028	44,838,587.67
May 2028	43,975,640.66
June 2028	43,128,530.09
July 2028	42,296,974.02
August 2028	41,480,695.41
September 2028	40,679,422.07
October 2028	39,892,886.55
November 2028	39,120,826.05
December 2028	38,362,982.40
January 2029	37,619,101.91
February 2029	36,888,935.32
March 2029	36,172,237.74
April 2029	35,468,768.55

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
May 2029	\$ 34,778,291.34
June 2029	34,100,573.83
July 2029	33,435,387.81
August 2029	32,782,509.06
September 2029	32,141,717.28
October 2029	31,512,796.03
November 2029	30,895,532.67
December 2029	30,289,718.25
January 2030	29,695,147.53
February 2030	29,111,618.84
March 2030	28,538,934.03
April 2030	27,976,898.46
May 2030	27,425,320.88
June 2030	26,884,013.41
July 2030	26,352,791.45
August 2030	25,831,473.65
September 2030	25,319,881.85
October 2030	24,817,841.01
November 2030	24,325,179.17
December 2030	23,841,727.41
January 2031	23,367,319.74
February 2031	22,901,793.12
March 2031	22,444,987.37
April 2031	21,996,745.13
May 2031	21,556,911.81
June 2031	21,125,335.55
July 2031	20,701,867.13
August 2031	20,286,360.01
September 2031	19,878,670.20
October 2031	19,478,656.25
November 2031	19,086,179.22
December 2031	18,701,102.60
January 2032	18,323,292.31
February 2032	17,952,616.63
March 2032	17,588,946.16
April 2032	17,232,153.79
May 2032	16,882,114.65
June 2032	16,538,706.09
July 2032	16,201,807.61
August 2032	15,871,300.87
September 2032	15,547,069.59
October 2032	15,228,999.58
November 2032	14,916,978.64
December 2032	14,610,896.58
January 2033	14,310,645.15
February 2033	14,016,118.04
March 2033	13,727,210.79

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
April 2033	\$ 13,443,820.82
May 2033	13,165,847.36
June 2033	12,893,191.43
July 2033	12,625,755.80
August 2033	12,363,444.99
September 2033	12,106,165.18
October 2033	11,853,824.25
November 2033	11,606,331.70
December 2033	11,363,598.65
January 2034	11,125,537.79
February 2034	10,892,063.37
March 2034	10,663,091.17
April 2034	10,438,538.47
May 2034	10,218,324.01
June 2034	10,002,368.00
July 2034	9,790,592.05
August 2034	9,582,919.19
September 2034	9,379,273.82
October 2034	9,179,581.67
November 2034	8,983,769.81
December 2034	8,791,766.62
January 2035	8,603,501.76
February 2035	8,418,906.12
March 2035	8,237,911.86
April 2035	8,060,452.34
May 2035	7,886,462.11
June 2035	7,715,876.89
July 2035	7,548,633.57
August 2035	7,384,670.16
September 2035	7,223,925.76
October 2035	7,066,340.60
November 2035	6,911,855.96
December 2035	6,760,414.17
January 2036	6,611,958.62
February 2036	6,466,433.68
March 2036	6,323,784.77
April 2036	6,183,958.24
May 2036	6,046,901.44
June 2036	5,912,562.65
July 2036	5,780,891.09
August 2036	5,651,836.88
September 2036	5,525,351.08
October 2036	5,401,385.57
November 2036	5,279,893.15
December 2036	5,160,827.45
January 2037	5,044,142.94
February 2037	4,929,794.90

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
March 2037	\$ 4,817,739.45
April 2037	4,707,933.48
May 2037	4,600,334.65
June 2037	4,494,901.40
July 2037	4,391,592.94
August 2037	4,290,369.19
September 2037	4,191,190.80
October 2037	4,094,019.15
November 2037	3,998,816.31
December 2037	3,905,545.04
January 2038	3,814,168.77
February 2038	3,724,651.60
March 2038	3,636,958.28
April 2038	3,551,054.21
May 2038	3,466,905.41
June 2038	3,384,478.52
July 2038	3,303,740.79
August 2038	3,224,660.06
September 2038	3,147,204.76
October 2038	3,071,343.90
November 2038	2,997,047.06
December 2038	2,924,284.36
January 2039	2,853,026.47
February 2039	2,783,244.60
March 2039	2,714,910.49
April 2039	2,647,996.40
May 2039	2,582,475.07
June 2039	2,518,319.78
July 2039	2,455,504.27
August 2039	2,394,002.77
September 2039	2,333,789.99
October 2039	2,274,841.10
November 2039	2,217,131.71
December 2039	2,160,637.90
January 2040	2,105,336.19
February 2040	2,051,203.51
March 2040	1,998,217.24
April 2040	1,946,355.16
May 2040	1,895,595.46
June 2040	1,845,916.74
July 2040	1,797,298.00
August 2040	1,749,718.61
September 2040	1,703,158.33
October 2040	1,657,597.30
November 2040	1,613,016.02
December 2040	1,569,395.35
January 2041	1,526,716.51

