

**\$591,146,557**  
**Government National Mortgage Association**  
**GINNIE MAE<sup>®</sup>**  
**Guaranteed REMIC Pass-Through Securities**  
**and MX Securities**  
**Ginnie Mae REMIC Trust 2024-188**

**The Securities**

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

**The Ginnie Mae Guaranty**

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

**The Trust and its Assets**

The Trust will own Ginnie Mae Certificates.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>						
AF(1) .....	\$268,702,694	(5)	PT	FLT	38384VVQ7	November 2054
IT(1) .....	268,702,694	(5)	NTL(PT)	INV/IO	38384VVR5	November 2054
SA .....	268,702,694	(5)	NTL(PT)	INV/IO	38384VVS3	November 2054
TI(1) .....	268,702,694	(5)	NTL(PT)	INV/IO	38384VVT1	November 2054
<b>Security Group 2</b>						
CZ .....	2,035,773	6.50%	SUP	FIX/Z	38384VVU8	September 2054
PA .....	33,060,000	6.50	PAC/AD	FIX	38384VVV6	March 2054
PZ .....	335,000	6.50	PAC/AD	FIX/Z	38384VWW4	September 2054
<b>Security Group 3</b>						
BZ .....	668,000	6.50	PAC/AD	FIX/Z	38384VWX2	September 2054
DZ .....	2,073,491	6.50	SUP	FIX/Z	38384VYY0	September 2054
PB .....	5,000,000	6.00	PAC/AD	FIX	38384VYZ7	June 2053
PD .....	21,835,000	6.50	PAC/AD	FIX	38384VWA1	June 2053
PN .....	5,000,000	7.00	PAC/AD	FIX	38384VWB9	June 2053
<b>Security Group 4</b>						
FD .....	100,000,000	(5)	PT	FLT	38384VWC7	November 2054
PT .....	50,000,000	5.50	PT	FIX	38384VWD5	November 2054
SD .....	100,000,000	(5)	NTL(PT)	INV/IO	38384VWE3	November 2054
<b>Security Group 5</b>						
FG .....	102,436,599	(5)	PT	FLT	38384VWF0	November 2054
SG .....	102,436,599	(5)	NTL(PT)	INV/IO	38384VWG8	November 2054
<b>Residual</b>						
R .....	0	0.00	NPR	NPR	38384VWH6	November 2054

- (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 29, 2024.

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**

**Mischler Financial Group, Inc.**

The date of this Offering Circular Supplement is November 22, 2024.

## 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> (“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.

---

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet .....	S-3	ERISA Matters .....	S-30
Risk Factors .....	S-8	Legal Investment Considerations .....	S-30
The Trust Assets .....	S-11	Plan of Distribution .....	S-30
Ginnie Mae Guaranty .....	S-13	Increase in Size .....	S-31
Description of the Securities .....	S-13	Legal Matters .....	S-31
Yield, Maturity and Prepayment Considerations .....	S-17	Schedule I: Available Combinations .....	S-I-1
Certain United States Federal Income Tax Consequences .....	S-28	Schedule II: Scheduled Principal Balances .....	S-II-1

## 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:** Mischler Financial Group, Inc.

**Trustee:** U.S. Bank National Association

**Tax Administrator:** The Trustee

**Closing Date:** November 29, 2024

**Distribution Date:** The 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in December 2024.

### Trust Assets:

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.500%	30
2	Ginnie Mae II	6.500%	30
3	Ginnie Mae II	6.500%	30
4	Ginnie Mae II	6.500%	30
5	Ginnie Mae II	7.000%	30

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

### Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 4 and 5 Trust Assets<sup>(1)</sup>:

<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<sup>(2)</sup></u>
<b>Group 1 Trust Assets</b> \$268,702,694	352	3	7.029%
<b>Group 4 Trust Assets</b> \$150,000,000	355	2	7.058%
<b>Group 5 Trust Assets</b> \$102,436,599	351	6	7.551%

<sup>(1)</sup> As of November 1, 2024.

<sup>(2)</sup> The Mortgage Loans underlying the Group 1, 4 and 5 Trust Assets may bear interest at rates ranging from 0.25% to 1.50% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 4 and 5 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets — The Mortgage Loans” in this Supplement.*

**Characteristics of the Mortgage Loans Underlying the Group 2 and 3 Trust Assets<sup>(1)</sup>:**

<u>Pool Number</u>	<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<sup>(2)</sup></u>
<b>Group 2 Trust Assets</b>				
DC9664 .....	\$26,452,169.64	347	4	6.956%
787574 .....	8,978,604.12	347	3	7.037%
	<u>\$35,430,773.76</u>			
<b>Group 3 Trust Assets</b>				
787574 .....	\$15,961,962.88	347	3	7.037%
DC3576 .....	6,723,248.03	353	5	7.171%
DC4126 .....	4,084,572.22	349	5	6.985%
DB4065 .....	3,746,731.01	343	6	6.959%
DB0171 .....	2,771,086.39	317	5	7.222%
DC7799 .....	1,288,891.38	355	5	7.250%
	<u>\$34,576,491.91</u>			

(1) As of November 1, 2024.

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

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

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

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

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

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on a 30-day compounded average of the Secured Overnight Financing Rate (“SOFR”) (hereinafter referred to as “30-day Average SOFR”) 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>30-day Average SOFR for Minimum Interest Rate</u>
<b>Security Group 1</b>						
AF	30-day Average SOFR + 1.00%	5.85515%	1.00%	6.50%	0	0.00%
FA	30-day Average SOFR + 1.30%	6.15515%	1.30%	6.50%	0	0.00%
FB	30-day Average SOFR + 1.20%	6.05515%	1.20%	6.50%	0	0.00%
IT	5.50% – 30-day Average SOFR	0.20000%	0.00%	0.20%	0	5.50%
SA	5.20% – 30-day Average SOFR	0.34485%	0.00%	5.20%	0	5.20%
TI	5.30% – 30-day Average SOFR	0.10000%	0.00%	0.10%	0	5.30%
<b>Security Group 4</b>						
FD	30-day Average SOFR + 1.00%	5.79827%	1.00%	7.00%	0	0.00%
SD	6.00% – 30-day Average SOFR	1.20173%	0.00%	6.00%	0	6.00%
<b>Security Group 5</b>						
FG	30-day Average SOFR + 1.00%	5.81264%	1.00%	7.00%	0	0.00%
SG	6.00% – 30-day Average SOFR	1.18736%	0.00%	6.00%	0	6.00%

