

\$578,383,998
Government National Mortgage Association
GINNIE MAE®
Guaranteed REMIC Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2024-162

The Securities

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

The Ginnie Mae Guaranty

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

The Trust and its Assets

The Trust will own (1) Ginnie Mae Certificates and (2) a certain previously issued certificate.

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

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

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be October 30, 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 “exempted securities” under the Securities Exchange Act of 1934.

Class of REMIC Securities	Original Principal Balance(2)	Interest Rate	Principal Type(3)	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 1						
FA	\$129,491,602	(5)	PT	FLT	38384YM73	October 2054
SA	129,491,602	(5)	NTL(PT)	INV/IO	38384YM81	October 2054
Security Group 2						
FB	17,823,600	(5)	PT	FLT	38384YM99	October 2054
SB	17,823,600	(5)	NTL(PT)	INV/IO	38384YN23	October 2054
Security Group 3						
FM(1)	26,840,256	(5)	SC/PT	FLT	38384YN31	July 2050
LM(1)	11,183,440	3.00%(5)	NTL(SC/PT)	FIX/IO	38384YN49	July 2050
Security Group 4						
DY	50,000,000	5.00	PT	FLX	38384YN56	October 2054
FD	25,000,000	(5)	PT	FLT	38384YN64	October 2054
SD	25,000,000	(5)	NTL(PT)	INV/IO	38384YN72	October 2054
Security Group 5						
KA	10,000,000	5.00	SEQ	FLX	38384YN80	November 2053
KB	834,862	5.00	SEQ	FLX	38384YN98	October 2054
KI	1,805,810	6.00	NTL(PT)	FIX/IO	38384YP21	October 2054
Security Group 6						
LN(1)	22,560,384	7.00	NTL(PT)	FIX/IO	38384YP39	October 2054
NB	84,802,812	4.00	SEQ/AD	FLX	38384YP47	March 2054
NI(1)	14,454,550	7.00	NTL(PT)	FIX/IO	38384YP54	October 2054
NZ	1,565,370	4.00	SEQ	FIX/Z	38384YP62	October 2054
Security Group 7						
EA(1)	75,000,000	5.00	SEQ	FLX	38384YP70	April 2051
EB	25,000,000	5.00	SEQ	FLX	38384YP88	October 2054
IO	9,090,909	5.50	NTL(PT)	FIX/IO	38384YP96	October 2054
Security Group 8						
FG	132,025,496	(5)	PT	FLT	38384YQ20	October 2054
SG	132,025,496	(5)	NTL(PT)	INV/IO	38384YQ38	October 2054
Residual						
RR	0	0.00	NPR	NPR	38384YQ46	October 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.

Morgan Stanley

Mischler Financial Group, Inc.

The date of this Offering Circular Supplement is October 24, 2024.

AVAILABLE INFORMATION

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

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 3 securities, the disclosure document relating to the Underlying Certificate (the “Underlying Certificate Disclosure Document”).

The Base Offering Circular and the Underlying Certificate Disclosure Document are 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. In addition, you can obtain copies of any other document listed above by contacting BNY Mellon at the telephone number listed above.

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

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TERMS SHEET

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

Sponsor: Morgan Stanley & Co. LLC

Co-Sponsor: Mischler Financial Group, Inc.

Trustee: U.S. Bank National Association

Tax Administrator: The Trustee

Closing Date: October 30, 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 November 2024.

Trust Assets:

<u>Trust Asset Group or Subgroup⁽²⁾</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.500%	30
2	Ginnie Mae II	7.000%	30
3	Underlying Certificate	(1)	(1)
4	Ginnie Mae II	5.500%	30
5	Ginnie Mae II	6.000%	30
6A	Ginnie Mae II	7.000%	30
6B	Ginnie Mae II	7.000%	30
7	Ginnie Mae II	5.500%	30
8	Ginnie Mae II	7.000%	30

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

(2) The Group 6 Trust Assets consist of the enumerated subgroups (each, a “Subgroup”).

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

Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 5, 6, 7 and 8 Trust Assets⁽¹⁾:

<u>Principal Balance</u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate⁽²⁾</u>
Group 1 Trust Assets			
\$129,491,602	356	1	6.996%
Group 2 Trust Assets			
\$17,823,600	359	1	7.315%
Group 4 Trust Assets			
\$75,000,000	357	1	6.131%
Group 5 Trust Assets			
\$10,834,862	359	0	6.573%
Subgroup 6A Trust Assets			
\$33,727,285	355	5	7.425%
Subgroup 6B Trust Assets			
\$52,640,897	345	14	7.492%
Group 7 Trust Assets			
\$100,000,000	358	1	6.107%
Group 8 Trust Assets			
\$132,025,496	353	2	7.508%

⁽¹⁾ As of October 1, 2024

⁽²⁾ The Mortgage Loans underlying the Group 1, 2, 4, 5, 6, 7 and 8 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, 2, 4, 5, 6, 7 and 8 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 Group 3 Trust Asset: See Exhibit A to this Supplement for certain information regarding the characteristics of the Underlying Certificate.

