

**MISSION, SOURCING AND TECHNOLOGY COMMITTEE
OF THE BOARD OF DIRECTORS
OF THE
FEDERAL HOME LOAN MORTGAGE CORPORATION**

[Amended and Restated by the Board of Directors on March 3, 2007]

Organization, Membership Requirements and Committee Processes

The Mission, Sourcing and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of the Federal Home Loan Mortgage Corporation (“Freddie Mac”) will consist of at least three members. One member of the Committee will be designated by the Board as the Committee’s Chairman. The Committee’s Chairman shall report regularly to the Board on the Committee’s activities and minutes of the Committee’s meetings shall be submitted to the Board.

The members of the Committee will have access to any employee of Freddie Mac, and will have the authority to engage outside consultants or advisors including, but not limited to, investment bankers, mortgage bankers, financial advisors, and management consultants, as the Committee may deem appropriate to fulfill its responsibilities. Freddie Mac will provide appropriate funding for the retention of any such consultants or advisors and for other necessary and appropriate administrative expenses of the Committee, all as determined by the Committee.

Definitions

For the purposes of this Charter,

- (1) “Mortgage” means any mortgage or interest in a mortgage that is secured by a property comprising one to four residential dwelling units (a "Single Family Mortgage") or by a property comprising five or more residential dwelling units (a "Multifamily Mortgage");
- (2) "Mortgage Purchase" means a transaction secured through the Freddie Mac single family or multifamily production team in which Freddie Mac acquires Mortgages in exchange for cash or in exchange for Mortgage-Related Securities.
- (3) “Mortgage-Related Securities” means any securities that are secured by, or the payments on which are either derived from or determined by reference to payments on, specified Mortgages or other specified Mortgage-Related Securities, whether the securities are single-class or multiclass and whether or not the securities represent evidence of indebtedness. Examples of Mortgage-Related Securities include, but are not limited to, the following:

Mortgage Participation Certificates
Giant Mortgage Participation Certificates
Structured Pass-Through Certificates
Multiclass Mortgage Participation Certificates
Funding Note Pass Through Certificates
Multifamily Variable Rate Certificates
Collateralized Mortgage Obligations
Mortgage Cash Flow Obligations

Purposes, Powers, Duties and Responsibilities of the Committee

The Committee is charged by the Board with the authority and responsibilities set forth below:

1. Mission: Freddie Mac's mission (referred to below as the "Mission") is to assist in the creation and maintenance of stable, liquid and broadly accessible markets for residential mortgage finance. The Committee will review those aspects of Freddie Mac's performance of its Mission in connection with Freddie Mac's activities that relate to affordable housing and housing goals, including:
 - (a) Freddie Mac's strategies and policies, including annual plans, with respect to Mortgage Purchases that finance affordable housing;
 - (b) The results of such strategies and policies. With respect to affordable housing strategies, results will be measured in part by Freddie Mac's performance relative to the affordable housing goals established by the United States Department of Housing and Urban Development ("HUD"); and
 - (c) Freddie Mac's regulatory relationship with HUD.
2. Mortgage Purchases: The Committee will review Freddie Mac's Mortgage sourcing and purchasing activities, including:
 - (a) Freddie Mac's strategies and policies (other than strategies and policies covered by Section 4) with respect to the following:
 - (i) Mortgage Purchases;
 - (ii) Performing loan servicing;
 - (iii) Servicing of non-performing loans, including foreclosures, workouts and similar activities to mitigate foreclosure losses, and management and sale of properties owned by Freddie Mac as a result of foreclosures;
 - (b) The results of the strategies and policies under Section 2(a), including the profitability of Freddie Mac's Mortgage Purchase activities;
 - (c) Short and long-term plans relating to Mortgage Purchase activities;
 - (d) Issues, transactions, activities or strategies related to Single-Family or Multifamily Mortgages that are considered by management to be visible, high impact, or unique ("VIU") and have been approved by management. After each such approval, management shall report on each VIU matter at the Committee's next regularly scheduled meeting; and
 - (e) The annual adjustment of the limitations in the Federal Home Loan Mortgage Corporation Act on the principal amounts of the Single-Family Mortgages that Freddie Mac is authorized to purchase.