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
February 2041	\$ 1,484,961.06
March 2041	1,444,110.91
April 2041	1,404,148.31
May 2041	1,365,055.82
June 2041	1,326,816.34
July 2041	1,289,413.08
August 2041	1,252,829.58
September 2041	1,217,049.66
October 2041	1,182,057.46
November 2041	1,147,837.41
December 2041	1,114,374.22
January 2042	1,081,652.90
February 2042	1,049,658.74
March 2042	1,018,377.29
April 2042	987,794.39
May 2042	957,896.13
June 2042	928,668.86
July 2042	900,099.21
August 2042	872,174.02
September 2042	844,880.41
October 2042	818,205.73
November 2042	792,137.57
December 2042	766,663.74
January 2043	741,772.30
February 2043	717,451.54
March 2043	693,689.93
April 2043	670,476.20
May 2043	647,799.27
June 2043	625,648.28
July 2043	604,012.58
August 2043	582,881.69
September 2043	562,245.38
October 2043	542,093.56
November 2043	522,416.37
December 2043	503,204.12
January 2044	484,447.31
February 2044	466,136.62
March 2044	448,262.89
April 2044	430,817.17
May 2044	413,790.65
June 2044	397,174.70
July 2044	380,960.86
August 2044	365,140.81
September 2044	349,706.42
October 2044	334,649.69
November 2044	319,962.78
December 2044	305,638.01

<u>Distribution Date</u>	<u>Classes GA, GB and GZ (in the aggregate)</u>
January 2045	\$ 291,667.84
February 2045	278,044.87
March 2045	264,761.85
April 2045	251,811.67
May 2045	239,187.34
June 2045	226,882.04
July 2045	214,889.04
August 2045	203,201.78
September 2045	191,813.78
October 2045	180,718.74
November 2045	169,910.43
December 2045	159,382.78
January 2046	149,129.82
February 2046	139,145.69
March 2046	129,424.66
April 2046	119,961.11
May 2046	110,749.50
June 2046	101,784.45
July 2046	93,060.64
August 2046	84,572.87
September 2046	76,316.04
October 2046	68,285.17
November 2046	60,475.33
December 2046	52,881.74
January 2047	45,499.68
February 2047	38,324.54
March 2047	31,351.78
April 2047	24,576.97
May 2047	17,995.76
June 2047	11,603.89
July 2047	5,397.18
August 2047 and thereafter	0.00

EXHIBIT A

Assumed Characteristics of the Mortgage Loans Underlying the Group 3 Trust Assets(1)