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

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

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

Interest Rates: The Interest Rates for the Fixed Rate Classes are shown on the front cover of this Supplement or on Schedule I to this Supplement. In the event that the previously issued certificate backing the Group 3 Underlying Certificate is retired before the related Ginnie Mae II MBS Certificate backing the Group 3 Underlying Certificate (as could result from an optional termination of the related Underlying Trust with respect to such previously issued certificate by the Underlying Trustee, for example), the Interest Rate for Class IM will be decreased to 1.125%.

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>
Security Group 1						
FA	30-day Average SOFR + 1.0%	6.34575%	1.00%	6.50%	0	0.00%
SA	5.5% – 30-day Average SOFR	0.15425%	0.00%	5.50%	0	5.50%
Security Group 2						
FB	30-day Average SOFR + 0.9%	6.05134%	0.90%	7.00%	0	0.00%
SB	6.1% – 30-day Average SOFR	0.94866%	0.00%	6.10%	0	6.10%
Security Group 3						
FL(3)	30-day Average SOFR + 1.80%	6.94233%	1.80%	8.00%	0	0.00%
FM(3)	30-day Average SOFR + 0.55%	5.69233%	0.55%	6.75%	0	0.00%
LF(3)	30-day Average SOFR + 0.80%	5.94233%	0.80%	7.00%	0	0.00%
Security Group 4						
FD	30-day Average SOFR + 1.05%	6.17894%	1.05%	6.50%	0	0.00%
SD	5.45% – 30-day Average SOFR	0.32106%	0.00%	5.45%	0	5.45%
Security Group 8						
FG	30-day Average SOFR + 0.95%	5.87341%	0.95%	7.00%	0	0.00%
SG	6.05% – 30-day Average SOFR	1.12659%	0.00%	6.05%	0	6.05%

- (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.
- (3) In the event that the previously issued certificate backing the Group 3 Underlying Certificate is retired before the related Ginnie Mae II MBS Certificate backing the Group 3 Underlying Certificate (as could result from an optional termination of the related Underlying Trust with respect to the previously issued certificate by the Underlying Trustee, for example), the Interest Rate for each of the Security Group 3 Floating Rate Classes will be reduced to 3/8 of the payments to which it would otherwise have been entitled.

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 FA, until retired

SECURITY GROUP 2

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

SECURITY GROUP 3

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

SECURITY GROUP 4

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

SECURITY GROUP 5

The Group 5 Principal Distribution Amount will be allocated, sequentially, to KA and KB, in that order, until retired

SECURITY GROUP 6

The Group 6 Principal Distribution Amount and the Accrual Amount will be allocated, sequentially, to NB and NZ, in that order, until retired

SECURITY GROUP 7

The Group 7 Principal Distribution Amount will be allocated, sequentially, to EA and EB, in that order, until retired

SECURITY GROUP 8

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

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

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

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 1		
SA	\$129,491,602	100% of FA (PT Class)
Security Group 2		
SB	\$ 17,823,600	100% of FB (PT Class)

<u>Class</u>	<u>Original Class Notional Balance</u>	<u>Represents Approximately</u>
Security Group 3		
IM	\$ 11,183,440	41.6666666667% of FM (SC/PT Class)
Security Group 4		
SD	\$ 25,000,000	100% of FD (PT Class)
Security Group 5		
KI	\$ 1,805,810	16.6666666667% of KA and KB (in the aggregate) (SEQ Classes)
Security Group 6		
IN	\$ 22,560,384	42.8571428571% of the Subgroup 6B Trust Assets
NI	14,454,550	42.8571428571% of the Subgroup 6A Trust Assets
TI	\$ 22,560,384	42.8571428571% of the Subgroup 6B Trust Assets
	14,454,550	42.8571428571% of the Subgroup 6A Trust Assets
	<u>\$ 37,014,934</u>	
Security Group 7		
EI	\$ 20,454,545	27.2727272727% of EA (SEQ Class)
IO	9,090,909	9.0909090909% of EA and EB (in the aggregate) (SEQ Classes)
Security Group 8		
SG	\$132,025,496	100% of FG (PT Class)

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

Regular and Residual Classes: Class RR is a Residual Class and represents the Residual Interest of the Issuing REMIC and the Pooling REMIC. All other Classes of REMIC Securities are Regular Classes.

RISK FACTORS

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

The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities. The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. Any historical data regarding mortgage loan prepayment rates may not be indicative of the rate of future prepayments on the underlying mortgage loans, and no assurances can be given about the rates at which the underlying mortgage loans will prepay. We expect the rate of principal payments on the underlying mortgage loans to vary. Borrowers generally may prepay their mortgage loans at any time without penalty.