- (1) 30-day Average SOFR will be established as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

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

#### **SECURITY GROUP 1**

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

#### **SECURITY GROUP 2**

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

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

**SECURITY GROUP 3**

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

- The BZ Accrual Amount in the following order of priority:
  1. Concurrently, to PB, PD and PN, pro rata, until retired
  2. To BZ, until retired
- The Group 3 Principal Distribution Amount and the DZ Accrual Amount in the following order of priority:
  1. To BZ, PB, PD and PN, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date in the following order of priority:
    - a. Concurrently, to PB, PD and PN, pro rata, until retired
    - b. To BZ, until retired
  2. To DZ, until retired
  3. To BZ, PB, PD and PN, in the same manner and priority as step 1. above, without regard to their Aggregate Scheduled Principal Balance, until retired

**SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated, concurrently, to FD and PT, pro rata, until retired

**SECURITY GROUP 5**

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

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

<u>Security Group</u>	<u>Structuring Ranges</u>
<b>PAC Classes</b>	
2    PA and PZ (in the aggregate) .....	350% PSA through 425% PSA
3    BZ, PB, PD and PN (in the aggregate) .....	525% PSA through 625% PSA

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents</u>
<b>Security Group 1</b>		
IT .....	\$268,702,694	100% of AF (PT Class)
SA .....	268,702,694	100% of AF (PT Class)
TI .....	268,702,694	100% of AF (PT Class)
<b>Security Group 4</b>		
SD .....	\$100,000,000	100% of FD (PT Class)
<b>Security Group 5</b>		
SG .....	\$102,436,599	100% of FG (PT Class)

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

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

## 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, pandemic 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 or 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.

***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 levels of 30-day Average SOFR will affect the yields on the floating rate and inverse floating rate securities.*** If 30-day Average SOFR performs differently from what you expect, the yield on the floating rate and inverse floating rate securities may be lower than you expect. Lower levels of such index will generally reduce the yield on the floating rate securities; higher levels of such index will generally reduce the yield on the inverse floating rate securities. You should bear in mind that the timing of changes in the level of such index may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that such index will remain constant.

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

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

***Up to 10% of the mortgage loans underlying the 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.

***An investment in the floating rate and inverse floating rate securities entails risks not associated with an investment in conventional fixed rate securities or securities linked to established market indices.***

The Federal Reserve Bank of New York began to publish SOFR in April 2018 and compounded averages of SOFR in March 2020. Although the Federal Reserve Bank of New York has also published historical indicative SOFR from August 2014 to March 2018, such pre-publication data necessarily involves assumptions, estimates and approximations. You should not rely on any historical changes or trends in SOFR as an indicator of future changes in SOFR. Daily shifts in SOFR have been, and may in the future be, greater than those in comparable market indices. Because the interest rate applicable to any accrual period for securities with an interest rate based on SOFR will be calculated by reference to the daily rates of SOFR during an approximate 30-day period commencing and ending before the related accrual period as described under “Description of the Securities — Interest Distributions — Floating Rate and Inverse Floating Rate Classes” in this supplement, the return on and value of the floating rate and inverse floating rate securities may fluctuate more than debt securities linked to less volatile indices.

30-day Average SOFR is a relatively new market index, and the floating rate and inverse floating rate securities will likely have no established trading market when issued, and an established trading market may never develop or, if developed, may not be liquid. Market terms for securities indexed to 30-day Average SOFR may evolve over time, and trading prices of some securities indexed to 30-day Average SOFR may be lower than those of later-issued securities as a result. Similarly, if 30-day Average SOFR does not prove to be widely used in similar securities, the trading price of related SOFR-Based Classes may be lower than those of securities linked to indices that are more widely used. Investors in

SOFR-Based Classes may not be able to sell their securities at all or may not be able to sell their securities at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk.

You should consult your own financial and legal advisors about the risks associated with an investment in the floating rate and inverse floating rate securities and the suitability of investing in the floating rate and inverse floating rate securities in light of your particular circumstances.

***Interest on the floating rate and inverse floating rate securities will be determined using a replacement rate if 30-day Average SOFR is no longer available, which could adversely affect the value of your investment in the floating rate and inverse floating rate securities.*** 30-day Average SOFR is published by the Federal Reserve Bank of New York based on data received from other sources, and neither Ginnie Mae nor the trustee has any control over its determination, calculation or publication. The activities of the Federal Reserve Bank of New York may directly affect prevailing 30-day Average SOFR in unpredictable ways. There can be no guarantee that 30-day Average SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of holders of securities indexed to 30-day Average SOFR. If the manner in which 30-day Average SOFR is calculated is changed or if 30-day Average SOFR is discontinued, that change or discontinuance may result in a reduction of the amount of interest payable on applicable SOFR-Based Classes and the trading prices of such Classes.

The Federal Reserve Bank of New York has noted that it may alter the methods of calculation, publication schedule, rate revision practices or availability of 30-day Average SOFR at any time without notice. There can be no assurance that 30-day Average SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in the floating rate and inverse floating rate securities.

If 30-day Average SOFR is no longer published or cannot be used, the amount of interest payable on the floating rate and inverse floating rate securities will be determined using a replacement rate, as described under “Description of the Securities — Interest Rate Indices — Benchmark Replacement” in the base offering circular. Ginnie Mae will have the sole discretion to make conforming changes in connection with any replacement rate without the consent of security holders or any other party, as described under “Description of the Securities — Interest Rate Indices — Benchmark Replacement” in the base offering circular. This could reduce the amount of interest payable on the floating rate and inverse floating rate securities, which could adversely affect the return on, value of, and market for, the floating rate and inverse floating rate securities. Furthermore, there can be no assurance that the characteristics of any replacement rate will be similar to 30-day Average SOFR or that any replacement rate will produce the economic equivalent of 30-day Average SOFR.

***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 Trust Assets are either:

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

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

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1, 4 and 5 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, 4 and 5 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Group 2 and 3 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Characteristics of the Mortgage Loans Underlying the Group 2 and 3 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, Rural Development (formerly the Rural Housing Service) or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates — General” in the Base Offering Circular*.

