

The Exchange Offers (as defined herein) are not being made to, and any tenders will not be accepted from, or on behalf of Holders (as defined herein) of Exchange Securities (as defined herein), in any jurisdiction in which the making of the Exchange Offers would not be in compliance with the laws or regulations of such jurisdiction. See "Jurisdictional Restrictions" herein.

The Cash Offering (as defined herein) is not being made to, and any offers to purchase New Securities (as defined herein) will not be accepted from or on behalf of, persons in any jurisdiction in which the making of the Cash Offering would not be in compliance with the laws or regulations of such jurisdiction. See "Jurisdictional Restrictions" herein. The distribution of this Exchange Supplement in Canada, Hong Kong, The Netherlands, Singapore and the United Kingdom is restricted by the laws of those jurisdictions. No action has been or will be taken in any jurisdiction in relation to the Exchange Offers that would permit a public offering of securities.

EXCHANGE SUPPLEMENT

(To Offering Circular dated April 2, 2004)



Exchange Offers of Freddie Mac Reference Notes® due July 12, 2010 for

the following outstanding Freddie Mac Reference Notes:

- 5.75% Reference Notes due January 15, 2012 (CUSIP No. 3134A4JT2; ISIN US3134A4JT29)**
- 5.50% Reference Notes due September 15, 2011 (CUSIP No. 3134A4HF4; ISIN US3134A4HF43)**
- 6.875% Reference Notes due September 15, 2010 (CUSIP No. 3134A35H5; ISIN US3134A35H52)**
- 7.00% Reference Notes due March 15, 2010 (CUSIP No. 3134A33L8; ISIN US3134A33L82)**
- 6.625% Reference Notes due September 15, 2009 (CUSIP No. 3134A3M78; ISIN US3134A3M787)**

We, the Federal Home Loan Mortgage Corporation ("Freddie Mac"), are offering to exchange our Reference Notes due July 12, 2010 (the "New Securities") for prescribed maximum amounts of the outstanding Reference Notes listed above (the "Exchange Securities"), upon the terms and subject to the conditions set forth in this Exchange Supplement (this "Supplement") and the Offering Circular dated April 2, 2004, relating to the Freddie Mac Global Debt Facility (the "Global Debt Facility"), which is incorporated by reference herein (the "Offering Circular") (each such offer, an "Exchange Offer" and, together, the "Exchange Offers"). We will exchange up to \$3,000,000,000 aggregate principal amount (the "Exchange Cap") of the Exchange Securities. Each Exchange Offer may be amended, extended or terminated individually. We will accept for exchange validly tendered Exchange Securities, subject to (1) the Exchange Cap, (2) the order of priority (the "Acceptance Priority Level") for each issue of Exchange Securities, in each case as set forth in the table appearing on page S-1 (for example, Exchange Securities with an Acceptance Priority Level of "1" would be purchased before those with an Acceptance Priority Level of "2"), (3) the applicable maximum amount for each issue of Exchange Securities and (4) the other terms and conditions of the Exchange Offers. See "The Exchange Offers."

In addition, we are offering to sell New Securities for cash (the "Cash Offering"). In the Cash Offering, New Securities will be offered severally by the Dealers to be listed in the Pricing Supplement, subject to receipt and acceptance by such Dealers and subject to their right to reject any orders in whole or in part. We anticipate that \$2,000,000,000 or more in principal amount of New Securities will be issued in the Cash Offering and that at least \$5,000,000,000 in aggregate principal amount of New Securities will be issued in the Cash Offering and the Exchange Offers combined.

Application has been made to list the New Securities on the Luxembourg Stock Exchange.

THE EXCHANGE OFFERS AND WITHDRAWAL RIGHTS WILL BEGIN ON FRIDAY, JUNE 10, 2005 AND WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON THURSDAY, JUNE 16, 2005, UNLESS EARLIER TERMINATED OR EXTENDED BY US.

In tendering Exchange Securities in an Exchange Offer, you must follow the procedures described in this Supplement and the Letter of Transmittal. Only entities whose names appear on the book-entry records of a Federal Reserve Bank as the entities to whose accounts Exchange Securities have been deposited (the "Holders") may submit an electronic Letter of Transmittal.

An investment in the New Securities, or a decision not to participate in any Exchange Offer, will involve certain risks for some investors. For example, you cannot determine the Reference Yield for the New Securities or the Exchange Yield, Exchange Security Index Price and Exchange Ratio for an issue of Exchange Securities prior to the time you must make the decision whether to exchange your Exchange Securities for New Securities. It is important that you read "Risk Factors" on page S-7 of this Supplement as well as "Risk Factors" beginning on page 10 of the Offering Circular.

The New Securities are obligations of Freddie Mac only. The New Securities, including any interest on the New Securities, are not guaranteed by, and are not debts or obligations of, the United States or any agency or instrumentality of the United States other than Freddie Mac.

We will not be required to exchange Exchange Securities for New Securities if for any reason we determine, prior to the expiration of any Exchange Offer, that it is impracticable or inadvisable to proceed with such Exchange Offer for such Exchange Securities. In addition, we will include in the Exchange Offers only those issues of Exchange Securities whose exchange for New Securities we believe would not result in a significant modification for U.S. federal income tax purposes and would satisfy certain other U.S. federal income tax requirements such that all New Securities would be permitted to have the same CUSIP Number. Each Exchange Offer is also subject to other customary conditions.

Beneficial owners who participate in any Exchange Offer will be deemed to have elected to treat the exchange in the manner described under "United States Taxation — The Exchanges," and, generally, will recognize any gain or loss realized on the surrender of Exchange Securities over the term of the New Securities.

You may contact (a) the Dealer Manager for answers to questions concerning the terms of the Exchange Offers, (b) Freddie Mac's Settlement Agent, The Bank of New York, for answers to questions concerning the procedures for the Exchange Offers and (c) Freddie Mac's Information Agent, D.F. King & Co., Inc., for additional copies of the Exchange Offer materials, in each case at one of the telephone numbers listed on the back cover. In Luxembourg, all services in connection with the Exchange Offers and additional copies of the Exchange Offer materials are available through the Luxembourg Exchange Agent. See "The Exchange Offers — Luxembourg Exchange Agent."

Holders who wish to participate in an Exchange Offer must deliver an electronic Letter of Transmittal to the "Exchange Website" at <https://www.corporateactionprocessing.com> by the Expiration Date. See "The Exchange Offers — Tender Procedures."

Information regarding the Exchange Offers will be available through June 16, 2005 on Telerate pages 296 and 297 and Bloomberg pages MCM 7877 and 7878.