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

In addition to voluntary prepayments, mortgage loans can be prepaid as a result of governmental mortgage insurance claim payments, loss mitigation arrangements, repurchases or liquidations of defaulted mortgage loans. Although under certain circumstances Ginnie Mae issuers have the option to repurchase defaulted mortgage loans from the related pool underlying a Ginnie Mae MBS certificate, they are not obligated to do so. Defaulted mortgage loans that remain in pools backing Ginnie Mae MBS certificates may be subject to governmental mortgage insurance claim payments, loss mitigation arrangements or foreclosure, which could have the same effect as voluntary prepayments on the cash flow available to pay the securities.

A catastrophic weather event, 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.

The rate of payments on the underlying certificate will directly affect the rate of payments on the group 3 securities. The underlying certificate will be sensitive to:

- the rate of payments of principal (including prepayments) of the related mortgage loans, and
- the priorities for the distribution of principal among the classes of the related underlying series.

As described in the related underlying certificate disclosure document, the trust assets underlying the underlying certificate included in trust asset group 3 is also a previously issued certificate that represents beneficial ownership interests in a separate trust. The rate of payments on the previously issued certificate backing the underlying certificate will directly affect the timing and rate of payments on the group 3 securities. You should read the related underlying certificate disclosure document, including the risk factors contained therein, to understand the payments on and related risks of the previously issued certificate backing the underlying certificate.

This supplement contains no information as to whether the underlying certificate has performed

as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying certificate in light of applicable information contained in the underlying certificate disclosure document.

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, especially the group 3 securities and, in particular, the 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, regardless of whether the assets consist of Trust MBS or the Underlying Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

The Trust MBS (Groups 1, 2, 4, 5, 6, 7 and 8)

The Trust MBS are either:

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

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

The Underlying Certificate (Group 3)

The Group 3 Trust Asset is an Underlying Certificate that represents beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all or a portion of a class of a Series of certificates described in the Underlying Certificate Disclosure Document. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under "Available Information" in this Supplement or on ginniemae.gov. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. See "*Underlying Certificates*" in the *Base Offering Circular*.

The Underlying Certificate provides for monthly distributions and is further described in the table contained in Exhibit A to this Supplement.

The Mortgage Loans

The Mortgage Loans underlying the Group 1, 2, 4, 5, 6, 7 and 8 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 5, 6, 7 and 8 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 the Accrual Class) on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.
- Investors can calculate the amount of interest to be distributed (or accrued in the case of the Accrual Class) on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “*— Class Factors*” below.

Categories of Classes

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

Accrual Periods

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

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

Fixed Rate Classes

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the front cover of this Supplement or on Schedule I to this Supplement. In the event that the previously issued certificate backing the Group 3 Underlying Certificate is retired before the related Ginnie Mae II MBS Certificate backing the Group 3 Underlying Certificate (as could result from an optional termination of the related Underlying Trust with respect to such previously issued certificate by the Underlying Trustee, for example), the Interest Rate for Class IM will be decreased to 1.125%.

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. In the case of the Group 3 Securities, the Trustee or its agent will use the same values of 30-day Average SOFR as are used for the Underlying Certificate.

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 or by calling the Information Agent at (800) 234-GNMA.

Accrual Class

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

Principal Distributions

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

Categories of Classes

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

Notional Classes

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

Residual Securities

The Residual Securities will represent the beneficial ownership of the Residual Interest in the Trust REMICs, 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 REMICs after the Class Principal Balance or Class Notional Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

Class Factors

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

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

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

Modification and Exchange

All or a portion of the Classes of REMIC Securities specified on the front cover may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combination 4, other related MX Classes. This process may occur repeatedly.

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

In the case of Combination 4, the related REMIC Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Securities or in other subcombinations of the related MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under "Description of the Securities — Modification and Exchange" in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal and notional balances of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee by email to 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 2024-162. 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 (or notional balance) of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000); provided, however, that no fee will be payable in respect of an interest only security unless all securities involved in the exchange are interest only securities. The fee must be paid concurrently with the exchange.

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

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

YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS

General

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

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

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

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

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

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

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

Investors in the Group 3 Securities are urged to review the discussion under “*Risk Factors — The rate of payments on the underlying certificate will directly affect the rate of payments on the group 3 securities*” in this Supplement.

Accretion Directed Class

Class NB is an Accretion Directed Class. The Accrual Amount will be applied to making principal distributions on Class NB as described in this Supplement.

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

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 characteristics of the Underlying Certificate, the priorities of distributions on the Underlying Certificate and the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Group 1, 2, 4, 5, 6, 7 and 8 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 4, 5, 6, 7 and 8 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2, 4, 5, 6, 7 or 8 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 November 2024.

4. A termination of the Trust or the Underlying Trust does not occur.

5. The Closing Date for the Securities is October 30, 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. Distributions on the Underlying Certificate are made as described in the Underlying Certificate Disclosure Document.