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

### **The Trustee Fee**

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

## **GINNIE MAE GUARANTY**

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

## **DESCRIPTION OF THE SECURITIES**

### **General**

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

### **Form of Securities**

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

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

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

## Interest Distributions

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

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

### *Categories of Classes*

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the front cover of this Supplement and on Schedule I to this Supplement. The abbreviations used in this Supplement to describe the interest entitlements of the Classes are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Accrual Periods*

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

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

### *Fixed Rate Classes*

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

### *Floating Rate and Inverse Floating Rate Classes*

The Floating Rate and Inverse Floating Rate Classes will bear interest as shown under “Terms Sheet — Interest Rates” in this Supplement. The Interest Rates for the Floating Rate and Inverse Floating Rate Classes will be based on 30-day Average SOFR as described below.

The Interest Rate for the Floating Rate and Inverse Floating Rate Classes will be based on 30-day Average SOFR. The Trustee or its agent will determine 30-day Average SOFR as described under “Description of the Securities — Interest Rate Indices — Determination of 30-day Average SOFR” in the Base Offering Circular.

If 30-day Average SOFR ceases to be available or is no longer representative, a replacement rate will be selected, as described under “Description of the Securities — Interest Rate Indices — Benchmark Replacement” in the Base Offering Circular.

The Trustee's determination of 30-day Average SOFR and its calculation of the Interest Rates will be final except in the case of clear error. Investors can obtain 30-day Average SOFR levels and Interest Rates

for the current and preceding Accrual Periods on [ginniemae.gov](http://ginniemae.gov) or by calling the Information Agent at (800) 234-GNMA.

#### *Accrual Classes*

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

#### **Principal Distributions**

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

#### *Categories of Classes*

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the front cover of this Supplement 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. The Class Notional Balances will be reduced as shown under “Terms Sheet — Notional Classes” in this Supplement.

#### **Residual Securities**

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

#### **Class Factors**

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

- The Class Factor for any Class of Securities for each month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution (or addition to principal) to be made or any reduction of Class Notional Balance on the Distribution Date occurring in that month.

- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class (other than 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 [ginniemae.gov](http://ginniemae.gov).

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

### **Termination**

The Trustee, at its option, may purchase or cause the sale of the Trust Assets and thereby terminate the Trust on any Distribution Date on which the aggregate of the Class Principal Balances of the Securities is less than 1% of the aggregate Original Class Principal Balances of the Securities. The exercise of this option may be influenced by a number of factors, including but not limited to, the value of the Trust Assets then remaining in the Trust and general market conditions. The Trustee will be entitled to retain all proceeds and any other amounts in excess of the termination price payable to the Securities under the Trust Agreement.

On any Distribution Date upon the Trustee’s determination that the REMIC status of the 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 REMIC after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

### **Modification and Exchange**

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

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

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner’s Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day



other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to 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 REMIC Program Agency Group 2024-188. 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 mortgage loans, generally:

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

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

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

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

**Accretion Directed Classes**

Classes BZ, PA, PB, PD, PN and PZ are Accretion Directed Classes. The related Accrual Amounts will be applied to making principal distributions on those Classes as described in this Supplement.

Each of 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 constant prepayment rate significantly higher than 0% PSA, except within any applicable 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 Ranges for the PAC Classes are as follows:

<u>Security Group</u>	<u>Initial Effective Ranges</u>
<b>PAC Classes</b>	
2 PA and PZ (in the aggregate) . . . . .	350% PSA through 425% PSA
3 BZ, PB, PD and PN (in the aggregate) . . . . .	525% PSA through 625% PSA

- The principal payment stability of the PAC Classes will be supported by the related 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 Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above table. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above table, that Class could fail to receive Scheduled Payments.

Moreover, the related Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC Class not to receive Scheduled Payments, even if prepayment rates

remain within the initial Effective Range for that Class. Further, the Effective Range for any PAC Class can narrow, shift over time or cease to exist depending on the actual characteristics of the related Mortgage Loans.

If the related Mortgage Loans prepay at rates that are generally below the Effective Range for any PAC Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on such 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, 4 and 5 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 4 and 5 Trust Assets” in the Terms Sheet and the Mortgage Loans underlying the Group 2 and 3 Trust Assets have the characteristics shown under “Characteristics of the Mortgage Loans Underlying the Group 2 and 3 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 4 or 5 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and a Mortgage Rate of 1.50% per annum higher than the related Certificate Rate.

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

3. Distributions on the Securities are always received on the 20th day of the month, whether or not a Business Day, commencing in December 2024.

4. A termination of the Trust does not occur.

5. The Closing Date for the Securities is November 29, 2024.

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

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

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

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 20th day of the month, and the Trustee may cause a termination of the Trust as described under “Description of the Securities — Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, 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 model used in this Supplement, Prepayment Speed Assumption (“PSA”), is the standard prepayment assumption model of The Securities Industry and Financial Markets Association. PSA represents an assumed rate of prepayment each month relative to the then outstanding principal balance of the Mortgage Loans to which the model is applied. See “Yield, Maturity and Prepayment Considerations — Standard Prepayment Assumption Models” in the Base Offering Circular.

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

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

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

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

The information shown for each Notional Class is for illustrative purposes only, as a Notional Class is not entitled to distributions of principal and has no Weighted Average Life. The Weighted Average

Life shown for each Notional Class has been calculated on the assumption that a reduction in the Class Notional Balance thereof is a distribution of principal.

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

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

Security Group 1 PSA Prepayment Assumption Rates					
Classes AF, FA, FB, IT, SA and TI					
Distribution Date	0%	300%	667%	1,050%	1,400%
Initial Percent	100	100	100	100	100
November 2025	99	93	86	79	72
November 2026	98	80	61	42	27
November 2027	97	65	36	16	5
November 2028	96	53	21	6	1
November 2029	95	43	13	2	0
November 2030	94	34	7	1	0
November 2031	92	28	4	0	0
November 2032	91	22	3	0	0
November 2033	89	18	2	0	0
November 2034	88	14	1	0	0
November 2035	86	11	1	0	0
November 2036	84	9	0	0	0
November 2037	82	7	0	0	0
November 2038	79	6	0	0	0
November 2039	77	5	0	0	0
November 2040	74	4	0	0	0
November 2041	71	3	0	0	0
November 2042	68	2	0	0	0
November 2043	64	2	0	0	0
November 2044	60	1	0	0	0
November 2045	56	1	0	0	0
November 2046	52	1	0	0	0
November 2047	47	1	0	0	0
November 2048	42	0	0	0	0
November 2049	36	0	0	0	0
November 2050	30	0	0	0	0
November 2051	23	0	0	0	0
November 2052	16	0	0	0	0
November 2053	8	0	0	0	0
November 2054	0	0	0	0	0
Weighted Average Life (years)	20.5	5.5	2.9	2.0	1.6