The Dealer Manager for the Exchange Offers is:

Merrill Lynch & Co.

The date of this Exchange Supplement is June 10, 2005.

"Reference Notes" is a registered trademark of Freddie Mac.

General

Freddie Mac has not authorized anyone to give you any information or to make any representation not contained in this Supplement, the Offering Circular, the Pricing Supplement attached as Annex 1 hereto (the “Pricing Supplement”) or any other applicable supplement or amendment. Neither delivery of this Supplement, the Offering Circular, the Pricing Supplement or any other supplement or amendment nor any sale of New Securities shall imply that there has been no change in the affairs of Freddie Mac since the dates of those documents. Information in those documents may not be correct as of any time subsequent to the date of that information.

None of Freddie Mac, the Dealer Manager, the Settlement Agent, the Information Agent and the Luxembourg Exchange Agent make any recommendation that Holders and beneficial owners tender Exchange Securities for exchange or purchase New Securities or refrain from doing so pursuant to this Supplement, the Offering Circular, the Pricing Supplement or any other supplement or amendment. No one has been authorized to make any such recommendation. Holders and beneficial owners must make their own decisions whether to tender Exchange Securities in the applicable Exchange Offer or purchase New Securities in the Cash Offering and, if so, the principal amount of Exchange Securities to tender or the amount of New Securities to purchase in the Cash Offering.

After making all reasonable inquiries as of the date of this Supplement, we confirm that this Supplement contains all information about the Exchange Offers which, when read together with the Offering Circular, the Pricing Supplement and the documents incorporated by reference, is material in the context of the Exchange Offers. We also confirm that the information in this Supplement, as of its date, is true and accurate in all respects and is not misleading and that there are no facts the omission of which makes this Supplement as a whole or any such information misleading in any material respect.

In this Supplement, “\$” refers to United States dollars.

In connection with the Cash Offering, Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Stabilizing Manager”) (or any person acting for the Stabilizing Manager) may over-allot or effect transactions with a view to supporting the market price of the New Securities at a higher level than that which might otherwise prevail for a limited period. However there is no obligation on the Stabilizing Manager (or any agent of the Stabilizing Manager) to do this. Such stabilizing, if commenced, may be discontinued at any time and must be brought to an end after a limited period. Such stabilizing shall be in compliance with all applicable laws, regulations and rules.

Selling Restrictions

The distribution of this Supplement, the Letter of Transmittal, the Offering Circular, the Pricing Supplement or any other supplement or amendment and the offer, sale and delivery of New Securities in certain jurisdictions may be restricted by law. Persons who come into possession of this Supplement, the Letter of Transmittal, the Offering Circular, the Pricing Supplement or any other supplement or amendment must inform themselves about and observe any such restrictions.

Because of applicable securities law exemptions, we have not registered the New Securities with any U.S. federal or state securities commission. No U.S. securities commission has reviewed this Supplement.

The Luxembourg Stock Exchange does not assume responsibility for the correctness of any of the statements made or opinions expressed or reports contained or incorporated by reference in this Supplement. Admission to the Official List of the Luxembourg Stock Exchange is not to be taken as an indication of the merits of Freddie Mac or the New Securities. Freddie Mac accepts responsibility for the information contained in this Supplement and confirms that the information contained in this Supplement, as of this date, does not omit any material facts that would make this Supplement as a whole or any information contained herein misleading in any material respect.

This Supplement, the Letter of Transmittal, the Offering Circular, the Pricing Supplement or any other supplement or amendment are not an offer to sell or buy or a solicitation of an offer to buy or sell any securities in any jurisdiction or in any other circumstance in which such an offer or solicitation is unlawful or not authorized. See “Jurisdictional Restrictions.”

WHERE YOU CAN FIND MORE INFORMATION ABOUT FREDDIE MAC

You should read this Supplement together with the Offering Circular dated April 2, 2004 (the “Offering Circular”), relating to the Freddie Mac Global Debt Facility, which is incorporated herein by reference; the preliminary Pricing Supplement relating to the New Securities and attached as Annex 1; and our most recent Information Statement and any supplements thereto (collectively, the “Information Statement”), each of which is incorporated herein by reference. As of the date of this Supplement, our current Information Statement is dated September 24, 2004. Our Information Statement Supplement dated March 21, 2005 contains unaudited quarterly and full-year financial results for the year ended December 31, 2004. Freddie Mac is likely to issue audited quarterly and full-year financial results for the year ended December 31, 2004 during the Exchange Offer period.

You can obtain any of these documents and any other documents that we make available by contacting us at:

Freddie Mac
Debt Securities Marketing Office
1551 Park Run Drive
McLean, Virginia U.S.A. 22102-3110
E-Mail: debtsecurities@freddiemac.com
www.freddiemac.com*

You can also obtain any of these documents by contacting the Information Agent or the Luxembourg Exchange Agent. You also can read the Information Statement and other information about Freddie Mac at the offices of the New York Stock Exchange and the Luxembourg Exchange Agent.

Any supplements to the current Information Statement, any subsequent Information Statement and any supplements published after the date of this Supplement and prior to the expiration of any Exchange Offer also will be incorporated by reference in this Supplement. Any statement contained in this Supplement or in a document incorporated or deemed to be incorporated by reference in this Supplement shall be deemed to be modified or superseded for purposes of the Offering Circular and this Supplement to the extent that a statement contained in such document or in this Supplement or in any other subsequent document that also is or is deemed to be incorporated by reference in this Supplement or in such document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Supplement, the Offering Circular and the Pricing Supplement.

Also, see “Summary Time Schedule for the Exchange Offers” on page iv.

TABLE OF CONTENTS

	<u>Page</u>
Where You Can Find More Information About Freddie Mac	iii
Summary Time Schedule for the Exchange Offers	iv
Summary	S-1
Risk Factors	S-7
Freddie Mac	S-7
The Exchange Offers	S-8
Description of New Securities	S-18
United States Taxation	S-18
Luxembourg Taxation	S-23
Canadian Federal Income Taxation	S-24
Jurisdictional Restrictions	S-27
Validity of New Securities	S-30
Location of Defined Terms	S-31
Schedule A-Exchange Securities	A-1
Schedule B-Methodology	B-1
Annex 1-Preliminary Pricing Supplement	1-1

* We are providing this Internet address solely for informational purposes. We do not intend this Internet address to be an active link and are not using reference to this address to incorporate additional information into this Supplement.