8. 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 FA and SA					
Distribution Date	0%	350%	788%	1,200%	1,600%
Initial Percent . . .	100	100	100	100	100
October 2025	99	94	87	81	74
October 2026	98	80	59	42	26
October 2027	97	63	32	12	1
October 2028	96	49	16	3	0
October 2029	95	38	9	1	0
October 2030	94	30	4	0	0
October 2031	92	23	2	0	0
October 2032	91	18	1	0	0
October 2033	89	14	1	0	0
October 2034	88	11	0	0	0
October 2035	86	8	0	0	0
October 2036	84	6	0	0	0
October 2037	82	5	0	0	0
October 2038	79	4	0	0	0
October 2039	77	3	0	0	0
October 2040	74	2	0	0	0
October 2041	71	2	0	0	0
October 2042	68	1	0	0	0
October 2043	64	1	0	0	0
October 2044	60	1	0	0	0
October 2045	56	0	0	0	0
October 2046	52	0	0	0	0
October 2047	47	0	0	0	0
October 2048	42	0	0	0	0
October 2049	36	0	0	0	0
October 2050	30	0	0	0	0
October 2051	23	0	0	0	0
October 2052	16	0	0	0	0
October 2053	8	0	0	0	0
October 2054	0	0	0	0	0
Weighted Average Life (years)	20.5	5.0	2.6	1.9	1.5

Security Group 2 PSA Prepayment Assumption Rates					
Classes FB and SB					
Distribution Date	0%	200%	410%	700%	900%
Initial Percent . . .	100	100	100	100	100
October 2025	99	96	93	89	85
October 2026	98	88	77	64	55
October 2027	98	77	58	37	26
October 2028	97	67	43	21	12
October 2029	95	58	32	12	5
October 2030	94	50	24	7	2
October 2031	93	43	18	4	1
October 2032	92	37	13	2	0
October 2033	90	32	10	1	0
October 2034	89	28	7	1	0
October 2035	87	24	5	0	0
October 2036	85	21	4	0	0
October 2037	83	18	3	0	0
October 2038	81	15	2	0	0
October 2039	78	13	2	0	0
October 2040	75	11	1	0	0
October 2041	72	9	1	0	0
October 2042	69	8	1	0	0
October 2043	66	6	0	0	0
October 2044	62	5	0	0	0
October 2045	58	4	0	0	0
October 2046	53	3	0	0	0
October 2047	49	3	0	0	0
October 2048	43	2	0	0	0
October 2049	37	2	0	0	0
October 2050	31	1	0	0	0
October 2051	24	1	0	0	0
October 2052	17	0	0	0	0
October 2053	9	0	0	0	0
October 2054	0	0	0	0	0
Weighted Average Life (years)	20.8	7.7	4.5	2.9	2.4

**Security Group 3
PSA Prepayment Assumption Rates**

Distribution Date	Classes FL, FM, IM and LF				
	0%	350%	788%	1,200%	1,600%
Initial Percent	100	100	100	100	100
October 2025	97	77	51	27	4
October 2026	95	59	26	7	0
October 2027	92	45	13	2	0
October 2028	89	35	7	0	0
October 2029	86	26	3	0	0
October 2030	83	20	2	0	0
October 2031	80	15	1	0	0
October 2032	77	12	0	0	0
October 2033	74	9	0	0	0
October 2034	70	6	0	0	0
October 2035	67	5	0	0	0
October 2036	63	4	0	0	0
October 2037	59	3	0	0	0
October 2038	55	2	0	0	0
October 2039	51	1	0	0	0
October 2040	47	1	0	0	0
October 2041	42	1	0	0	0
October 2042	38	0	0	0	0
October 2043	33	0	0	0	0
October 2044	28	0	0	0	0
October 2045	23	0	0	0	0
October 2046	18	0	0	0	0
October 2047	13	0	0	0	0
October 2048	7	0	0	0	0
October 2049	1	0	0	0	0
October 2050	0	0	0	0	0
Weighted Average Life (years)	14.4	3.7	1.5	0.8	0.3

**Security Group 4
PSA Prepayment Assumption Rates**

Distribution Date	Classes DY, FD and SD				
	0%	200%	410%	700%	900%
Initial Percent	100	100	100	100	100
October 2025	99	96	93	88	85
October 2026	98	87	77	63	54
October 2027	97	76	58	37	25
October 2028	95	66	43	21	12
October 2029	94	57	32	12	5
October 2030	93	49	23	7	2
October 2031	91	42	17	4	1
October 2032	89	37	13	2	0
October 2033	88	31	9	1	0
October 2034	86	27	7	1	0
October 2035	84	23	5	0	0
October 2036	82	20	4	0	0
October 2037	79	17	3	0	0
October 2038	77	14	2	0	0
October 2039	74	12	1	0	0
October 2040	71	10	1	0	0
October 2041	68	9	1	0	0
October 2042	65	7	1	0	0
October 2043	61	6	0	0	0
October 2044	57	5	0	0	0
October 2045	53	4	0	0	0
October 2046	49	3	0	0	0
October 2047	44	2	0	0	0
October 2048	39	2	0	0	0
October 2049	34	1	0	0	0
October 2050	28	1	0	0	0
October 2051	22	1	0	0	0
October 2052	15	0	0	0	0
October 2053	8	0	0	0	0
October 2054	0	0	0	0	0
Weighted Average Life (years)	19.9	7.6	4.4	2.9	2.4