Security Group 2 PSA Prepayment Assumption Rates															
Distribution Date	Class CZ					Class PA					Class PZ				
	0%	350%	395%	425%	800%	0%	350%	395%	425%	800%	0%	350%	395%	425%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2025	107	107	91	80	0	98	91	91	91	87	107	107	107	107	107
November 2026	114	114	69	40	0	97	74	74	74	55	114	114	114	114	114
November 2027	121	121	52	8	0	95	55	55	55	28	121	121	121	121	121
November 2028	130	130	50	0	0	93	41	41	41	13	130	130	130	130	130
November 2029	138	131	50	0	0	90	29	29	29	6	138	138	138	138	138
November 2030	148	124	46	0	0	88	21	21	21	2	148	148	148	148	148
November 2031	157	112	41	0	0	85	15	15	15	0	157	157	157	157	157
November 2032	168	99	35	0	0	83	10	10	10	0	168	168	168	168	99
November 2033	179	85	30	0	0	80	7	7	7	0	179	179	179	179	51
November 2034	191	72	25	0	0	77	4	4	4	0	191	191	191	191	26
November 2035	204	60	20	0	0	74	3	3	3	0	204	204	204	204	13
November 2036	218	49	16	0	0	70	1	1	1	0	218	218	218	218	7
November 2037	232	40	13	0	0	66	0	0	0	0	232	232	232	232	3
November 2038	248	32	10	0	0	62	0	0	0	0	248	171	171	171	2
November 2039	264	26	8	0	0	58	0	0	0	0	264	122	122	122	1
November 2040	282	20	6	0	0	53	0	0	0	0	282	87	87	87	0
November 2041	301	16	5	0	0	48	0	0	0	0	301	61	61	61	0
November 2042	321	12	4	0	0	43	0	0	0	0	321	43	43	43	0
November 2043	343	9	3	0	0	37	0	0	0	0	343	30	30	30	0
November 2044	366	7	2	0	0	31	0	0	0	0	366	21	21	21	0
November 2045	390	5	1	0	0	24	0	0	0	0	390	14	14	14	0
November 2046	416	4	1	0	0	17	0	0	0	0	416	9	9	9	0
November 2047	444	3	1	0	0	10	0	0	0	0	444	6	6	6	0
November 2048	474	2	1	0	0	2	0	0	0	0	474	4	4	4	0
November 2049	479	1	0	0	0	0	0	0	0	0	2	2	2	2	0
November 2050	369	1	0	0	0	0	0	0	0	0	1	1	1	1	0
November 2051	251	0	0	0	0	0	0	0	0	0	1	1	1	1	0
November 2052	124	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2053	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2054	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.0	11.4	6.3	1.8	0.5	15.3	4.0	4.0	4.0	2.4	24.5	16.0	16.0	16.0	8.8

**Security Group 3  
PSA Prepayment Assumption Rates**

Distribution Date	Class BZ					Class DZ					Classes PB, PD and PN				
	0%	525%	595%	625%	1,200%	0%	525%	595%	625%	1,200%	0%	525%	595%	625%	1,200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2025	107	107	107	107	107	107	107	82	71	0	98	86	86	86	77
November 2026	114	114	114	114	114	114	114	50	22	0	96	62	62	62	33
November 2027	121	121	121	121	121	121	121	35	0	0	94	38	38	38	7
November 2028	130	130	130	130	129	130	119	33	0	0	92	22	22	22	0
November 2029	138	138	138	138	36	138	103	28	0	0	90	12	12	12	0
November 2030	148	148	148	148	10	148	83	22	0	0	87	6	6	6	0
November 2031	157	157	157	157	3	157	65	16	0	0	85	3	3	3	0
November 2032	168	168	168	168	1	168	49	12	0	0	82	0	0	0	0
November 2033	179	104	104	104	0	179	36	8	0	0	79	0	0	0	0
November 2034	191	63	63	63	0	191	26	6	0	0	75	0	0	0	0
November 2035	204	38	38	38	0	204	18	4	0	0	72	0	0	0	0
November 2036	218	23	23	23	0	218	13	3	0	0	68	0	0	0	0
November 2037	232	14	14	14	0	232	9	2	0	0	64	0	0	0	0
November 2038	248	8	8	8	0	248	6	1	0	0	60	0	0	0	0
November 2039	264	5	5	5	0	264	4	1	0	0	55	0	0	0	0
November 2040	282	3	3	3	0	282	3	1	0	0	50	0	0	0	0
November 2041	301	2	2	2	0	301	2	0	0	0	45	0	0	0	0
November 2042	321	1	1	1	0	321	1	0	0	0	39	0	0	0	0
November 2043	343	1	1	1	0	343	1	0	0	0	33	0	0	0	0
November 2044	366	0	0	0	0	366	1	0	0	0	26	0	0	0	0
November 2045	390	0	0	0	0	390	0	0	0	0	19	0	0	0	0
November 2046	416	0	0	0	0	416	0	0	0	0	12	0	0	0	0
November 2047	444	0	0	0	0	444	0	0	0	0	4	0	0	0	0
November 2048	238	0	0	0	0	474	0	0	0	0	0	0	0	0	0
November 2049	0	0	0	0	0	450	0	0	0	0	0	0	0	0	0
November 2050	0	0	0	0	0	343	0	0	0	0	0	0	0	0	0
November 2051	0	0	0	0	0	235	0	0	0	0	0	0	0	0	0
November 2052	0	0	0	0	0	123	0	0	0	0	0	0	0	0	0
November 2053	0	0	0	0	0	15	0	0	0	0	0	0	0	0	0
November 2054	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	24.0	10.0	10.0	10.0	4.8	26.9	7.9	3.6	1.4	0.3	14.8	2.8	2.8	2.8	1.7