SUMMARY TIME SCHEDULE FOR THE EXCHANGE OFFERS

The following summarizes the anticipated time schedule for the Exchange Offers assuming, among other things, that the time of expiration of any Exchange Offer is not extended. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this Supplement. All references are to New York City time.

<u>Date</u>	<u>Action</u>
June 10, 2005	Announcement of the terms of the Exchange Offers. Commencement of the Exchange Offers.
June 10, 2005 — June 16, 2005	Holders tender Exchange Securities via the electronic Letter of Transmittal through the Exchange Website at https://www.corporateactionprocessing.com and the Settlement Agent responds through an e-mail to the Notification E-mail Address.
June 16, 2005 — 5:00 p.m.	Expiration Date —Expiration of the Exchange Offers.
June 17, 2005 — Pricing by 10:00 a.m. Announcement by 12:00 noon, or as soon as possible thereafter	Pricing Date —The New Security Offering Price, the Reference Yield, the Exchange Yields, the Exchange Ratios and the Exchange Security Index Prices for the Exchange Securities, the total issue size of the New Securities, the aggregate amount of each issue of Exchange Securities that has been accepted for exchange and any pro-ration that has occurred are determined by 10:00 a.m. and announced by 12:00 noon, or as soon as possible thereafter. The Settlement Agent notifies each Holder of the amount of its Exchange Securities accepted for exchange by an E-mail to the Notification E-mail Address. We reserve the right to announce the amount of Exchange Securities tendered or accepted for exchange before announcement of the New Security Offering Price and the Exchange Ratios.
June 20, 2005 — By 3:00 p.m.	Exchange Security Delivery Date —Holders deliver Exchange Securities accepted for exchange through the Fed Book-Entry System, against payment of the Residual Cash Amounts, to the Settlement Agent.
June 21, 2005	Settlement Date —Freddie Mac issues the New Securities through the Fed Book-Entry System and cancels the Exchange Securities that have been accepted.

SUMMARY

This summary highlights information contained elsewhere in this Supplement and in the Letter of Transmittal. It does not contain all the information that you should consider before deciding whether to tender any Exchange Securities in the applicable Exchange Offer. You also should read the more detailed information in this Supplement, the Offering Circular, the Pricing Supplement and any other amendments or supplements thereto. A summary time schedule for the Exchange Offers is presented on page iv of this Supplement.

Exchange Offers

Issuer Freddie Mac

Exchange Offers We are offering to exchange our New Securities, subject to the Exchange Cap and the order of the Acceptance Priority Levels described below, for up to the following maximum amount of each issue of Exchange Securities.

Approximate Maximum Amounts to be Exchanged and Acceptance Priority Levels (amounts in millions)

<u>Exchange Security</u>	<u>Acceptance Priority Level</u>	<u>Approximate Amount Currently Outstanding</u>	<u>Maximum Amount to Be Exchanged*</u>	<u>Approximate Minimum Amount Outstanding After Exchange*</u>
5.75% Reference Notes due January 15, 2012	1	\$6,435	\$3,000	\$3,435
5.50% Reference Notes due September 15, 2011	2	4,721	1,721	3,000
6.875% Reference Notes due September 15, 2010	3	7,022	3,000	4,022
7.00% Reference Notes due March 15, 2010	4	5,460	2,460	3,000
6.625% Reference Notes due September 15, 2009	5	5,700	2,700	3,000

* Because we will not pro-rate tenders of \$1,000,000 or less in principal amount that are otherwise eligible for acceptance, in some cases we could accept for exchange more than the maximum amount shown for an issue of Exchange Securities, and the resulting minimum amount outstanding after exchange would be less than indicated on the table.

Exchange Cap, Acceptance Priority Levels and Maximum Amount of Exchange Securities

We will exchange up to \$3,000,000,000 aggregate principal amount (the “Exchange Cap”) of validly tendered Exchange Securities, in the order of priority (the “Acceptance Priority Level”) and up to the maximum amount of each issue of Exchange Securities as set forth in the table above. Consequently, except for the 5.75% Reference Notes due January 15, 2012, the maximum amount to be exchanged in each Exchange Offer may be limited by the portion of the Exchange Cap remaining available for such Exchange Offer.

Subject to the limitations and qualifications described below, if less than the applicable maximum amount of an Exchange Security is validly tendered and the amount of the Exchange Cap remaining available for such Exchange Offer exceeds the amount of Exchange Securities tendered for that Exchange Offer, we will accept all valid tenders for that issue. If more than the applicable maximum amount of an Exchange Security issue is validly tendered, or if the amount of the Exchange Cap remaining for such Exchange Offer is less than the Exchange Securities tendered for that Exchange Offer, we will pro-rate the tenders submitted and accept those tenders as so pro-rated.

However, tenders of \$1,000,000 or less will not be pro-rated but will be accepted in full. Consequently, under certain circumstances where

there are tenders of \$1,000,000 or less, we may accept for exchange more than the maximum amount for such an Exchange Security issue and more than the Exchange Cap. See “The Exchange Offers — Amount of Exchange Securities to be Accepted.”

Exchange Ratio A Holder exchanging Exchange Securities pursuant to the applicable Exchange Offer will receive, for each \$1,000 principal amount of Exchange Securities exchanged, New Securities with a principal amount (subject to rounding as described in this Supplement) equal to \$1,000 *multiplied by* the applicable Exchange Ratio. This “Exchange Ratio” for each issue of Exchange Securities is the applicable Exchange Security Index Price (as defined below) *divided by* the New Security Offering Price (as defined below).

Exchange Security Index Price The “Exchange Security Index Price” for each issue of Exchange Securities will be calculated in a manner intended to result in a yield to maturity (the “Exchange Yield” for such issue of Exchange Securities) equal to the sum of (a) the yield to maturity of the New Securities on the Settlement Date, as calculated in accordance with standard market practice based on the New Security Offering Price (the “Reference Yield”), and (b) the number of basis points applicable to such issue of Exchange Securities as identified on Schedule A (the “Fixed Spread” for such issue of Exchange Securities). Specifically, the Exchange Security Index Price for any issue of Exchange Securities will equal the value per \$1,000 principal amount of such Exchange Securities, including accrued interest to but excluding the Settlement Date, in a manner consistent with the methodology underlying the formula set forth in Schedule B.

The Dealer Manager will calculate the Reference Yield and the resulting Exchange Yield, Exchange Security Index Price and Exchange Ratio for each issue of Exchange Securities, and those calculations will be final and binding, absent manifest error.