Pool Number	Ginnie Certificate Principal Balance(\$)	Approximate Weighted Average Remaining Term to Maturity (in months)(3)	Approximate Weighted Average Loan Age (in months)(4)	Approximate Weighted Current Mortgage Rate(S)	Approximate Weighted Current Certificate Rate(G)	Approximate Weighted Average and Guaranty Fee Rate(C)	Index	Certificate Margin(B)	Issue Date	Next Mortgage Adjustment Date(C)	Mortgage Rate Reset Frequency(D)	Periodic Certificate Interest Rate Limit(H)	Lifetime Certificate Interest Rate Cap(I)	Lifetime Certificate Interest Rate Floor(J)	Final Maturity Date	Initial Certificate Rate at MBS Issuance(K)
8107	\$ 2,423,86	60	300	2.750%	2.250%	0.500%	1-Year CMT	1.500%	December 1, 1992	January 1, 2018	Annually	1.000%	11.500%	1.500%	December 20, 2022	6.500%
8113	4,082,12	61	299	2.794	2.250	0.544	1-Year CMT	1.500	December 1, 1992	January 1, 2018	Annually	1.000	12.000	2.000	December 20, 2022	7.000
8362	4,107,13	74	286	2.895	2.375	0.520	1-Year CMT	1.500	February 1, 1994	April 1, 2018	Annually	1.000	9.000	1.500	February 20, 2024	4.000
8373	3,464,49	74	286	2.925	2.375	0.550	1-Year CMT	1.500	February 1, 1994	April 1, 2018	Annually	1.000	10.000	1.500	February 20, 2024	5.000
8621	3,149,59	88	272	3.564	2.625	0.939	1-Year CMT	1.500	April 1, 1995	July 1, 2018	Annually	1.000	12.000	2.000	April 20, 2025	7.000
8623	10,221,81	88	272	3.760	2.625	1.135	1-Year CMT	1.500	April 1, 1995	July 1, 2018	Annually	1.000	12.500	2.500	April 20, 2025	7.500
8631	29,334,97	89	271	3.480	2.625	0.855	1-Year CMT	1.500	May 1, 1995	July 1, 2018	Annually	1.000	12.000	2.000	May 20, 2025	7.000
8633	5,509,98	90	270	3.500	2.625	0.875	1-Year CMT	1.500	May 1, 1995	July 1, 2018	Annually	1.000	12.500	2.500	May 20, 2025	7.500
8634	2,874,83	89	271	3.769	3.000	0.769	1-Year CMT	1.500	May 1, 1995	July 1, 2018	Annually	1.000	13.000	3.000	May 20, 2025	8.000
8722	3,004,36	94	266	3.480	2.250	1.230	1-Year CMT	1.500	October 1, 1995	January 1, 2018	Annually	1.000	12.000	2.000	October 20, 2025	7.000
8755	4,659,37	95	265	3.483	2.250	1.233	1-Year CMT	1.500	November 1, 1995	January 1, 2018	Annually	1.000	12.000	2.000	November 20, 2025	7.000
8767	2,651,34	96	264	3.451	2.250	1.201	1-Year CMT	1.500	December 1, 1995	January 1, 2018	Annually	1.000	11.000	1.500	December 20, 2025	6.000
8806	2,958,73	43	317	3.625	2.750	0.875	1-Year CMT	1.500	July 1, 1991	October 1, 2018	Annually	1.000	11.000	1.500	July 20, 2021	6.000
8867	8,643,89	47	313	2.829	2.250	0.579	1-Year CMT	1.500	November 1, 1991	January 1, 2018	Annually	1.000	11.000	1.500	November 20, 2021	6.000
8869	2,112,58	47	313	2.840	2.250	0.580	1-Year CMT	1.500	November 1, 1991	January 1, 2018	Annually	1.000	11.500	1.500	November 20, 2021	6.500
8871	18,342,66	47	313	3.000	2.250	0.558	1-Year CMT	1.500	November 1, 1991	January 1, 2018	Annually	1.000	12.000	2.000	November 20, 2021	7.000
8873	5,601,10	46	314	3.000	2.500	0.500	1-Year CMT	1.500	November 1, 1991	January 1, 2018	Annually	1.000	12.500	2.500	November 20, 2021	7.500
8883	19,585,35	48	312	2.821	2.250	0.571	1-Year CMT	1.500	November 1, 1991	January 1, 2018	Annually	1.000	11.000	1.500	December 20, 2021	6.000
8885	33,264,86	48	312	2.821	2.250	0.571	1-Year CMT	1.500	December 1, 1991	January 1, 2018	Annually	1.000	11.500	1.500	December 20, 2021	6.500
8887	5,053,43	48	312	2.791	2.250	0.541	1-Year CMT	1.500	December 1, 1991	January 1, 2018	Annually	1.000	12.000	2.000	December 20, 2021	7.000
8900	5,488,04	49	311	2.925	2.375	0.550	1-Year CMT	1.500	January 1, 1992	April 1, 2018	Annually	1.000	11.000	1.500	January 20, 2022	6.000
8901	20,447,17	49	311	3.375	2.875	0.500	1-Year CMT	1.500	January 1, 1992	April 1, 2018	Annually	1.000	11.000	1.500	January 20, 2022	6.000
8904	7,505,58	49	311	2.921	2.375	0.546	1-Year CMT	1.500	January 1, 1992	April 1, 2018	Annually	1.000	12.250	2.250	January 20, 2022	7.250
8919	8,560,04	49	311	2.944	2.375	0.569	1-Year CMT	1.500	February 1, 1992	April 1, 2018	Annually	1.000	11.500	1.500	February 20, 2022	6.500
8920	4,620,42	49	311	3.375	2.875	0.500	1-Year CMT	2.000	February 1, 1992	April 1, 2018	Annually	1.000	11.500	2.000	February 20, 2022	6.500
8934	13,885,49	51	309	2.903	2.375	0.528	1-Year CMT	1.500	March 1, 1992	April 1, 2018	Annually	1.000	11.000	1.500	March 20, 2022	6.000