**Security Group 5
PSA Prepayment Assumption Rates**

Distribution Date	Class KA					Class KB					Class KI				
	0%	200%	401%	700%	900%	0%	200%	401%	700%	900%	0%	200%	401%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2025	99	96	93	89	86	100	100	100	100	100	99	96	94	90	87
October 2026	98	87	77	63	54	100	100	100	100	100	98	88	79	66	57
October 2027	97	75	56	34	21	100	100	100	100	100	97	77	60	39	27
October 2028	96	64	40	16	5	100	100	100	100	100	96	67	45	22	12
October 2029	94	54	28	5	0	100	100	100	100	72	95	58	34	13	6
October 2030	93	46	19	0	0	100	100	100	93	33	93	50	25	7	3
October 2031	91	39	12	0	0	100	100	100	53	15	92	43	19	4	1
October 2032	89	32	7	0	0	100	100	100	30	7	90	37	14	2	1
October 2033	88	27	3	0	0	100	100	100	17	3	89	32	10	1	0
October 2034	86	22	0	0	0	100	100	99	10	1	87	28	8	1	0
October 2035	84	17	0	0	0	100	100	74	6	1	85	24	6	0	0
October 2036	81	14	0	0	0	100	100	54	3	0	83	20	4	0	0
October 2037	79	10	0	0	0	100	100	40	2	0	80	17	3	0	0
October 2038	76	8	0	0	0	100	100	29	1	0	78	15	2	0	0
October 2039	73	5	0	0	0	100	100	22	1	0	75	12	2	0	0
October 2040	70	3	0	0	0	100	100	16	0	0	73	11	1	0	0
October 2041	67	1	0	0	0	100	100	11	0	0	70	9	1	0	0
October 2042	63	0	0	0	0	100	96	8	0	0	66	7	1	0	0
October 2043	60	0	0	0	0	100	80	6	0	0	63	6	0	0	0
October 2044	55	0	0	0	0	100	66	4	0	0	59	5	0	0	0
October 2045	51	0	0	0	0	100	53	3	0	0	55	4	0	0	0
October 2046	46	0	0	0	0	100	43	2	0	0	50	3	0	0	0
October 2047	41	0	0	0	0	100	34	1	0	0	46	3	0	0	0
October 2048	35	0	0	0	0	100	26	1	0	0	40	2	0	0	0
October 2049	29	0	0	0	0	100	20	1	0	0	35	2	0	0	0
October 2050	23	0	0	0	0	100	14	0	0	0	29	1	0	0	0
October 2051	16	0	0	0	0	100	10	0	0	0	22	1	0	0	0
October 2052	8	0	0	0	0	100	6	0	0	0	16	0	0	0	0
October 2053	0	0	0	0	0	100	3	0	0	0	8	0	0	0	0
October 2054	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	19.4	6.5	3.9	2.6	2.2	29.5	22.0	13.2	7.7	5.9	20.2	7.7	4.6	3.0	2.5

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Class IN				Class NB				Class NI						
	0%	300%	651%	1,050%	1,400%	0%	300%	651%	1,050%	1,400%	0%	300%	651%	1,050%	1,400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2025	99	87	72	56	41	99	89	76	63	50	99	92	84	75	66
October 2026	98	71	44	21	7	98	73	48	26	11	98	78	58	37	22
October 2027	98	57	27	8	1	97	59	28	8	0	98	63	35	14	3
October 2028	97	46	16	3	0	96	47	16	2	0	97	51	21	5	1
October 2029	95	37	10	1	0	95	38	9	0	0	95	42	13	2	0
October 2030	94	30	6	0	0	94	30	4	0	0	94	34	8	1	0
October 2031	93	24	3	0	0	92	23	1	0	0	93	27	5	0	0
October 2032	92	20	2	0	0	91	18	0	0	0	92	22	3	0	0
October 2033	90	16	1	0	0	89	14	0	0	0	90	18	2	0	0
October 2034	89	13	1	0	0	87	11	0	0	0	89	14	1	0	0
October 2035	87	10	0	0	0	86	8	0	0	0	87	11	1	0	0
October 2036	85	8	0	0	0	84	6	0	0	0	85	9	0	0	0
October 2037	83	6	0	0	0	81	4	0	0	0	83	7	0	0	0
October 2038	81	5	0	0	0	79	2	0	0	0	81	6	0	0	0
October 2039	78	4	0	0	0	76	1	0	0	0	78	5	0	0	0
October 2040	75	3	0	0	0	73	0	0	0	0	75	4	0	0	0
October 2041	72	2	0	0	0	70	0	0	0	0	72	3	0	0	0
October 2042	69	2	0	0	0	67	0	0	0	0	69	2	0	0	0
October 2043	66	1	0	0	0	63	0	0	0	0	66	2	0	0	0
October 2044	62	1	0	0	0	59	0	0	0	0	62	1	0	0	0
October 2045	58	1	0	0	0	55	0	0	0	0	58	1	0	0	0
October 2046	53	1	0	0	0	50	0	0	0	0	53	1	0	0	0
October 2047	49	0	0	0	0	45	0	0	0	0	49	1	0	0	0
October 2048	43	0	0	0	0	39	0	0	0	0	43	0	0	0	0
October 2049	37	0	0	0	0	33	0	0	0	0	37	0	0	0	0
October 2050	31	0	0	0	0	27	0	0	0	0	31	0	0	0	0
October 2051	24	0	0	0	0	19	0	0	0	0	24	0	0	0	0
October 2052	17	0	0	0	0	12	0	0	0	0	17	0	0	0	0
October 2053	9	0	0	0	0	3	0	0	0	0	9	0	0	0	0
October 2054	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	20.8	5.0	2.3	1.4	1.0	20.1	4.7	2.3	1.5	1.1	20.8	5.4	2.8	1.8	1.4