**Security Group 4  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FD, PT and SD				
	0%	200%	439%	700%	900%
Initial Percent	100	100	100	100	100
November 2025	99	96	92	87	84
November 2026	98	87	74	61	52
November 2027	97	76	54	35	24
November 2028	96	66	39	20	11
November 2029	95	57	29	12	5
November 2030	94	49	21	7	2
November 2031	92	43	15	4	1
November 2032	91	37	11	2	0
November 2033	89	32	8	1	0
November 2034	88	27	6	1	0
November 2035	86	23	4	0	0
November 2036	84	20	3	0	0
November 2037	82	17	2	0	0
November 2038	79	15	1	0	0
November 2039	77	12	1	0	0
November 2040	74	10	1	0	0
November 2041	71	9	1	0	0
November 2042	68	7	0	0	0
November 2043	64	6	0	0	0
November 2044	60	5	0	0	0
November 2045	56	4	0	0	0
November 2046	52	3	0	0	0
November 2047	47	3	0	0	0
November 2048	42	2	0	0	0
November 2049	36	1	0	0	0
November 2050	30	1	0	0	0
November 2051	23	1	0	0	0
November 2052	16	0	0	0	0
November 2053	8	0	0	0	0
November 2054	0	0	0	0	0
Weighted Average Life (years)	20.5	7.6	4.1	2.8	2.3

**Security Group 5  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FG and SG				
	0%	200%	456%	750%	1,000%
Initial Percent . . . . .	100	100	100	100	100
November 2025 . . . . .	99	94	88	80	74
November 2026 . . . . .	98	84	67	50	37
November 2027 . . . . .	98	73	48	27	15
November 2028 . . . . .	97	63	35	15	6
November 2029 . . . . .	95	55	25	8	2
November 2030 . . . . .	94	48	18	4	1
November 2031 . . . . .	93	41	13	2	0
November 2032 . . . . .	92	36	9	1	0
November 2033 . . . . .	90	31	6	1	0
November 2034 . . . . .	89	27	5	0	0
November 2035 . . . . .	87	23	3	0	0
November 2036 . . . . .	85	20	2	0	0
November 2037 . . . . .	83	17	2	0	0
November 2038 . . . . .	81	14	1	0	0
November 2039 . . . . .	78	12	1	0	0
November 2040 . . . . .	75	10	1	0	0
November 2041 . . . . .	72	9	0	0	0
November 2042 . . . . .	69	7	0	0	0
November 2043 . . . . .	66	6	0	0	0
November 2044 . . . . .	62	5	0	0	0
November 2045 . . . . .	58	4	0	0	0
November 2046 . . . . .	53	3	0	0	0
November 2047 . . . . .	49	2	0	0	0
November 2048 . . . . .	43	2	0	0	0
November 2049 . . . . .	37	1	0	0	0
November 2050 . . . . .	31	1	0	0	0
November 2051 . . . . .	24	1	0	0	0
November 2052 . . . . .	17	0	0	0	0
November 2053 . . . . .	9	0	0	0	0
November 2054 . . . . .	0	0	0	0	0
Weighted Average Life (years) . . . . .	20.8	7.4	3.8	2.4	1.9

**Yield Considerations**

An investor seeking to maximize yield should make a decision whether to invest in any Regular or MX Class based on:

- the anticipated yield of that Class resulting from its purchase price,
- the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios and
- in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of 30-day Average SOFR under a variety of scenarios.

**No representation is made regarding Mortgage Loan prepayment rates, 30-day Average SOFR 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.



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

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

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

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

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

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

#### *30-day Average SOFR: Effect on Yields of the Floating Rate and Inverse Floating Rate Classes*

Low levels of 30-day Average SOFR can reduce the yield of the Floating Rate Classes. High levels of 30-day Average SOFR can reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not necessarily benefit from a higher yield at high levels of 30-day Average SOFR and certain Inverse Floating Rate Classes may not benefit from particularly low levels of 30-day Average SOFR because the rate on such Classes is capped at a maximum rate described under “Terms Sheet — Interest Rates.”

#### *Payment Delay: Effect on Yields of the Fixed Rate Classes*

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

### **Yield Tables**

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and at various constant levels of 30-day Average SOFR.

The Mortgage Loans will not prepay at any constant rate until maturity, and it is unlikely that 30-day Average SOFR will remain constant. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. **Therefore, the actual pre-tax yield of any Class may differ from those shown in the applicable table below for that Class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

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

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

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of 30-day Average SOFR and (2) the purchase price of each Class (expressed as a percentage of 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 IT to Prepayments  
Assumed Price 0.4375%\***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>667%</u>	<u>1,050%</u>	<u>1,400%</u>
5.3% and below . . . . .	33.7%	14.2%	(7.3)%	(28.2)%
5.4% . . . . .	6.2%	(15.4)%	(40.0)%	(64.4)%
5.5% and above . . . . .	**	**	**	**

**Sensitivity of Class SA to Prepayments  
Assumed Price 3.5%\***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>667%</u>	<u>1,050%</u>	<u>1,400%</u>
3.85515% . . . . .	23.9%	3.8%	(18.6)%	(40.4)%
4.85515% . . . . .	(10.2)%	(33.4)%	(61.3)%	(90.4)%
5.02758% . . . . .	(17.5)%	(41.1)%	(70.8)%	**
5.20000% and above . . . . .	**	**	**	**

**Sensitivity of Class TI to Prepayments  
Assumed Price 0.21875%\***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>300%</u>	<u>667%</u>	<u>1,050%</u>	<u>1,400%</u>
5.20% and below . . . . .	33.7%	14.2%	(7.3)%	(28.2)%
5.25% . . . . .	6.2%	(15.4)%	(40.0)%	(64.4)%
5.30% and above . . . . .	**	**	**	**

**SECURITY GROUP 4**

**Sensitivity of Class SD to Prepayments  
Assumed Price 4.75%\***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>439%</u>	<u>700%</u>	<u>900%</u>
3.79827% . . . . .	39.3%	27.4%	14.0%	3.4%
4.79827% . . . . .	14.5%	1.4%	(13.6)%	(25.7)%
5.39913% . . . . .	(0.5)%	(14.5)%	(30.9)%	(44.4)%
6.00000% and above . . . . .	**	**	**	**

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

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

**SECURITY GROUP 5**

**Sensitivity of Class SG to Prepayments  
Assumed Price 4.0%\***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>456%</u>	<u>750%</u>	<u>1,000%</u>
3.81264% .....	48.1%	33.7%	16.0%	0.0%
4.81264% .....	18.8%	3.7%	(15.1)%	(32.4)%
5.40632% .....	1.7%	(14.0)%	(33.8)%	(52.5)%
6.00000% 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.