Hypothetical examples, demonstrating the determination of the Exchange Yields, the Exchange Security Index Prices and the Exchange Ratios in the manner we have described above, are set forth on Schedule B.

New Security Offering Price The “New Security Offering Price” will equal the price per \$1,000 principal amount at which the New Securities are sold to the public pursuant to the Cash Offering, as determined by negotiation between us and representatives of the Dealers for the Cash Offering.

Pricing Date and Time The New Security Offering Price and the Exchange Yields will be determined by 10:00 a.m., New York City time, on the first Business Day after the Expiration Date (the “Pricing Date”). Accordingly, you cannot determine the Reference Yield for the New Securities or the Exchange Yield, Exchange Security Index Price and Exchange Ratio for an issue of Exchange Securities prior to the time you must make the decision whether to exchange your Exchange Securities for New Securities.

**Rounding of Principal Amount of
New Securities; Residual Cash
Amount**

The aggregate principal amount of New Securities to be issued to any Holder pursuant to a particular Letter of Transmittal delivered by that Holder will be rounded downward to the nearest \$1,000. On the Exchange Security Delivery Date, we will pay, against delivery of Exchange Securities, cash to each Holder to compensate for this rounding (the “Residual Cash Amount”). **If a Holder aggregates in one Letter of Transmittal the information relating to more than one beneficial owner holding through such Holder, this rounding may result in the Holder not being able to accurately allocate the New Securities delivered. Accordingly, a Holder should submit a separate Letter of Transmittal for each beneficial owner.**

**Accrued Interest on Exchange
Securities**

Because each Exchange Security Index Price includes accrued interest, neither Freddie Mac nor any Holder will make any cash payment in respect of accrued interest on Exchange Securities exchanged.

Conditions

Each Exchange Offer is subject to certain conditions. We will accept tenders of Exchange Securities only in principal amounts that result in New Securities being issued in minimum denominations of at least \$2,000 and additional increments of \$1,000. In addition, we will include in the Exchange Offers only those issues of Exchange Securities whose exchange for New Securities we believe would not result in a significant modification for U.S. federal income tax purposes and would satisfy certain other U.S. federal income tax requirements such that all New Securities would be permitted to have the same CUSIP Number. See “The Exchange Offers — Certain Conditions to the Exchange Offers.”

Expiration Date

Each Exchange Offer will expire at 5:00 p.m., New York City time, on Thursday, June 16, 2005, unless earlier terminated or extended by us in our sole discretion (such time on such date, as it may be extended, the “Expiration Date”). See “The Exchange Offers — Expiration Date; Extensions; Amendments.”

**Procedures for Tendering and De-
livery of Exchange Securities;
Delivery Date**

To tender Exchange Securities for exchange pursuant to the applicable Exchange Offer, Holders must deliver to the Settlement Agent, by electronic transmission through the Exchange Website at <https://www.corporateactionprocessing.com>, a properly completed and duly executed electronic Letter of Transmittal in accordance with the instructions therein, so as to be received by the Expiration Date. Holders who have difficulty transmitting an electronic Letter of Transmittal may contact the Settlement Agent for procedural assistance. Only Holders may submit an electronic Letter Of Transmittal. Each electronic Letter of Transmittal must be filled in clearly as to the amount and issue or issues of Exchange Securities that are being tendered for exchange. See “The Exchange Offers — Tender Procedures.”

Holders must contact the Settlement Agent via the Exchange Website for a user ID and password to access the Exchange Website and transmit the electronic Letter of Transmittal. If Exchange Securities

are tendered on behalf of a beneficial owner, the Holder should so indicate by transmitting a separate electronic Letter of Transmittal on behalf of each beneficial owner. If Exchange Securities are held through a broker, dealer, commercial bank, trust company, nominee or other custodian, the beneficial owner thereof must instruct such person to instruct the Holder to tender such Exchange Securities on the beneficial owner's behalf. All tenders must be made by the Expiration Date. See "The Exchange Offers — Tender Procedures."

Exchange Securities accepted for exchange must be delivered through the Federal Reserve Banks' book-entry system (the "Fed Book-Entry System") to the Settlement Agent at:

BK OF NYC/CUST
 ABA# 021000018
 ACCT# 180191

ACCT NAME: Freddie Mac Exchange Offer Acct.
 Attn: Jeremy Finkelstein

Please see the Exchange Website (<https://www.corporateactionprocessing.com>) for additional instructions. Accepted Exchange Securities must be delivered on the second Business Day after the Expiration Date (the "Exchange Security Delivery Date") by 3:00 p.m., New York City time. The Exchange Security Delivery Date will be June 20, 2005, unless an Exchange Offer is extended by us. **Holders should not deliver Exchange Securities prior to the Exchange Security Delivery Date.** We will pay the Residual Cash Amount through the Fed Book-Entry System against delivery of the Exchange Securities.

Acceptance of Exchange Securities Tendered for Exchange; Settlement Date

Upon the terms and subject to the conditions of each Exchange Offer (including, if any Exchange Offer is extended, the terms and conditions of any such extension), we will accept for exchange Exchange Securities validly tendered by the Expiration Date, subject to the Exchange Cap, the order of the Acceptance Priority Levels and the applicable maximum exchange amounts for each issue of Exchange Securities. New Securities will be delivered to the Holders of tendered and accepted Exchange Securities on the third Business Day after the Expiration Date (the "Settlement Date"). The Settlement Date will be June 21, 2005, unless any Exchange Offer is extended by us. See "The Exchange Offers — Acceptance of Exchange Securities Tendered for Exchange; Delivery of New Securities."

No Guaranteed Delivery

No guaranteed delivery procedures are available with respect to any Exchange Offer.

Waivers; Extensions; Amendments

We expressly reserve the right, in our sole discretion, at any time or from time to time, with respect to any issue of Exchange Securities, to (a) waive any condition to any Exchange Offer and accept all Exchange Securities of such issue previously tendered for exchange pursuant to such Exchange Offer, (b) extend the Expiration Date and retain all Exchange Securities of such issue already tendered for

exchange, (c) terminate any Exchange Offer with respect to any issue of Exchange Securities upon the failure of any of the conditions specified in “The Exchange Offers — Certain Conditions to the Exchange Offers,” and not accept for exchange any Exchange Securities of such issue and (d) amend the terms of any Exchange Offer. Unless otherwise specified, any waiver, extension, termination or amendment to the terms and conditions of any Exchange Offer with respect to an issue of Exchange Securities will apply to all Exchange Securities of such issue tendered pursuant to the applicable Exchange Offer.