8976	9,829,14	53	307	3.174	2.625	0.549	1-Year CMT	1.500	May 1, 1992	July 1, 2018	Annually	1.000	11.000	1.500	May 20, 2022	6.000
80094	107,144,67	115	245	3.867	2.750	1.117	1-Year CMT	1.500	July 1, 1997	October 1, 2018	Annually	1.000	11.000	1.500	July 20, 2027	6.000
80274	5,132,57	137	223	3.913	2.625	1.288	1-Year CMT	1.500	April 1, 1999	July 1, 2018	Annually	1.000	10.500	1.500	April 20, 2029	5.500
80311	16,014,11	140	220	3.851	2.750	1.101	1-Year CMT	1.500	August 1, 1999	October 1, 2018	Annually	1.000	10.500	1.500	August 20, 2029	5.500
80327	8,408,96	141	219	3.805	2.750	1.055	1-Year CMT	1.500	September 1, 1999	October 1, 2018	Annually	1.000	10.500	1.500	September 20, 2029	5.500
80329	9,805,16	142	218	3.482	2.250	1.232	1-Year CMT	1.500	October 1, 1999	January 1, 2018	Annually	1.000	10.500	1.500	October 20, 2029	5.500
80342	5,053,41	142	218	3.473	2.250	1.225	1-Year CMT	1.500	October 1, 1999	January 1, 2018	Annually	1.000	10.500	1.500	October 20, 2029	5.500
80344	8,115,82	143	217	3.464	2.250	1.214	1-Year CMT	1.500	November 1, 1999	January 1, 2018	Annually	1.000	10.500	1.500	November 20, 2029	5.500
80352	5,993,36	143	217	3.501	2.250	1.251	1-Year CMT	1.500	November 1, 1999	January 1, 2018	Annually	1.000	10.500	1.500	November 20, 2029	5.500
80506	15,583,32	144	216	3.471	2.250	1.221	1-Year CMT	1.500	December 1, 1999	January 1, 2018	Annually	1.000	10.500	1.500	December 20, 2029	5.500
80519	9,907,36	161	199	3.729	2.625	1.104	1-Year CMT	1.500	April 1, 2001	July 1, 2018	Annually	1.000	10.000	1.500	April 20, 2031	5.000
80564	3,492,18	162	198	3.785	2.625	1.160	1-Year CMT	1.500	April 1, 2001	July 1, 2018	Annually	1.000	10.500	1.500	April 20, 2031	5.000
80568	33,492,18	167	193	3.500	2.250	1.250	1-Year CMT	1.500	June 1, 2001	July 1, 2018	Annually	1.000	10.000	1.500	June 20, 2031	5.000
80604	5,926,97	172	188	3.468	2.375	1.093	1-Year CMT	1.500	December 1, 2001	January 1, 2018	Annually	1.000	10.500	1.500	December 20, 2031	4.500
80604	5,926,97	172	188	3.468	2.375	1.093	1-Year CMT	1.500	January 1, 2002	April 1, 2018	Annually	1.000	10.500	1.500	January 20, 2032	4.500
80618	1,425,34	175	187	3.842	2.625	1.217	1-Year CMT	1.500	April 1, 2002	July 1, 2018	Annually	1.000	10.500	1.500	April 20, 2032	4.500
80628	8,380,44	176	184	3.690	2.750	0.940	1-Year CMT	1.500	May 1, 2002	July 1, 2018	Annually	1.000	10.500	1.500	May 20, 2032	4.500
80686	14,889,46	184	176	3.693	2.750	0.943	1-Year CMT	1.500	July 1, 2002	October 1, 2018	Annually	1.000	9.500	1.500	July 20, 2032	4.500
80707	18,280,51	188	172	3.718	2.625	1.093	1-Year CMT	1.500	August 1, 2002	October 1, 2018	Annually	1.000	9.500	1.500	August 20, 2032	4.500
80734	55,900,39	189	171	3.128	2.250	0.644	1-Year CMT	1.500	April 1, 2003	July 1, 2018	Annually	1.000	8.000	2.000	April 20, 2033	3.000
80745	98,363,24	186	170	2.970	2.250	0.378	1-Year CMT	1.500	July 1, 2003	October 1, 2018	Annually	1.000	8.000	1.500	July 20, 2033	3.000
80820	189,733,55	194	166	3.796	3.375	0.421	1-Year CMT	1.500	September 1, 2003	January 1, 2018	Annually	1.000	8.000	1.500	September 20, 2033	3.000
80916	2,254,90	196	162	3.130	2.625	0.505	1-Year CMT	2.500	January 1, 2004	April 1, 2018	Annually	1.000	9.500	2.500	January 20, 2034	4.000
80968	1,446,165,44	199	161	3.127	2.625	0.609	1-Year CMT	1.500	April 1, 2004	July 1, 2018	Annually	1.000	8.750	1.500	April 20, 2034	3.750
81036	29,058,68	199	161	3.359	2.750	0.489	1-Year CMT	1.500	May 1, 2004	July 1, 2018	Annually	1.000	8.750	1.500	May 20, 2034	3.750
81249	132,334,49	200	159	3.239	2.750	0.489	1-Year CMT	1.500	July 1, 2004	October 1, 2018	Annually	1.000	9.000	1.500	July 20, 2034	4.000
81315	144,223,35	209	154	2.957	2.375	0.582	1-Year CMT	1.500	August 1, 2004	October 1, 2018	Annually	1.000	9.500	1.500	August 20, 2034	4.500
81413	117,237,32	212	148	3.262	3.125	0.137	1-Year CMT	2.000	February 1, 2005	April 1, 2018	Annually	1.000	9.250	1.500	February 20, 2035	4.250
81424	121,317,74	212	148	3.262	3.125	0.137	1-Year CMT	2.000	April 1, 2005	July 1, 2018	Annually	1.000	9.000	1.500	April 20, 2035	4.000
81482	119,614,03	211	149	3.500	2.750	0.750	1-Year CMT	1.500	July 1, 2005	October 1, 2018	Annually	1.000	9.750	1.500	July 20, 2035	4.750
81598	104,841,27	218	142	3.125	2.375	0.750	1-Year CMT	1.500	September 1, 2005	October 1, 2018	Annually	1.000	9.000	1.500	September 20, 2035	4.000