**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 Election**

In the opinion of Cleary Gottlieb Steen & Hamilton LLP, the Trust will constitute a Single REMIC Series for United States federal income tax purposes.

**Regular Securities**

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

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

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

<u>Group</u>	<u>PSA</u>
1	667%
2	395%
3	595%
4	439%
5	456%

In the case of the Floating Rate Classes, the interest rate values to be used for these determinations are the initial Interest Rates as set forth in the Terms Sheet under “Interest Rates.” No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of 30-day Average SOFR 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 R Securities will represent the beneficial ownership of the Residual Interest in the Trust REMIC.

The Residual 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 REMIC, and these requirements will continue until there are no Securities of any Class outstanding. 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 REMIC 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.

**Prospective Plan Investors should consult with their advisors 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.**

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 (“Similar Law”).

Fiduciaries of any such Plans or governmental or church plans subject to Similar Law should consult with their counsel before purchasing any of the Securities.

*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 (1) November 1, 2024 on the Fixed Rate Classes and (2) November 20, 2024 on the Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through

dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

#### **INCREASE IN SIZE**

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

#### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Hunton Andrews Kurth LLP and d'Arcambal Ousley & Cuyler Burk LLP, for the Trust by Cleary Gottlieb Steen & Hamilton LLP and Marcell Solomon & Associates, P.C., and for the Trustee by Faegre Drinker Biddle & Reath LLP.

Available Combinations(1)

Class	REMIC Securities		MX Securities					
	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
<b>Security Group 1</b>								
Combination 1								
AF	\$268,702,694	FA	\$268,702,694	PT	(5)	FLT	38384VWJ2	November 2054
IT	268,702,694							
TI	268,702,694							
Combination 2								
AF	\$268,702,694	FB	\$268,702,694	PT	(5)	FLT	38384VWK9	November 2054
IT	268,702,694							

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

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

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

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

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



**Schedule II**

**SCHEDULED PRINCIPAL BALANCES**

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
Initial Balance	\$33,395,000.00	\$32,503,000.00
December 2024	33,252,608.30	32,299,976.10
January 2025	33,089,143.32	32,065,977.79
February 2025	32,904,724.77	31,801,263.37
March 2025	32,699,510.20	31,506,175.47
April 2025	32,473,695.00	31,181,141.02
May 2025	32,227,512.26	30,826,670.88
June 2025	31,961,232.54	30,443,359.09
July 2025	31,675,163.49	30,031,881.75
August 2025	31,369,649.44	29,592,995.50
September 2025	31,045,070.75	29,127,535.61
October 2025	30,701,843.18	28,636,413.70
November 2025	30,340,417.03	28,120,615.11
December 2025	29,961,276.26	27,581,195.80
January 2026	29,564,937.45	27,019,279.03
February 2026	29,151,948.65	26,436,051.54
March 2026	28,722,888.17	25,832,759.53
April 2026	28,278,363.25	25,210,704.21
May 2026	27,819,008.57	24,571,237.13
June 2026	27,345,484.79	23,915,755.16
July 2026	26,858,476.89	23,245,695.32
August 2026	26,358,692.51	22,562,529.23
September 2026	25,846,860.16	21,867,757.50
October 2026	25,323,727.34	21,162,903.89
November 2026	24,790,058.73	20,449,509.30
December 2026	24,246,634.10	19,732,058.45
January 2027	23,694,246.40	19,023,434.05
February 2027	23,147,752.93	18,323,965.25
March 2027	22,611,950.19	17,646,293.41
April 2027	22,086,623.35	16,989,725.33
May 2027	21,571,561.82	16,353,589.66
June 2027	21,066,559.16	15,737,236.22
July 2027	20,571,413.01	15,140,035.34
August 2027	20,085,925.01	14,561,377.22
September 2027	19,609,900.71	14,000,671.27
October 2027	19,143,149.50	13,457,345.55
November 2027	18,685,484.53	12,930,846.16
December 2027	18,236,722.64	12,420,636.69
January 2028	17,796,684.31	11,929,816.60
February 2028	17,365,193.52	11,458,298.22
March 2028	16,942,077.77	11,005,325.48
April 2028	16,527,167.95	10,570,171.78
May 2028	16,120,298.27	10,152,138.95
June 2028	15,721,306.25	9,750,556.06

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
July 2028	\$15,330,032.59	\$ 9,364,778.39
August 2028	14,946,321.15	8,994,186.39
September 2028	14,570,018.88	8,638,184.75
October 2028	14,200,975.74	8,296,201.39
November 2028	13,839,672.33	7,967,686.60
December 2028	13,487,442.85	7,652,112.15
January 2029	13,144,061.50	7,348,970.45
February 2029	12,809,308.07	7,057,773.77
March 2029	12,482,967.78	6,778,053.42
April 2029	12,164,831.16	6,509,359.05
May 2029	11,854,693.95	6,251,257.93
June 2029	11,552,356.90	6,003,334.25
July 2029	11,257,625.72	5,765,188.44
August 2029	10,970,310.91	5,536,436.59
September 2029	10,690,227.66	5,316,709.80
October 2029	10,417,195.73	5,105,653.59
November 2029	10,151,039.35	4,902,927.38
December 2029	9,891,587.10	4,708,203.89
January 2030	9,638,671.80	4,521,168.66
February 2030	9,392,130.40	4,341,519.55
March 2030	9,151,803.89	4,168,966.25
April 2030	8,917,537.22	4,003,229.79
May 2030	8,689,179.15	3,844,042.16
June 2030	8,466,582.20	3,691,145.82
July 2030	8,249,602.55	3,544,293.33
August 2030	8,038,099.93	3,403,246.96
September 2030	7,831,937.55	3,267,778.26
October 2030	7,630,982.02	3,137,667.75
November 2030	7,435,103.24	3,012,704.57
December 2030	7,244,174.35	2,892,686.08
January 2031	7,058,071.63	2,777,417.64
February 2031	6,876,674.42	2,666,712.19
March 2031	6,699,865.07	2,560,390.03
April 2031	6,527,528.83	2,458,278.52
May 2031	6,359,553.81	2,360,211.77
June 2031	6,195,830.89	2,266,030.40
July 2031	6,036,253.67	2,175,581.28
August 2031	5,880,718.36	2,088,717.32
September 2031	5,729,123.78	2,005,297.16
October 2031	5,581,371.25	1,925,185.02
November 2031	5,437,364.54	1,848,250.43
December 2031	5,297,009.80	1,774,368.06
January 2032	5,160,215.54	1,703,417.48
February 2032	5,026,892.50	1,635,283.02
March 2032	4,896,953.68	1,569,853.52
April 2032	4,770,314.21	1,507,022.22
May 2032	4,646,891.35	1,446,686.52