Withdrawal Rights Tenders of Exchange Securities may be withdrawn at any time prior to the Expiration Date only by editing or withdrawing the electronic Letter of Transmittal on the Exchange Website, as described under “The Exchange Offers — Withdrawal Rights.”

United States Taxation Beneficial owners who participate in any Exchange Offer will be deemed to have elected to treat the exchange in the manner described under “United States Taxation — The Exchanges” and, generally, will recognize any gain or loss realized on the surrender of Exchange Securities over the term of the New Securities.

Dealer Manager Merrill Lynch & Co.

Settlement Agent The Bank of New York

Luxembourg Exchange Agent Banque Générale du Luxembourg S.A.

Information Agent D.F. King & Co., Inc.

Description of New Securities

Issuer	Freddie Mac
New Securities	We will issue the New Securities under our Global Debt Facility in book-entry form on the Fed Book-Entry System.
Identification Numbers	CUSIP No: 3134A4VB7. ISIN: US3134A4VB72. Common Code: To be assigned on or after Pricing Date.
Issue Date	June 21, 2005
Maturity Date	July 12, 2010
Redemption	The New Securities will not be subject to redemption by us prior to maturity.
Interest	The New Securities will accrue interest from June 21, 2005 at a rate of interest to be determined on the Pricing Date. Interest will be paid semi-annually in arrears on each January 12 and July 12, commencing January 12, 2006. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
Cash Offering	We anticipate that \$2,000,000,000 or more in principal amount of New Securities will be issued in the Cash Offering.
Total New Securities to be Issued	At least \$5,000,000,000 in aggregate principal amount of the New Securities pursuant to the Cash Offering and the Exchange Offers combined.
Fiscal Agents	The U.S. Federal Reserve Banks will act as fiscal agents for the New Securities.
Listing	An application has been made to list the New Securities on the Luxembourg Stock Exchange.
Denominations	We will issue the New Securities in minimum denominations of \$2,000 and additional increments of \$1,000.
Governing Law	The New Securities will be governed by the federal laws of the United States. The local laws of the State of New York will be deemed to reflect the federal laws of the United States, unless there is applicable precedent under federal law or the application of New York law would frustrate the purposes of the Freddie Mac Act or the Global Facility Agreement.
Use of Proceeds	We will not receive any proceeds from the Exchange Offers. However, we will receive proceeds from the Cash Offering, which we will use as described in the Offering Circular.

RISK FACTORS

Liquidity and Market Value of Exchange Securities

Exchange Securities exchanged pursuant to the Exchange Offers will be cancelled through the U.S. Federal Reserve Banks, as Fiscal Agents. The exchange of Exchange Securities pursuant to the Exchange Offers will reduce the aggregate principal amount of Exchange Securities that otherwise might trade publicly, which could affect the liquidity and market value of the remaining Exchange Securities held by the public. The table on page S-1 contains information regarding the approximate amount of each issue that would remain outstanding after each Exchange Offer, assuming the maximum amount is exchanged.

Any Securities listed on the Luxembourg Stock Exchange that are not repurchased and that remain outstanding will continue to be listed on the Luxembourg Stock Exchange.

United States Federal Income Tax Consequences — Deemed Election

Beneficial owners who participate in any Exchange Offer will be deemed to have elected to treat the exchange in the manner described under “United States Taxation — The Exchanges” and, generally, will recognize any gain or loss realized on the surrender of Exchange Securities over the term of the New Securities.

Timing of Decision Whether to Exchange

Because the New Security Offering Price will not be determined until the first Business Day after the expiration of the Exchange Offers, you cannot determine the Reference Yield for the New Securities or the Exchange Yield, Exchange Security Index Price and Exchange Ratio for an issue of Exchange Securities prior to the time you must make the decision whether to exchange your Exchange Securities for New Securities.

FREDDIE MAC

Freddie Mac is one of the largest participants in the U.S. mortgage market. We are a stockholder-owned government-sponsored enterprise chartered by Congress on July 24, 1970 under the Federal Home Loan Mortgage Corporation Act, as amended.

Our statutory purposes are:

- To provide stability in the secondary market for residential mortgages;
- To respond appropriately to the private capital markets;
- To provide ongoing assistance to the secondary market for residential mortgages (including mortgages on housing for low- and moderate-income families involving a reasonable economic return that may be less than the return received on other activities) by increasing the liquidity of mortgage investments and improving the distribution of investment capital available for residential mortgage finance; and
- To promote access to mortgage credit throughout the U.S. (including central cities, rural areas and other underserved areas) by increasing the liquidity of mortgage investments and improving the distribution of investment capital available for residential mortgage finance.

We fulfill these statutory purposes primarily by purchasing residential mortgage loans and mortgage-related securities from mortgage lenders and securities dealers, financing these purchases with debt, equity and mortgage-related securities, and guaranteeing the payment of principal and interest on the mortgage-related securities we issue.

THE EXCHANGE OFFERS

General

We are offering, subject to the limits described herein, to exchange our Reference Notes due July 12, 2010 (the “New Securities”) for outstanding Reference Notes listed on Schedule A that are validly tendered **by 5:00 p.m., New York City time, on Thursday, June 16, 2005, unless any Exchange Offer is earlier terminated or extended by us in our sole discretion (such time on such date, as it may be extended, the “Expiration Date”)**, upon the terms and subject to the conditions set forth in this Supplement and the Offering Circular. We will accept tenders of Exchange Securities only in principal amounts that result in New Securities being issued in minimum denominations of at least \$2,000 and additional increments of \$1,000.

The amount of each issue of Exchange Securities that will be accepted for exchange will be based on the applicable maximum exchange amount for each issue of Exchange Securities, the Exchange Cap and the Acceptance Priority Level for each issue of Exchange Securities. The amount of Exchange Securities accepted may be pro-rated.