Pool Number	Ginnie Mae Certificate Principal(\$2)	Approximate Weighted Remaining Term to Maturity (in months)(3)	Approximate Weighted Average Loan Age (in months)(4)	Approximate Weighted Current Mortgage Rate(5)	Current Certificate Rate(6)	Approximate Weighted Servicing and Guaranty Fee Rate(7)	Index	Certificate Margin(8)	Issue Date	Next Mortgage Rate Adjustment Date(9)	Mortgage Rate Resert Frequency(10)	Periodic Certificate Interest Rate Limit(11)	Lifetime Certificate Interest Rate Cap(12)	Lifetime Certificate Interest Rate Floor(13)	Final Maturity Date	Initial Certificate Rate at MBS Issuance(14)
81853	\$ 66,184,922	229	131	3.0948%	2.3759%	0.7199%	1-Year CMT	1.5000%	January 1, 2007	April 1, 2018	Annually	1.0000%	10.5000%	1.5000%	January 20, 2037	5.5000%
82130	110,097,033	249	111	3.406	2.750	0.656	1-Year CMT	1.5000%	August 1, 2008	October 1, 2018	Annually	1.000	9.500	1.500	August 20, 2038	4.500
82132	307,929,889	249	111	3.394	2.750	0.644	1-Year CMT	1.5000%	August 1, 2008	October 1, 2018	Annually	1.000	10.500	1.500	August 20, 2038	5.500
82165	13,019,422	250	110	3.500	2.750	0.750	1-Year CMT	1.5000%	September 1, 2008	October 1, 2018	Annually	1.000	10.500	1.500	September 20, 2038	5.500
82183	132,431,977	250	110	2.834	2.250	0.584	1-Year CMT	1.5000%	October 1, 2008	January 1, 2018	Annually	1.000	10.000	1.500	October 20, 2038	5.000
82211	81,744,335	251	109	2.813	2.250	0.563	1-Year CMT	1.5000%	November 1, 2008	January 1, 2018	Annually	1.000	9.500	1.500	November 20, 2038	4.500
82219	14,210,600	251	109	2.750	2.250	0.500	1-Year CMT	1.5000%	November 1, 2008	January 1, 2018	Annually	1.000	11.000	1.500	November 20, 2038	6.000
82350	109,860,566	258	100	3.235	2.750	0.585	1-Year CMT	1.5000%	July 1, 2009	October 1, 2018	Annually	1.000	8.500	1.500	July 20, 2039	3.500
82384	162,206,042	261	99	3.348	2.750	0.498	1-Year CMT	1.5000%	September 1, 2009	October 1, 2018	Annually	1.000	9.500	1.500	September 20, 2039	4.500
82414	134,908,055	262	98	2.940	2.250	0.648	1-Year CMT	1.5000%	October 1, 2009	January 1, 2018	Annually	1.000	10.000	1.500	October 20, 2039	4.000
82459	547,707.30	263	97	2.927	2.375	0.652	1-Year CMT	1.5000%	October 1, 2009	January 1, 2018	Annually	2.000	10.000	1.500	October 20, 2039	4.000
82474	95,940.92	266	94	3.040	2.375	0.665	1-Year CMT	1.5000%	January 1, 2010	April 1, 2018	Annually	1.000	9.000	1.500	January 20, 2040	4.000
82478	167,845.19	266	94	2.957	2.375	0.582	1-Year CMT	1.5000%	February 1, 2010	April 1, 2018	Annually	1.000	8.500	1.500	February 20, 2040	3.500
82489	218,920.60	267	93	2.983	2.375	0.608	1-Year CMT	1.5000%	February 1, 2010	April 1, 2018	Annually	1.000	8.500	1.500	February 20, 2040	3.500
82499	231,482.43	267	93	3.038	2.375	0.663	1-Year CMT	1.5000%	March 1, 2010	April 1, 2018	Annually	1.000	9.000	1.500	March 20, 2040	3.500
82520	382,066.93	268	92	3.170	2.625	0.545	1-Year CMT	1.5000%	March 1, 2010	April 1, 2018	Annually	1.000	10.000	1.500	March 20, 2040	4.000
82538	46,555.99	270	90	3.067	2.625	0.442	1-Year CMT	1.5000%	April 1, 2010	July 1, 2018	Annually	1.000	9.000	1.500	April 20, 2040	4.000
82540	234,331.82	270	90	3.218	2.625	0.593	1-Year CMT	1.5000%	May 1, 2010	July 1, 2018	Annually	1.000	8.500	1.500	May 20, 2040	3.500
82594	575,222.17	273	87	3.252	2.750	0.502	1-Year CMT	1.5000%	August 1, 2010	October 1, 2018	Annually	1.000	8.000	1.500	August 20, 2040	3.500
82625	55,722.445	273	87	3.367	2.750	0.617	1-Year CMT	1.5000%	September 1, 2010	October 1, 2018	Annually	1.000	8.500	1.500	September 20, 2040	3.500
82664	2,643,734.36	277	85	2.791	2.250	0.541	1-Year CMT	1.5000%	November 1, 2010	January 1, 2018	Annually	1.000	8.500	1.500	November 20, 2040	2.500
82710	509,825.85	277	85	2.868	2.375	0.493	1-Year CMT	1.5000%	January 1, 2011	April 1, 2018	Annually	1.000	7.500	1.500	January 20, 2041	2.500
82712	308,404.37	277	85	2.878	2.375	0.503	1-Year CMT	1.5000%	January 1, 2011	April 1, 2018	Annually	1.000	8.000	1.500	January 20, 2041	3.000
82713	196,148.44	277	85	2.900	2.375	0.525	1-Year CMT	1.5000%	January 1, 2011	April 1, 2018	Annually	1.000	8.500	1.500	January 20, 2041	3.500
82734	110,498.84	278	81	2.872	2.375	0.497	1-Year CMT	1.5000%	February 1, 2011	April 1, 2018	Annually	1.000	7.500	1.500	February 20, 2041	2.500
82736	245,631.22	278	81	2.730	2.375	0.355	1-Year CMT	1.5000%	February 1, 2011	April 1, 2018	Annually	1.000	7.500	1.500	February 20, 2041	2.500
82800	66,311.55	280	80	3.369	3.125	0.244	1-Year CMT	2.0000%	April 1, 2011	July 1, 2018	Annually	1.000	8.500	2.000	April 20, 2041	3.500
82884	161,804.92	282	76	3.239	2.750	0.489	1-Year CMT	1.5000%	July 1, 2011	October 1, 2018	Annually	1.000	7.500	1.500	July 20, 2041	2.500
82903	638,403.05	284	75	3.210	2.750	0.468	1-Year CMT	1.5000%	August 1, 2011	October 1, 2018	Annually	1.000	7.500	1.500	August 20, 2041	2.500
82908	733,690.85	284	76	3.218	2.750	0.468	1-Year CMT	1.5000%	August 1, 2011	October 1, 2018	Annually	1.000	9.000	1.500	August 20, 2041	4.000