**Security Group 6
PSA Prepayment Assumption Rates**

Distribution Date	Class NZ					Class TI				
	0%	300%	651%	1,050%	1,400%	0%	300%	651%	1,050%	1,400%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2025	104	104	104	104	104	99	89	77	63	51
October 2026	108	108	108	108	108	98	74	49	27	13
October 2027	113	113	113	113	111	98	60	30	10	2
October 2028	117	117	117	117	17	97	48	18	4	0
October 2029	122	122	122	73	3	95	39	11	1	0
October 2030	127	127	127	27	0	94	32	6	0	0
October 2031	132	132	132	10	0	93	25	4	0	0
October 2032	138	138	127	4	0	92	20	2	0	0
October 2033	143	143	76	1	0	90	16	1	0	0
October 2034	149	149	45	0	0	89	13	1	0	0
October 2035	155	155	27	0	0	87	11	0	0	0
October 2036	161	161	16	0	0	85	8	0	0	0
October 2037	168	168	9	0	0	83	7	0	0	0
October 2038	175	175	6	0	0	81	5	0	0	0
October 2039	182	182	3	0	0	78	4	0	0	0
October 2040	189	181	2	0	0	75	3	0	0	0
October 2041	197	142	1	0	0	72	3	0	0	0
October 2042	205	110	1	0	0	69	2	0	0	0
October 2043	214	85	0	0	0	66	2	0	0	0
October 2044	222	65	0	0	0	62	1	0	0	0
October 2045	231	49	0	0	0	58	1	0	0	0
October 2046	241	36	0	0	0	53	1	0	0	0
October 2047	251	26	0	0	0	49	0	0	0	0
October 2048	261	19	0	0	0	43	0	0	0	0
October 2049	271	13	0	0	0	37	0	0	0	0
October 2050	282	8	0	0	0	31	0	0	0	0
October 2051	294	5	0	0	0	24	0	0	0	0
October 2052	306	2	0	0	0	17	0	0	0	0
October 2053	318	0	0	0	0	9	0	0	0	0
October 2054	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	29.7	19.4	9.8	5.5	3.5	20.8	5.2	2.5	1.6	1.1

**Security Group 7
PSA Prepayment Assumption Rates**

Distribution Date	Classes EA, EG, EH, EI, EK, EM, EN, ET, EU and EY					Class EB					Class IO				
	0%	150%	309%	550%	700%	0%	150%	309%	550%	700%	0%	150%	309%	550%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2025	99	95	92	87	84	100	100	100	100	100	99	97	94	91	88
October 2026	97	86	76	60	51	100	100	100	100	100	98	90	82	70	63
October 2027	96	74	55	29	16	100	100	100	100	100	97	81	66	47	37
October 2028	94	63	37	8	0	100	100	100	100	84	95	72	53	31	21
October 2029	92	53	23	0	0	100	100	100	82	48	94	65	42	20	12
October 2030	90	44	12	0	0	100	100	100	54	27	93	58	34	13	7
October 2031	88	36	3	0	0	100	100	100	35	16	91	52	27	9	4
October 2032	86	28	0	0	0	100	100	87	23	9	89	46	22	6	2
October 2033	84	21	0	0	0	100	100	69	15	5	88	41	17	4	1
October 2034	81	15	0	0	0	100	100	55	10	3	86	36	14	2	1
October 2035	78	10	0	0	0	100	100	43	6	2	84	32	11	2	0
October 2036	75	5	0	0	0	100	100	34	4	1	82	28	9	1	0
October 2037	72	0	0	0	0	100	100	27	3	1	79	25	7	1	0
October 2038	69	0	0	0	0	100	88	21	2	0	77	22	5	0	0
October 2039	65	0	0	0	0	100	77	17	1	0	74	19	4	0	0
October 2040	61	0	0	0	0	100	67	13	1	0	71	17	3	0	0
October 2041	57	0	0	0	0	100	58	10	0	0	68	15	3	0	0
October 2042	53	0	0	0	0	100	50	8	0	0	65	13	2	0	0
October 2043	48	0	0	0	0	100	43	6	0	0	61	11	1	0	0
October 2044	43	0	0	0	0	100	36	5	0	0	57	9	1	0	0
October 2045	38	0	0	0	0	100	31	3	0	0	53	8	1	0	0
October 2046	32	0	0	0	0	100	25	3	0	0	49	6	1	0	0
October 2047	25	0	0	0	0	100	21	2	0	0	44	5	0	0	0
October 2048	19	0	0	0	0	100	17	1	0	0	39	4	0	0	0
October 2049	11	0	0	0	0	100	13	1	0	0	34	3	0	0	0
October 2050	4	0	0	0	0	100	10	1	0	0	28	2	0	0	0
October 2051	0	0	0	0	0	86	7	0	0	0	22	2	0	0	0
October 2052	0	0	0	0	0	59	4	0	0	0	15	1	0	0	0
October 2053	0	0	0	0	0	31	2	0	0	0	8	0	0	0	0
October 2054	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	17.1	5.8	3.5	2.4	2.0	28.3	19.0	11.6	6.9	5.5	19.9	9.1	5.5	3.5	2.9