3. Mortgage-Related Securities: Because the characteristics and performance of Freddie Mac's Mortgage-Related Securities may affect the success of its Mortgage Purchase activities, the Committee may review such reports about Mortgage-Related Securities as it may consider necessary, for the purposes of:
 - (a) Informing the Committee's oversight of Mortgage Purchase activities; and
 - (b) Enabling the Committee to assess the impact on Mortgage Purchase activities of proposed changes in strategies and policies with respect to Mortgage-Related Securities.
4. Risk: The Committee will review the management of risks associated with Freddie Mac's Mortgage Purchase activities, including review of:
 - (a) Freddie Mac's strategies and policies with respect to credit and operational risks including the following:
 - (i) Counterparty risk resulting from Mortgage Purchase activities;
 - (ii) Credit risk associated with purchased Mortgages; and
 - (iii) The risk that Freddie Mac may lack operational capabilities essential to its ability to purchase Mortgages.
 - (b) Major changes in policies on purchase and underwriting of Mortgages as they relate to mortgage credit or operational risk; and
 - (c) Performance against the strategies and policies referred to in paragraphs (a) and (b), including profitability of the Mortgage products relative to their risk.
5. Customer Relationships: The Committee will review Freddie Mac's relationships with Mortgage customers including review, at least quarterly, of:
 - (a) The status of Freddie Mac's relationships with its most significant single-family and multifamily customers; and
 - (b) Terms under which Freddie Mac is conducting business with such customers.
6. Major Mortgage Purchase Transactions: The Committee will review major Mortgage Purchase transactions, including the review, at least quarterly, of reports of the following transactions that have been completed since the previous such report:
 - (a) Single-Family Mortgage Purchase transactions or business arrangements that exceed \$5 billion; and
 - (b) The following Multifamily Mortgage Purchase transactions:
 - (i) The five largest such transactions by principal amount of Mortgages to be purchased; and
 - (ii) The five largest such transactions by capital allocated to the transaction.

7. Initiatives for Purchase of New Types of Mortgages: The Committee will review a report of any initiative for regularized purchases of a new type of Mortgage that, in the judgment of the Chief Executive Officer, will involve a significant increase in credit risk, interest rate risk, or operational risk. The Committee will review the report before any transaction is entered into under the initiative. The Committee will review the report even if the proposed initiative previously has been reported to the Committee as a VIU matter.
8. Technology: The Committee will review the application of technology throughout Freddie Mac including but not limited to the following:
 - (a) Review of Freddie Mac's plans concerning technology to ensure alignment with Freddie Mac's business and strategic objectives,
 - (b) Review, periodically, of reports concerning the status of activities to develop and implement new or redesigned business processes and systems, including technology-related initiatives, as well as the achievement of benefits that are planned as a result of investments in technology;
 - (c) Review of the state of Freddie Mac's technological capabilities against those of its competitors, existing and emerging technology, and management's plans to address major risks, gaps or other issues;
 - (d) Review of the enterprise-wide information security policy and program;
 - (e) Review of the enterprise-wide business continuity and disaster / recovery policy and program; and
 - (f) Oversee the development, implementation, and maintenance of Freddie Mac's information security program.
9. Mortgage Fraud Oversight: The Committee will review the implementation of the Office of Federal Housing Enterprise Oversight ("OFHEO") Mortgage Fraud Policy Guidance and the submission of reports to OFHEO concerning such implementation.
10. Committee Self-Assessment: The Committee will review, at least annually, under the oversight of the Governance, Nominating and Risk Oversight Committee, this Committee's performance, including review of:
 - (i) Its structure and operations (including authority to delegate to subcommittees)
 - (ii) Its process for reporting to the Board; and
 - (iii) The process for determining the membership of the Committee, including qualifications for Committee membership.
11. Committee Charter: The Committee will review and reassess, at least annually, the adequacy of the Committee's Charter and will recommend for approval by the Board any changes that it deems appropriate.
12. Other Duties: The Committee will perform such other duties as may be assigned from time to time by the Board or requested by the Board's Chairman or the Lead Director.