82977	1,015,976.11	286	72	2.752	2.250	0.502	1-Year CMT	1.5000%	November 1, 2011	January 1, 2018	Annually	1.000	7.500	1.500	November 20, 2041	2.500
82980	255,152.54	287	73	2.652	2.250	0.402	1-Year CMT	1.5000%	November 1, 2011	January 1, 2018	Annually	1.000	8.000	1.500	November 20, 2041	3.000
82997	1,406,441.50	287	71	2.751	2.250	0.501	1-Year CMT	1.5000%	December 1, 2011	January 1, 2018	Annually	1.000	7.500	1.500	December 20, 2041	2.500
82999	79,875.52	288	72	2.742	2.250	0.492	1-Year CMT	1.5000%	December 1, 2011	January 1, 2018	Annually	1.000	8.000	1.500	December 20, 2041	3.000
83052	178,175.62	290	69	2.864	2.375	0.489	1-Year CMT	1.5000%	March 1, 2012	April 1, 2018	Annually	1.000	8.000	1.500	March 20, 2042	2.500
83062	308,995.94	291	69	4.000	3.250	0.750	1-Year IBOR	1.5000%	March 1, 2012	April 1, 2018	Annually	2.000	8.500	1.500	March 20, 2042	3.500
MA0034	124,505.41	293	67	2.961	2.625	0.336	1-Year CMT	1.5000%	April 1, 2012	July 1, 2018	Annually	1.000	7.500	1.500	April 20, 2042	2.500
MA0037	672,212.80	292	68	3.023	2.625	0.398	1-Year CMT	1.5000%	April 1, 2012	July 1, 2018	Annually	1.000	8.500	1.500	April 20, 2042	3.500
MA0186	81,015.29	294	66	4.000	3.250	0.750	1-Year IBOR	1.5000%	June 1, 2012	July 1, 2018	Annually	2.000	9.000	1.500	June 20, 2042	3.000
MA0243	332,369.74	294	64	3.233	2.750	0.483	1-Year CMT	1.5000%	July 1, 2012	October 1, 2018	Annually	1.000	7.000	1.500	July 20, 2042	2.000
MA0259	127,122.29	295	65	3.426	2.750	0.676	1-Year CMT	1.5000%	July 1, 2012	October 1, 2018	Annually	2.000	8.500	1.500	July 20, 2042	2.500
MA0351	429,868.05	297	63	3.060	2.750	0.310	1-Year CMT	1.5000%	July 1, 2012	October 1, 2018	Annually	1.000	7.500	1.500	July 20, 2042	2.500
MA0342	7,718,538.88	295	63	3.234	2.750	0.484	1-Year CMT	1.5000%	August 1, 2012	October 1, 2018	Annually	1.000	7.500	1.500	August 20, 2042	2.500
MA0475	102,393.15	296	64	3.102	2.750	0.352	1-Year CMT	1.5000%	September 1, 2012	October 1, 2018	Annually	1.000	7.500	1.500	September 20, 2042	2.500
MA0414	1,673,864.13	295	62	3.222	2.750	0.472	1-Year CMT	1.5000%	September 1, 2012	October 1, 2018	Annually	1.000	7.000	1.500	September 20, 2042	2.000
MA0483	2,246,829.43	298	62	2.817	2.500	0.317	1-Year CMT	1.5000%	October 1, 2012	January 1, 2018	Annually	1.000	7.500	1.500	October 20, 2042	2.500
MA0546	223,856.17	300	60	2.822	2.500	0.322	1-Year CMT	1.5000%	October 1, 2012	January 1, 2018	Annually	1.000	7.500	1.500	October 20, 2042	2.500
MA0554	458,946.77	299	59	2.740	2.250	0.490	1-Year CMT	1.5000%	November 1, 2012	January 1, 2018	Annually	1.000	7.500	1.500	November 20, 2042	2.500
MA0646	1,227,710.95	297	60	2.739	2.250	0.489	1-Year CMT	1.5000%	November 1, 2012	January 1, 2018	Annually	1.000	7.000	1.500	November 20, 2042	2.000
MA0711	781,822.77	301	57	2.884	2.000	0.384	1-Year CMT	1.5000%	December 1, 2012	January 1, 2018	Annually	1.000	7.000	1.500	December 20, 2042	2.000
MA0803	116,517.10	300	57	2.860	2.375	0.385	1-Year CMT	1.5000%	January 1, 2013	April 1, 2018	Annually	1.000	7.000	1.500	January 20, 2043	2.000
MA0886	114,845.86	303	57	2.883	2.500	0.383	1-Year CMT	1.5000%	February 1, 2013	April 1, 2018	Annually	1.000	7.500	1.500	February 20, 2043	2.500
MA1109	372,277.70	304	53	3.104	2.625	0.479	1-Year CMT	1.5000%	March 1, 2013	July 1, 2018	Annually	1.000	7.500	1.500	March 20, 2043	2.000
MA1112	125,315.47	306	54	2.479	2.000	0.479	1-Year IBOR	1.5000%	June 1, 2013	July 1, 2018	Annually	2.000	8.000	1.500	June 20, 2043	2.000
MA1234	54,686.79	308	52	2.296	2.000	0.296	1-Year CMT	1.5000%	August 1, 2013	October 1, 2018	Annually	1.000	7.000	1.500	August 20, 2043	2.000
MA1295	55,672.53	308	52	2.490	2.000	0.490	1-Year CMT	1.5000%	September 1, 2013	October 1, 2018	Annually	1.000	7.000	1.500	September 20, 2043	2.000
MA2087	476,955.32	319	41	3.353	3.000	0.353	1-Year CMT	1.5000%	July 1, 2014	October 1, 2019	Annually	1.000	8.000	1.500	July 20, 2044	3.000
MA2466	1,716,415.05	325	35	2.254	2.000	0.254	1-Year CMT	1.5000%	December 1, 2014	January 1, 2020	Annually	1.000	7.000	1.500	December 20, 2044	2.000
MA2542	1,411,561.46	326	34	2.254	2.000	0.254	1-Year CMT	1.5000%	January 1, 2015	April 1, 2020	Annually	1.000	7.500	1.500	January 20, 2045	2.500
MA2674	284,406.04	326	34	2.897	2.500	0.397	1-Year CMT	1.5000%	February 1, 2015	July 1, 2018	Annually	1.000	7.000	1.500	February 20, 2045	2.000
MA2771	317,645.31	328	32	2.263	2.000	0.263	1-Year CMT	1.5000%	April 1, 2015	July 1, 2018	Annually	1.000	7.500	1.500	April 20, 2045	2.500
MA2905	110,481.78	330	30	2.995	2.500	0.405	1-Year CMT	1.5000%	June 1, 2015	July 1, 2018	Annually	1.000	7.500	1.500	June 20, 2045	2.500
MA2915	1,950,901.25	330	29	2.273	2.000	0.273	1-Year CMT	1.5000%	June 1, 2015	July 1, 2018	Annually	1.000	7.000	1.500	June 20, 2045	2.000
MA3057	2,044,656.55	332	26	2.274	2.000	0.274	1-Year CMT	1.5000%	August 1, 2015	October 1, 2018	Annually	1.000	7.000	1.500	August 20, 2045	2.000
MA3129	3,740,785.99	334	26	2.270	2.000	0.270	1-Year CMT	1.5000%	September 1, 2015	October 1, 2018	Annually	1.000	7.000	1.500	September 20, 2045	2.000
MA3195	6,209,350.53	3														