For each issue of Exchange Securities, no more than the maximum exchange amount applicable to that issue of Exchange Securities will be accepted for exchange. Only \$3,000,000,000 in aggregate principal amount of Exchange Securities will be accepted for exchange. The Exchange Securities will be accepted for exchange in accordance with, and in the order of, the Acceptance Priority Levels set forth in the table on page S-1 of this Supplement. Exchange Securities in the Exchange Offer with the Acceptance Priority Level of 1 will be accepted before those in the Exchange Offer with the Acceptance Priority Level of 2, Exchange Securities in the Exchange Offer with the Acceptance Priority Level of 2 will be accepted before those in the Exchange Offer with the Acceptance Priority Level of 3, and so forth. Once Exchange Securities tendered in an Exchange Offer with a certain Acceptance Priority Level have been accepted, up to the maximum exchange amount for that issue, Exchange Securities with the next Acceptance Priority Level will be accepted, subject to the Exchange Cap, up to the maximum exchange amount for that issue. If the aggregate principal amount of Exchange Securities tendered in any Exchange Offer exceeds the lesser of (1) the maximum exchange amount applicable to such issue or (2) the amount of the Exchange Cap remaining available for application to the Acceptance Priority Level applicable to such Exchange Offer, then, if we accept Exchange Securities of such issue for exchange pursuant to such Exchange Offer, we will accept such Exchange Securities on a pro rata basis (with adjustments to avoid the purchase of Exchange Securities in a principal amount other than in integral multiples of \$1,000 in principal amount). In that event, Exchange Securities of any other issue with an Acceptance Priority Level following the pro-rated series of Exchange Securities will not be accepted for exchange.

In addition, we are offering to sell New Securities in the Cash Offering. The New Securities offered for cash are offered severally by the Dealers, subject to receipt and acceptance by such Dealers and subject to their right to reject any orders in whole or in part. The Cash Offering will commence on the date of the commencement of the Exchange Offers and will be made pursuant to the Offering Circular and the final Pricing Supplement with respect to the New Securities. We anticipate that \$2,000,000,000 or more in principal amount of New Securities will be issued in the Cash Offering and that at least \$5,000,000,000 in aggregate principal amount of New Securities will be issued in the Cash Offering and the Exchange Offer combined.

Holders, custodians and beneficial owners of Exchange Securities may participate in the Exchange Offers only by following the procedures described herein and in the Letter of Transmittal. All references herein to the Letter of Transmittal refer to the electronic Letter of Transmittal on the Exchange Website at <https://www.corporateactionprocessing.com>. Only Holders may submit an electronic Letter of Transmittal. Holders must obtain a user ID and password as described below, and then submit an electronic Letter of Transmittal by following the instructions at the Exchange Website.

We intend to announce the New Security Offering Price, the Reference Yield, the Exchange Yields, the Exchange Ratios and the Exchange Security Index Prices by 12:00 noon on the first Business Day after the Expiration Date, or as soon as possible thereafter. Holders must deliver Exchange Securities that are accepted

for exchange, against payment of the Residual Cash Amount, on the second Business Day after the Expiration Date (the “Exchange Security Delivery Date”) by 3:00 p.m., New York City time. We will issue New Securities pursuant to the Exchange Offers and the Cash Offering on the third Business Day after the Expiration Date (the “Settlement Date”), in each case in accordance with the procedures described herein.

Holders who tender Exchange Securities in the applicable Exchange Offer will not be obligated to pay brokerage commissions or solicitation fees with respect thereto to the Dealer Manager. However, beneficial owners holding Exchange Securities through a Holder or a custodian may be charged fees by such Holder or custodian for tendering Exchange Securities, which will not be paid or reimbursed by us.

On the Settlement Date, we will cause the Exchange Securities accepted by us for exchange pursuant to the applicable Exchange Offer to be cancelled through the Fiscal Agents.

As of the date of this Supplement, there is no litigation pending affecting Freddie Mac, at law or in equity, before or by any governmental authority that questions, threatens or challenges the validity of this Supplement or any other instrument to be delivered in connection herewith or any action taken or to be taken by Freddie Mac in connection with the Exchange Offers.

Notifications in Luxembourg in relation to (a) any material change, including any extension, termination or amendment of any Exchange Offer or to this Supplement, throughout the period of each Exchange Offer, and (b) the results of the Exchange Offers, including the New Security Offering Price, the Reference Yield, the Exchange Yields, the Exchange Ratios and the Exchange Security Index Prices, will be published in *d’Wort*. In Luxembourg, the Exchange Offers will be announced pursuant to a notice in *d’Wort* and a Legal Notice will be published and registered at the Luxembourg Trade and Companies Register at the time of commencement of the Exchange Offers.

Tender Procedures

Only Holders may submit a Letter of Transmittal. Freddie Mac intends to conduct the exchange of New Securities for Exchange Securities only through the use of a Letter of Transmittal which must be submitted on the Exchange Website. Holders who have difficulty transmitting an electronic Letter of Transmittal may contact the Settlement Agent for procedural assistance. To tender Exchange Securities for exchange pursuant to the Exchange Offers, Holders must execute and deliver a Letter of Transmittal by following the instructions at the Exchange Website so as to be received by the Expiration Date.

To access the Exchange Website and submit the Letters of Transmittal, Holders must contact the Settlement Agent by visiting the Exchange Website address in order to obtain a unique user ID and password for use in submitting the Letters of Transmittal. To obtain an ID and password, a Holder must agree on behalf of its institution (the “Institution”) to the following terms (“Website Agreement”): (i) that it is authorized by the Institution to request a user ID and password and to bind the Institution to the Website Agreement; (ii) that it will safeguard such user ID and password; (iii) that it will permit only the Institution’s authorized users to use such user ID and password; (iv) that the user ID and password will be used only to access the Exchange Website and to submit offers thereon; (v) that the Institution will be solely responsible for all actions taken and be bound by any offers entered using such user ID and password; and (vi) that the Institution will be bound by the terms or disclosures on the Exchange Website for which an authorized user will be required to signify the Institution’s acceptance by means of clicking the “I Agree” button in the electronic Letter of Transmittal as if such terms or disclosures had been contained in a manually signed and written agreement. The Holder will also be required to agree on behalf of its Institution that the Settlement Agent, its affiliates, managing directors, partners, agents and employees will have no liability, contingent or otherwise, for the accuracy, timeliness, completeness, reliability, performance or continued availability of the Exchange Website or the services provided thereby, or for any delay or omission therein, or for any failure or interruptions of the services provided and that to the extent any transactions are entered for or on behalf of any third parties, the Institution represents and warrants that it has all necessary authority to do so. A Holder requesting a user ID and password will also be required to provide the following information: (a) name of Institution, (b) address of Institution, (c) name of requesting person, (d) title of requesting person and

(e) telephone number of requesting person. The user ID should be the E-mail address where the password and notifications can be delivered (the “Notification E-mail address”).

A Holder may enter the Exchange Website to submit an electronic Letter of Transmittal with a user ID and password at any time between the commencement of the Exchange Offers and the Expiration Date. The following information will be required in each electronic Letter of Transmittal: (a) ABA number and Fedwire address, (b) the issue(s) of Exchange Securities being tendered for exchange, and (c) the principal amounts of Exchange Securities being tendered for exchange. The Holder will have the option, but not the obligation, to provide the name, contact name and telephone number of each beneficial owner on whose behalf the Holder is submitting the offer.

