

**TRANSFeree'S LETTER  
FHLMC SERIES LISTED ON SCHEDULE I**

Date of Transfer: \_\_\_\_\_

Federal Home Loan Mortgage Corporation  
8200 Jones Branch Drive  
McLean, Virginia 22102

Ladies and Gentlemen:

We propose to acquire the Residual Class(es) of the Series of Freddie Mac's Multiclass Certificates listed on Schedule I hereto (each, a "Residual Class"). Each Residual Class is described in its related Series Offering Circular Supplement.

1. We certify that (a) we are not a disqualified organization and (b) we are not acquiring any Residual Class on behalf of a disqualified organization. For this purpose, the term "disqualified organization" means the United States, any state or political subdivision thereof, any foreign government, any international organization, any agency or instrumentality of any of the foregoing (except for the Federal Home Loan Mortgage Corporation ("Freddie Mac") or any entity treated as other than an instrumentality of the foregoing for purposes of Section 168(h)(2)(D) of the Internal Revenue Code of 1986 ("the Code")), any organization (other than a cooperative described in Section 521 of the Code) that is exempt from taxation under the Code (unless such organization is subject to tax on excess inclusions) and any organization that is described in Section 1381(a)(2)(C) of the Code. We understand that any breach by us of this certification may cause us to be liable for an excise tax imposed upon transfers to disqualified organizations.

2. We certify that (a) we have historically paid our debts as they become due, (b) we intend, and believe that we will be able, to continue to pay our debts as they become due in the future, (c) we understand that as beneficial owner of each Residual Class, we may incur tax liabilities in excess of any cash flows generated by such Class, (d) we intend to pay any taxes associated with holding each Residual Class as they become due, (e) we represent that we will not cause income from the residual interest to be attributable to a foreign permanent establishment or fixed base (within the meaning of an applicable income tax treaty) of our entity or another U.S. taxpayer, and (f) we have given the transferor notice of the rules contained in Treasury Regulation Section 1.860E-1(c)(4)(iv).

3. We acknowledge that we will be the beneficial owner of each Residual Class shown on Schedule I hereto and each Residual Class will be either registered in our name or held in the name of our nominee (which is not a disqualified organization), as indicated on Schedule I.

4. Unless Freddie Mac has consented to a transfer to a transferee that is not a U.S. person, by executing a consent in a form satisfactory to Freddie Mac, we certify that we are a U.S. Person. For this purpose, the term "U.S. person" means a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States or any State (other than a partnership that is not treated as a U.S. Person under any applicable Treasury regulations), or an estate whose income is subject to United States federal income tax regardless of its source, or a trust if a court within the United States is able to

exercise primary supervision over the administration of the trust and one or more U.S. Persons have the authority to control all substantial decisions of the trust. We agree that any breach by us of this certification shall render the transfer of any interest in the related Residual Class to us absolutely null and void and shall cause no rights in such Residual Class to vest in us.

5. We agree that in the event that at some future time we wish to transfer an interest in any Residual Class, we will transfer such interest in such Residual Class only (a) to a transferee that (i) is not a disqualified organization and is not purchasing such interest in such Residual Class on behalf of a disqualified organization, (ii) is a U.S. Person and (iii) has delivered to Freddie Mac a letter in the form of this letter and, if requested by Freddie Mac, an opinion of counsel (in form acceptable to Freddie Mac) that the proposed transfer will not cause the interest in such Residual Class to be held by a disqualified organization or a person who is not a U.S. person or (b) with the written consent of Freddie Mac.

6. We hereby designate Freddie Mac as our fiduciary to act as the tax matters person for each REMIC Pool in which each Residual Class represents an interest.

7. SECURITY PAYMENTS should be made by:

Automatic transfer of funds through the Automated Clearing House (ACH).

Full name of Depository Institution (Bank): \_\_\_\_\_

Routing and Transit Number of Bank (nine digits): \_\_\_\_\_

Bank Account Type:  Checking  Savings

Bank Account Number: \_\_\_\_\_

As an officer of the Transferee, I hereby authorize Freddie Mac to initiate debits/credits by electronic transfer against the bank account indicated above and the bank named above to honor the same drawn against such account. Such transfers will be governed by, and the Transferee agrees to be bound by, the applicable rules and terms of National Automated Clearing House Association (NACHA) and Uniform Commercial Code 4A: Funds Transfer (UCC 4A). This authorization is to remain in full force and effect until Freddie Mac receives written notification of the termination of authorization by the Transferee no later than fifteen (15) Business Days before the date of the next transfer.

Check.

Security payments by check should be sent to:

Company Name: \_\_\_\_\_

Attention: \_\_\_\_\_

Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Contact name/Phone No.: \_\_\_\_\_

Very truly yours,

\_\_\_\_\_  
Name of Transferee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Taxpayer Identification  
Number \_\_\_\_\_

Address for Receipt of Tax  
Information (Schedule Q's):

Name: \_\_\_\_\_

Attn: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_

Zip: \_\_\_\_\_

Under penalties of perjury, I declare that I am an officer of the above Transferee and I am duly authorized to act on behalf of the Transferee, and to the best of my knowledge and belief, the statements in paragraphs 1, 2, 3 and 4 (excluding the last sentence thereof) of this Transferee's Letter are true.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**SCHEDULE I**

to Transferee's Letter Dated \_\_\_\_\_

**Series**

**Class ("R" or "RS")**

**Name and Capacity**

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\* Indicate whether the "name" in which the security is held is an individual ("I"), corporation ("C"), fiduciary ("F"), partnership ("P"), exempt organization ("EO") or nominee/custodian ("N").