Pool Number	Ginnie Mae Certificate Principal Balance(2)	Approximate Weighted Average Remaining Term to Maturity (in months)(3)	Approximate Weighted Average Loan Age (in months)(4)	Approximate Weighted Average Current Mortgage Rate(5)	Approximate Weighted Average Servicing and Guaranty Fee Rate(7)	Index	Certificate Margin(8)	Issue Date	Next Mortgage Rate Adjustment Date(9)	Mortgage Rate Reset Frequency(10)	Periodic Certificate Interest Rate Limit(11)	Lifetime Certificate Interest Rate Cap(12)	Lifetime Certificate Interest Rate Floor(13)	Final Maturity Date	Initial Certificate Rate at MBS Issuance(14)
MA3827	\$11,859,036.14	344	16	2.26-8%	0.26-8%	1-Year CMT	1.500%	July 1, 2016	October 1, 2019	Annually	1.000%	7.000%	1.500%	July 20, 2046	2.000%
MA4026	850,368.06	346	13	2.271	0.271	1-Year CMT	1.500	October 1, 2016	January 1, 2020	Annually	1.000	7.000	1.500	October 20, 2046	2.000
MA4084	271,991.01	348	12	4.125	0.625	1-Year CMT	1.500	November 1, 2016	January 1, 2022	Annually	1.000	8.500	1.500	November 20, 2046	3.500