Each tender and corresponding electronic Letter of Transmittal will become irrevocable on the Expiration Date. However, any tender and corresponding electronic Letter of Transmittal may be withdrawn or revised prior to the Expiration Date by editing or withdrawing the Letter of Transmittal on the Exchange Website. If a Holder wishes to so revise or withdraw a Letter of Transmittal, it must use the same user ID, password and confirmation number received via e-mail under which it submitted that Letter of Transmittal. Any withdrawal or revision of a tender must be received by the Expiration Date.

After submission of the Letter of Transmittal, the Settlement Agent will electronically transmit a Confirmation Message for each Letter of Transmittal to the Holder. A “Confirmation Message” is a message transmitted by the Settlement Agent that states that the Settlement Agent has received a Letter of Transmittal from the Holder. Included in the Confirmation Message is a Confirmation Number for each Letter of Transmittal and the details of the Exchange Securities tendered. Complete details of submitted Letters of Transmittal are available on the Exchange Website.

The Holder submitting a Letter of Transmittal will be deemed to represent and warrant that:

1. it has received, reviewed and accepts the terms of this Supplement and the Letter of Transmittal;
2. it is assuming all the risks inherent in participation in the Exchange Offers and has undertaken all the appropriate analysis of the implications of the Exchange Offers without reliance on Freddie Mac, the Dealer Manager, the Information Agent, the Settlement Agent or the Luxembourg Exchange Agent;
3. upon the terms and subject to the conditions of the Exchange Offers, it offers to exchange the relevant principal amount of Exchange Securities for the principal amount of New Securities determined in accordance with the applicable Exchange Ratio. Subject to and effective upon exchange by Freddie Mac of the Exchange Securities, it renounces all right, title and interest in and to all such Exchange Securities exchanged by Freddie Mac and waives and releases any rights or claims it may have against Freddie Mac with respect to any such Exchange Securities and the Exchange Offers;
4. it is not a person to whom it is unlawful to make an invitation pursuant to the Exchange Offers under applicable securities laws;
5. it is not a person in the United Kingdom or, if it is a person in the United Kingdom, it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its businesses or it is a person who trades or invests in securities in the conduct of a profession or business or it is a person to which the Exchange Offers can otherwise be made in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995 (as amended);
6. it is not a person receiving this Supplement in the United Kingdom or, if it is a person receiving this Supplement in the United Kingdom, it is a person falling within the definition of investment professional (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (the “Order”)), a person falling within Article 43 of the Order or a person to whom this Supplement may lawfully be communicated in accordance with the Order;
7. it is not a person in The Netherlands or, if it is a person in The Netherlands, it is (i) a person whose ordinary activities involve it in trading or investing in securities in the conduct of a business or

profession within the meaning of article 2 of the Exemption Decree pursuant to the Securities Markets Supervision Act 1992 (“*Vrijstellingsregeling toezicht effectenverkeer*”) and (ii) a credit institution or financial institution covered by the Money Laundering Directive within the meaning of the rules of the UK Financial Services Authority.;

8. it is not resident in Hong Kong or, if it is resident in Hong Kong, it is a “professional investor” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance;

9. it has full power and authority to submit for exchange and transfer the Exchange Securities submitted for exchange and if such Exchange Securities are accepted for exchange by Freddie Mac, such Exchange Securities will be transferred to, or to the order of, Freddie Mac with full title free from all liens, charges and encumbrances, not subject to any adverse claim and together with all rights attached thereto. It will, upon request, execute and deliver any additional documents and/or do such other things deemed by Freddie Mac to be necessary or desirable to complete the transfer and cancellation of the relevant Exchange Securities or to evidence such power and authority;

10. the terms and conditions of the Exchange Offers shall be deemed to be incorporated in, and form a part of, the Letter of Transmittal, which shall be read and construed accordingly, and the information given by or on behalf of such Holder in the Letter of Transmittal is true and will be true in all respects at the time of the exchange; and

11. by delivery of the electronic Letter of Transmittal, the Holder of Exchange Securities waives any right to receive any notice of the acceptance for exchange of such Holder’s Exchange Securities.

Each such tendering Holder also will agree in the Letter of Transmittal that all of the Exchange Securities being tendered for exchange and accepted for exchange will be delivered on the Exchange Security Delivery Date by 3:00 p.m., New York City time.

All questions as to the validity, form and eligibility (including time of receipt) of any Letter of Transmittal will be determined by Freddie Mac in its sole discretion, which determination will be final and binding. Freddie Mac reserves the absolute right to reject: (i) any and all Letters of Transmittal not in proper form; (ii) any and all Letters of Transmittal for which any corresponding offer or agreement by Freddie Mac to exchange would, in Freddie Mac’s opinion, be unlawful; and (iii) any and all Letters of Transmittal in respect of which, in Freddie Mac’s opinion, the representations and warranties made by a Holder are false or breached.

In order for a tendering Holder to be assured of participating in any Exchange Offer, such Holder must elect to tender Exchange Securities in accordance with the procedures set forth herein by the Expiration Date.

LETTERS OF TRANSMITTAL MUST BE SENT ONLY THROUGH THE EXCHANGE WEBSITE. DO NOT SEND ANY LETTERS OF TRANSMITTAL TO FREDDIE MAC, THE DEALER MANAGER, THE SETTLEMENT AGENT (EXCEPT THROUGH THE EXCHANGE WEBSITE), THE INFORMATION AGENT OR THE LUXEMBOURG EXCHANGE AGENT.

If any Exchange Securities have been stripped, they must be reconstituted by the Federal Reserve Bank of New York in order to be tendered for exchange pursuant to the applicable Exchange Offer. See “Description of the Debt Securities — General — Interest Payments — Stripped Debt Securities” in the Offering Circular.

The Letter of Transmittal must be initiated only by the Holder whose name appears on a security position listing in the Fed Book-Entry System with respect to the Exchange Securities tendered thereby, and the name must correspond with the name as written on the security position listing validated in accordance with procedures acceptable to the Settlement Agent and Freddie Mac.

New Securities will be delivered only in book-entry form through the Fed Book-Entry System and only to the Fed Book-Entry System account of the Holder. Custodians and beneficial owners may confirm their receipt of beneficial interests in New Securities through the applicable Holder.

No alternative, conditional, irregular or contingent tenders will be accepted.