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
June 2032 . . . . .	\$ 4,526,604.42	\$ 1,388,747.89
July 2032 . . . . .	4,409,374.72	1,333,111.64
August 2032 . . . . .	4,295,125.53	1,279,686.81
September 2032 . . . . .	4,183,782.03	1,228,386.04
October 2032 . . . . .	4,075,271.26	1,179,125.38
November 2032 . . . . .	3,969,522.09	1,131,824.19
December 2032 . . . . .	3,866,465.13	1,086,404.99
January 2033 . . . . .	3,766,032.75	1,042,793.37
February 2033 . . . . .	3,668,158.98	1,000,917.84
March 2033 . . . . .	3,572,779.50	960,709.71
April 2033 . . . . .	3,479,831.59	922,103.01
May 2033 . . . . .	3,389,254.11	885,034.37
June 2033 . . . . .	3,300,987.41	849,442.89
July 2033 . . . . .	3,214,973.35	815,270.09
August 2033 . . . . .	3,131,155.24	782,459.80
September 2033 . . . . .	3,049,477.78	750,958.04
October 2033 . . . . .	2,969,887.07	720,712.97
November 2033 . . . . .	2,892,330.55	691,674.80
December 2033 . . . . .	2,816,756.98	663,795.68
January 2034 . . . . .	2,743,116.36	637,029.66
February 2034 . . . . .	2,671,359.98	611,332.62
March 2034 . . . . .	2,601,440.33	586,662.14
April 2034 . . . . .	2,533,311.08	562,977.51
May 2034 . . . . .	2,466,927.07	540,239.60
June 2034 . . . . .	2,402,244.24	518,410.85
July 2034 . . . . .	2,339,219.66	497,455.15
August 2034 . . . . .	2,277,811.47	477,337.85
September 2034 . . . . .	2,217,978.83	458,025.63
October 2034 . . . . .	2,159,681.94	439,486.53
November 2034 . . . . .	2,102,882.00	421,689.81
December 2034 . . . . .	2,047,541.17	404,605.97
January 2035 . . . . .	1,993,622.55	388,206.67
February 2035 . . . . .	1,941,090.17	372,464.68
March 2035 . . . . .	1,889,908.97	357,353.87
April 2035 . . . . .	1,840,044.75	342,849.12
May 2035 . . . . .	1,791,464.16	328,926.31
June 2035 . . . . .	1,744,134.72	315,562.27
July 2035 . . . . .	1,698,024.73	302,734.77
August 2035 . . . . .	1,653,103.28	290,422.42
September 2035 . . . . .	1,609,340.27	278,604.71
October 2035 . . . . .	1,566,706.32	267,261.93
November 2035 . . . . .	1,525,172.79	256,375.15
December 2035 . . . . .	1,484,711.78	245,926.18
January 2036 . . . . .	1,445,296.06	235,897.57
February 2036 . . . . .	1,406,899.11	226,272.55
March 2036 . . . . .	1,369,495.06	217,035.01
April 2036 . . . . .	1,333,058.68	208,169.49

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
May 2036	\$ 1,297,565.39	\$ 199,661.14
June 2036	1,262,991.22	191,495.69
July 2036	1,229,312.81	183,659.44
August 2036	1,196,507.36	176,139.25
September 2036	1,164,552.68	168,922.47
October 2036	1,133,427.10	161,996.98
November 2036	1,103,109.53	155,351.12
December 2036	1,073,579.38	148,973.72
January 2037	1,044,816.60	142,854.02
February 2037	1,016,801.62	136,981.71
March 2037	989,515.39	131,346.89
April 2037	962,939.31	125,940.04
May 2037	937,055.28	120,752.02
June 2037	911,845.63	115,774.08
July 2037	887,293.14	110,997.78
August 2037	863,381.03	106,415.03
September 2037	840,092.94	102,018.08
October 2037	817,412.92	97,799.47
November 2037	795,325.42	93,752.03
December 2037	773,815.29	89,868.90
January 2038	752,867.75	86,143.46
February 2038	732,468.41	82,569.40
March 2038	712,603.23	79,140.61
April 2038	693,258.52	75,851.26
May 2038	674,420.95	72,695.74
June 2038	656,077.51	69,668.67
July 2038	638,215.53	66,764.87
August 2038	620,822.66	63,979.37
September 2038	603,886.87	61,307.42
October 2038	587,396.40	58,744.44
November 2038	571,339.82	56,286.03
December 2038	555,705.99	53,927.97
January 2039	540,484.03	51,666.23
February 2039	525,663.35	49,496.90
March 2039	511,233.62	47,416.27
April 2039	497,184.78	45,420.74
May 2039	483,507.02	43,506.88
June 2039	470,190.78	41,671.39
July 2039	457,226.74	39,911.09
August 2039	444,605.82	38,222.96
September 2039	432,319.16	36,604.05
October 2039	420,358.14	35,051.58
November 2039	408,714.35	33,562.85
December 2039	397,379.60	32,135.28
January 2040	386,345.89	30,766.39
February 2040	375,605.44	29,453.80
March 2040	365,150.67	28,195.22