- (1) The information in this Exhibit A is provided by the Sponsor as of November 1, 2017. It is based on information regarding the Group 3 Trust Assets and the related Mortgage Loans. All weighted averages provided in this Exhibit C are weighted based on the outstanding principal amounts of the Mortgage Loans as of November 1, 2017.
- (2) The Ginnie Mae Certificate Principal Balance is the sum of the outstanding principal amounts of the Mortgage Loans underlying the related Trust MBS.
- (3) The Approximate Weighted Average Remaining Term to Maturity (in months) is the approximate weighted average remaining term to maturity of the Mortgage Loans underlying the related Trust MBS.
- (4) The Approximate Weighted Average Loan Age (in months) is the approximate weighted average loan age of the Mortgage Loans underlying the related Trust MBS.
- (5) The Approximate Weighted Average Current Mortgage Rate is the approximate weighted average of the interest rates of the Mortgage Loans underlying the related Trust MBS.
- (6) The Current Certificate Rate is the current certificate rate of the related Trust MBS.
- (7) The Approximate Weighted Average Servicing and Guaranty Fee Rate is the approximate weighted average monthly fee rate for servicing and for the Ginnie Mae Certificate Guaranty Fee.
- (8) The Certificate Margin is the margin of the Mortgage Loans underlying the related Trust MBS net of the Servicing and Guaranty Fee Rate.
- (9) The Next Mortgage Rate Adjustment Date is the next date on which the Mortgage Rate of each Mortgage Loan underlying the related Trust MBS resets under the Mortgage Rate formula and the related Mortgage Loan documents.
- (10) The Mortgage Rate Reset Frequency is the frequency that the Mortgage Rate of each Mortgage Loan resets under the Mortgage Rate formula and related Mortgage Loan documents applicable to each Mortgage Loan underlying the related Trust MBS after the first Mortgage Rate adjustment date.
- (11) The Periodic Certificate Interest Rate Limit is the maximum periodic interest rate adjustment possible based on the MBS Guide.
- (12) The Lifetime Certificate Interest Rate Cap is the maximum certificate interest rate possible based on the MBS Guide.
- (13) The Lifetime Certificate Interest Rate Floor is the minimum certificate interest rate possible based on the MBS Guide.
- (14) The Initial Certificate Rate at MBS Issuance is the initial certificate rate of the related Trust MBS.

The remaining terms to maturity, loan ages, Mortgage Rates, Mortgage Margins, first Mortgage Rate adjustment dates and next Mortgage Rate adjustment dates of many of the Mortgage Loans underlying the Group 3 Trust Assets will differ from the characteristics assumed, perhaps significantly. See *"The Trust Assets — The Mortgage Loans" in this Supplement.*



\$473,970,466

***Government National
Mortgage Association***

GINNIE MAE[®]

***Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2017-164***

***OFFERING CIRCULAR SUPPLEMENT
November 22, 2017***

***Morgan Stanley
Ramirez & Co. Inc.***