**Security Group 8
PSA Prepayment Assumption Rates**

Distribution Date	Classes FG and SG				
	0%	350%	761%	1,200%	1,600%
Initial Percent	100	100	100	100	100
October 2025	99	93	86	78	71
October 2026	98	79	58	39	23
October 2027	98	62	32	11	1
October 2028	97	48	17	3	0
October 2029	95	38	9	1	0
October 2030	94	29	5	0	0
October 2031	93	23	3	0	0
October 2032	92	18	1	0	0
October 2033	90	14	1	0	0
October 2034	89	11	0	0	0
October 2035	87	8	0	0	0
October 2036	85	6	0	0	0
October 2037	83	5	0	0	0
October 2038	81	4	0	0	0
October 2039	78	3	0	0	0
October 2040	75	2	0	0	0
October 2041	72	2	0	0	0
October 2042	69	1	0	0	0
October 2043	66	1	0	0	0
October 2044	62	1	0	0	0
October 2045	58	0	0	0	0
October 2046	53	0	0	0	0
October 2047	49	0	0	0	0
October 2048	43	0	0	0	0
October 2049	37	0	0	0	0
October 2050	31	0	0	0	0
October 2051	24	0	0	0	0
October 2052	17	0	0	0	0
October 2053	9	0	0	0	0
October 2054	0	0	0	0	0
Weighted Average Life (years)	20.8	5.0	2.6	1.8	1.5

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,
- in the case of the Group 3 Securities, the investor's own projection of payment rates on the Underlying Certificate 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, Underlying Certificate payment 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 benefit from a higher yield at high 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, in the case of the Inverse Floating Rate Classes, 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 SA to Prepayments
Assumed Price 4.6875%***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>350%</u>	<u>788%</u>	<u>1,200%</u>	<u>1,600%</u>
4.34575%	5.6%	(19.1)%	(43.9)%	(69.1)%
5.34575%	(23.4)%	(52.6)%	(86.8)%	**
5.42287%	(27.8)%	(57.5)%	(93.6)%	**
5.50000% and above	**	**	**	**

SECURITY GROUP 2

**Sensitivity of Class SB to Prepayments
Assumed Price 6.0%***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>410%</u>	<u>700%</u>	<u>900%</u>
4.15134%	23.0%	12.3%	(3.2)%	(14.2)%
5.15134%	3.5%	(8.4)%	(25.8)%	(38.6)%
5.62567%	(6.6)%	(18.9)%	(37.5)%	(51.6)%
6.10000% and above	**	**	**	**

SECURITY GROUP 3

**Sensitivity of Class IM to Prepayments
Assumed Price 16.0%***

<u>226%</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>350%</u>	<u>788%</u>	<u>1,200%</u>	<u>1,600%</u>
0.1%	(9.0)%	(48.8)%	**	**

SECURITY GROUP 4

**Sensitivity of Class SD to Prepayments
Assumed Price 5.67188%***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>410%</u>	<u>700%</u>	<u>900%</u>
4.12894%	11.8%	0.5%	(15.9)%	(27.8)%
5.12894%	(10.4)%	(22.8)%	(41.6)%	(56.2)%
5.28947%	(15.9)%	(28.3)%	(47.6)%	(63.1)%
5.45000% 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 KI to Prepayments Assumed Price 12.3125%*

PSA Prepayment Assumption Rates				
<u>200%</u>	<u>401%</u>	<u>700%</u>	<u>900%</u>	<u>1,104%</u>
42.0%	32.9%	19.1%	9.7%	0.0%

SECURITY GROUP 6

Sensitivity of Class IN to Prepayments Assumed Price 23.0%*

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>456%</u>	<u>651%</u>	<u>1,050%</u>	<u>1,400%</u>
10.9%	0.0%	(14.4)%	(48.4)%	(86.4)%