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
April 2040	\$ 354,974.18	\$ 26,988.47
May 2040	345,068.76	25,831.43
June 2040	335,427.39	24,722.09
July 2040	326,043.23	23,658.51
August 2040	316,909.61	22,638.83
September 2040	308,020.02	21,661.27
October 2040	299,368.14	20,724.10
November 2040	290,947.78	19,825.68
December 2040	282,752.93	18,964.44
January 2041	274,777.73	18,138.87
February 2041	267,016.47	17,347.49
March 2041	259,463.57	16,588.93
April 2041	252,113.61	15,861.83
May 2041	244,961.31	15,164.93
June 2041	238,001.51	14,496.97
July 2041	231,229.18	13,856.79
August 2041	224,639.45	13,243.23
September 2041	218,227.53	12,655.22
October 2041	211,988.79	12,091.71
November 2041	205,918.70	11,551.69
December 2041	200,012.84	11,034.20
January 2042	194,266.92	10,538.32
February 2042	188,676.76	10,063.15
March 2042	183,238.26	9,607.86
April 2042	177,947.46	9,171.62
May 2042	172,800.48	8,753.65
June 2042	167,793.54	8,353.20
July 2042	162,922.97	7,969.55
August 2042	158,185.18	7,602.01
September 2042	153,576.69	7,249.90
October 2042	149,094.08	6,912.61
November 2042	144,734.05	6,589.51
December 2042	140,493.37	6,280.02
January 2043	136,368.88	5,983.57
February 2043	132,357.53	5,699.64
March 2043	128,456.33	5,427.69
April 2043	124,662.37	5,167.25
May 2043	120,972.82	4,917.82
June 2043	117,384.91	4,678.95
July 2043	113,895.95	4,450.21
August 2043	110,503.32	4,231.18
September 2043	107,204.47	4,021.44
October 2043	103,996.92	3,820.63
November 2043	100,878.23	3,628.35
December 2043	97,846.05	3,444.27
January 2044	94,898.08	3,268.04
February 2044	92,032.09	3,099.33

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
March 2044	\$ 89,245.88	\$ 2,937.82
April 2044	86,537.33	2,783.22
May 2044	83,904.38	2,635.25
June 2044	81,345.00	2,493.61
July 2044	78,857.23	2,358.06
August 2044	76,439.16	2,228.32
September 2044	74,088.92	2,104.17
October 2044	71,804.71	1,985.36
November 2044	69,584.74	1,871.67
December 2044	67,427.31	1,762.89
January 2045	65,330.73	1,658.81
February 2045	63,293.36	1,559.23
March 2045	61,313.62	1,463.96
April 2045	59,389.96	1,372.83
May 2045	57,520.87	1,285.65
June 2045	55,704.87	1,202.26
July 2045	53,940.54	1,122.51
August 2045	52,226.48	1,046.23
September 2045	50,561.34	973.28
October 2045	48,943.79	903.51
November 2045	47,372.55	836.81
December 2045	45,846.35	773.02
January 2046	44,363.99	712.04
February 2046	42,924.26	653.74
March 2046	41,526.02	598.00
April 2046	40,168.13	544.72
May 2046	38,849.50	493.80
June 2046	37,569.06	445.12
July 2046	36,325.76	398.61
August 2046	35,118.59	354.15
September 2046	33,946.58	311.68
October 2046	32,808.74	271.09
November 2046	31,704.16	232.31
December 2046	30,631.91	195.27
January 2047	29,591.11	159.88
February 2047	28,580.90	126.08
March 2047	27,600.44	93.80
April 2047	26,648.91	62.97
May 2047	25,725.50	33.53
June 2047	24,829.46	5.41
July 2047	23,960.01	0.00
August 2047	23,116.42	0.00
September 2047	22,297.99	0.00
October 2047	21,504.00	0.00
November 2047	20,733.79	0.00
December 2047	19,986.70	0.00
January 2048	19,262.07	0.00

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
February 2048	\$ 18,559.29	\$ 0.00
March 2048	17,877.75	0.00
April 2048	17,216.85	0.00
May 2048	16,576.02	0.00
June 2048	15,954.69	0.00
July 2048	15,352.32	0.00
August 2048	14,768.38	0.00
September 2048	14,202.35	0.00
October 2048	13,653.72	0.00
November 2048	13,122.01	0.00
December 2048	12,606.74	0.00
January 2049	12,107.44	0.00
February 2049	11,623.67	0.00
March 2049	11,154.97	0.00
April 2049	10,700.93	0.00
May 2049	10,261.13	0.00
June 2049	9,835.17	0.00
July 2049	9,422.64	0.00
August 2049	9,023.17	0.00
September 2049	8,636.38	0.00
October 2049	8,261.91	0.00
November 2049	7,899.40	0.00
December 2049	7,548.52	0.00
January 2050	7,208.93	0.00
February 2050	6,880.30	0.00
March 2050	6,562.31	0.00
April 2050	6,254.67	0.00
May 2050	5,957.06	0.00
June 2050	5,669.21	0.00
July 2050	5,390.81	0.00
August 2050	5,121.61	0.00
September 2050	4,861.33	0.00
October 2050	4,609.71	0.00
November 2050	4,366.49	0.00
December 2050	4,131.44	0.00
January 2051	3,904.31	0.00
February 2051	3,684.86	0.00
March 2051	3,472.88	0.00
April 2051	3,268.13	0.00
May 2051	3,070.41	0.00
June 2051	2,879.51	0.00
July 2051	2,695.22	0.00
August 2051	2,517.35	0.00
September 2051	2,345.71	0.00
October 2051	2,180.10	0.00
November 2051	2,020.35	0.00
December 2051	1,866.29	0.00

<u>Distribution Date</u>	<u>Classes PA and PZ (in the aggregate)</u>	<u>Classes BZ, PB, PD and PN (in the aggregate)</u>
January 2052 .....	\$ 1,717.73	\$ 0.00
February 2052 .....	1,574.52	0.00
March 2052 .....	1,436.49	0.00
April 2052 .....	1,303.48	0.00
May 2052 .....	1,175.34	0.00
June 2052 .....	1,051.93	0.00
July 2052 .....	933.10	0.00
August 2052 .....	818.70	0.00
September 2052 .....	708.61	0.00
October 2052 .....	602.68	0.00
November 2052 .....	500.80	0.00
December 2052 .....	402.83	0.00
January 2053 .....	308.65	0.00
February 2053 .....	218.15	0.00
March 2053 .....	131.21	0.00
April 2053 .....	47.72	0.00
May 2053 and thereafter .....	0.00	0.00





*\$591,146,557*

*Government National  
Mortgage Association*

*GINNIE MAE<sup>®</sup>*

*Guaranteed REMIC  
Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2024-188*

---

*OFFERING CIRCULAR SUPPLEMENT  
November 22, 2024*

---

*Morgan Stanley  
Mischler Financial Group, Inc.*