Sensitivity of Class NI to Prepayments Assumed Price 23.0%*

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>531%</u>	<u>651%</u>	<u>1,050%</u>	<u>1,400%</u>
13.7%	0.0%	(7.4)%	(33.8)%	(59.6)%

Sensitivity of Class TI to Prepayments Assumed Price 23.0%*

PSA Prepayment Assumption Rates				
<u>300%</u>	<u>483%</u>	<u>651%</u>	<u>1,050%</u>	<u>1,400%</u>
12.0%	0.0%	(11.6)%	(42.3)%	(74.0)%

SECURITY GROUP 7

Sensitivity of Class EI to Prepayments Assumed Price 11.0%*

PSA Prepayment Assumption Rates				
<u>150%</u>	<u>309%</u>	<u>550%</u>	<u>679%</u>	<u>700%</u>
41.5%	29.2%	9.8%	0.0%	(1.5)%

Sensitivity of Class IO to Prepayments Assumed Price 15.10938%*

PSA Prepayment Assumption Rates				
<u>150%</u>	<u>309%</u>	<u>550%</u>	<u>700%</u>	<u>726%</u>
29.4%	21.5%	9.2%	1.4%	0.0%

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

SECURITY GROUP 8

**Sensitivity of Class SG to Prepayments
Assumed Price 4.78125%***

<u>30-day Average SOFR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>350%</u>	<u>761%</u>	<u>1,200%</u>	<u>1,600%</u>
3.92341%	29.6%	8.3%	(15.8)%	(39.1)%
4.92341%	4.3%	(19.6)%	(47.4)%	(74.5)%
5.48671%	(10.3)%	(36.2)%	(67.9)%	(99.8)%
6.05000% 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 Elections

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

Regular Securities

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

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

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

<u>Group(s)</u>	<u>PSA</u>
1 and 3	788%
2 and 4	410%
5	401%
6	651%
7	309%
8	761%

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 RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC.

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

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

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

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) October 1, 2024 on the Fixed Rate Classes and (2) October 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 the Original Class Principal Balance (or original Class Notional Balance) 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 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, 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 or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)
Security Group 3								
Combination 1								
FM	\$26,840,256	FL	\$26,840,256	SC/PT	(5)	FLT	38384YQ53	July 2050
IM	11,183,440							
Combination 2								
FM	\$26,840,256	LF	\$26,840,256	SC/PT	(5)	FLT	38384YQ61	July 2050
IM	2,236,688							
Security Group 6								
Combination 3								
IN	\$22,560,384	TI	\$37,014,934	NTL(PT)	7.00%	FIX/IO	38384YQ79	October 2054
NI	14,454,550							
Security Group 7								
Combination 4(6)								
EA	\$75,000,000	EG	\$75,000,000	SEQ	4.75%	FIX	38384YQ87	April 2051
		EH	75,000,000	SEQ	4.50	FIX	38384YQ95	April 2051
		EI	20,454,545	NL(SEQ)	5.50	FIX/IO	38384YR29	April 2051
		EK	75,000,000	SEQ	4.25	FIX	38384YR37	April 2051
		EM	56,250,000	SEQ	5.50	FIX	38384YR45	April 2051
		EN	64,285,714	SEQ	5.25	FIX	38384YR52	April 2051
		ET	75,000,000	SEQ	3.75	FIX	38384YR60	April 2051
		EU	75,000,000	SEQ	4.00	FIX	38384YR78	April 2051
		EY	75,000,000	SEQ	3.50	FIX	38384YR86	April 2051

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

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

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

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

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

(6) In the case of Combination 4, various subcombinations are permitted. See "Description of the Securities — Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

Underlying Certificate

Trust Asset Group	3	Issuer	Ginnie Mae	Series	2024-I-29	Class	FM(3)	Issue Date	August 30, 2024	CUSIP Number	38884U2F3	Interest Rate	(4)	Interest Type(1)	FLT	Final Distribution Date	July 2050	Principal Type(D)	SC/SEQ	Original Principal Balance of Class	\$27,284,020	Underlying Certificate Factor(2)	0.98375542	Principal Balance in Trust	\$26,840,256.87	Percentage of Class in Trust	100.00000000000000%	Ginnie Mae I or II	II
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- (1) As defined under “Class Types” in Appendix I to the Base Offering Circular.
- (2) Underlying Certificate Factor is as of October 2024.
- (3) Class FM is backed by a previously issued Ginnie Mae MX certificate, as outlined below:
 - MX Class PI from 2021-055
- (4) The Interest Rate will be calculated as described under “Terms Sheet — Interest Rates” in the Underlying Certificate Disclosure Document.



\$578,383,998

***Government National
Mortgage Association***

GINNIE MAE[®]

***Guaranteed REMIC
Pass-Through Securities
and MX Securities
Ginnie Mae REMIC Trust 2024-162***

***OFFERING CIRCULAR SUPPLEMENT
October 24, 2024***

***Morgan Stanley
Mischler Financial Group, Inc.***