You may incur certain costs in connection with submitting the Letter of Transmittal and receiving delivery of documents (for example, online time and printing) and have possible risks of system outages and other technical failures. Freddie Mac reserves the right to reject any Letter of Transmittal not received in the appropriate electronic form by the Expiration Date. If you encounter technical difficulties in submitting your electronic Letter of Transmittal by the Expiration Date, or if you are unable to access the Exchange Website and submit an electronic Letter of Transmittal, you may contact the Settlement Agent via e-mail at FMSupport@bankofny.com for procedural assistance. In Luxembourg, you may also contact the Luxembourg Exchange Agent to obtain delivery of documents (other than an electronic Letter of Transmittal, which is only available on the Exchange Website) or for other assistance, at the telephone number listed on the back cover. Freddie Mac cannot assure you, however, that you will be assisted successfully or that Freddie Mac will receive or accept your electronic Letter of Transmittal. In any case, you are responsible for arranging the timely electronic delivery of the Letter of Transmittal. See “The Exchange Offers — Deadline for Submission of Letters of Transmittal.”

Freddie Mac reserves the right in its sole discretion not to accept any Exchange Securities. If Freddie Mac determines to accept any Exchange Securities, it will, by 12:00 noon, New York City time, or as soon as possible thereafter on the Pricing Date, announce on the Freddie Mac website at <http://www.freddiemac.com> and by press release:

- the New Security Offering Price;
- the Reference Yield;
- the Exchange Yields;
- the Exchange Security Index Prices;
- the Exchange Ratios;
- the aggregate principal amounts of New Securities to be issued in exchange for Exchange Securities pursuant to accepted tenders;
- the aggregate principal amount of Exchange Securities of each issue (which could be zero) to be acquired in exchange for New Securities pursuant to accepted tenders;
- the amount of any resulting pro-ration; and
- the aggregate principal amount of New Securities to be sold for cash pursuant to the Cash Offering.

Freddie Mac may announce the principal amount of the Exchange Securities tendered or the principal amount of the Exchange Securities accepted for exchange prior to the establishment of the New Security Offering Price and announcement of the other information. In Luxembourg, any such announcement will be made available from the Luxembourg Exchange Agent and will be included in the publication of the results of the Exchange Offers in *d'Wort*. **The Settlement Agent will notify by e-mail to the Notification E-mail Address of each tendering Holder the amount of such Holder's Exchange Securities accepted for exchange and any pro-ration by 12:00 noon, New York City time on the Pricing Date, or as soon as possible thereafter.**

At least \$5,000,000,000 in aggregate principal amount of the New Securities will be issued in the Cash Offering and the Exchange Offers combined.

Amount of Exchange Securities to be Accepted

We will accept valid tenders up to the maximum amount of each issue of Exchange Securities as set forth in the table on page S-1, subject to the Exchange Cap and the other limitations and qualifications described in this Supplement.

If less than the applicable maximum amount of an Exchange Security issue is validly tendered, and the amount of the Exchange Cap remaining available for such Exchange Offer exceeds the amount of Exchange Securities tendered in that Exchange Offer, we will accept all valid tenders for that issue.

If more than the applicable maximum amount of an Exchange Security issue is validly tendered, or the amount of the Exchange Cap remaining for such Exchange Offer is less than the Exchange Securities tendered for that Exchange Offer, we will pro-rate the tenders submitted down to the maximum amount for that issue or the remaining amount under the Exchange Cap, as applicable, and accept those tenders as so pro-rated. However, tenders of \$1,000,000 or less will not be pro-rated but will be accepted in full. Consequently, under certain circumstances where there are tenders of \$1,000,000 or less, we may accept for exchange more than the maximum amount for such an Exchange Security issue and more than the Exchange Cap.

Acceptance of Exchange Securities Tendered for Exchange; Delivery of New Securities

Upon the terms and subject to the conditions of the Exchange Offers (including, if any Exchange Offer is extended, the terms and conditions of any such extension), we will accept for exchange, on an issue by issue basis, up to the applicable maximum amount, Exchange Securities validly tendered by the Expiration Date pursuant to the applicable Exchange Offer. Each tendering Holder must deliver the Exchange Securities accepted for exchange to the Settlement Agent by 3:00 p.m. on the Exchange Security Delivery Date. We reserve the right to accept, at our sole discretion, Exchange Securities that are delivered by a tendering Holder to the Settlement Agent after 3:00 p.m., New York City time, on the Exchange Settlement Delivery Date. On the Exchange Security Delivery Date, the Settlement Agent will have custody of the Exchange Securities delivered on that date. On the Settlement Date, we will acquire such Exchange Securities by issuing New Securities in exchange therefor. Such New Securities will be delivered on the Settlement Date to the Holders of Exchange Securities that are tendered and delivered on the Exchange Security Delivery Date.

In all cases, Exchange Securities will be accepted for exchange pursuant to the applicable Exchange Offer only after timely receipt on the Exchange Website of a properly completed and duly transmitted electronic Letter of Transmittal, validated in accordance with procedures acceptable to the Settlement Agent and Freddie Mac, and any other documents required thereby.

The Exchange Securities were issued in book-entry form on the Fed Book-Entry System. New Securities issued pursuant to the Exchange Offers will be delivered only in book-entry form through the Fed Book-Entry System and only to the Fed Book-Entry System account of the exchanging Holder. Accordingly, a Holder that tenders for exchange must specify on the Letter of Transmittal all necessary account information to effect such delivery. Failure to provide such information may render such Holder's tender defective, and we will have the right to reject such tender. None of Freddie Mac, the Settlement Agent, the Dealer Manager, the Information Agent and the Luxembourg Exchange Agent will incur any liability for delivering New Securities in accordance with any instructions provided by the tendering Holder.

Calculation of Exchange Ratio

Principal Amount of New Securities to be Received Pursuant to Exchange Offer. A Holder exchanging Exchange Securities pursuant to an Exchange Offer will receive, for each \$1,000 principal amount of Exchange Securities exchanged, New Securities with a principal amount equal to \$1,000 *multiplied by* the applicable Exchange Ratio. The "Exchange Ratio" for each issue of Exchange Securities is the Exchange Security Index Price (as defined below) for such Exchange Securities, *divided by* the New Security Offering Price (as defined below). The Exchange Ratio will be expressed as a decimal and rounded to the seventh digit after the decimal point. (If the eighth digit to the right of the decimal point is five or greater, the seventh digit will be rounded up by one.)

The “Exchange Security Index Price” for any issue of Exchange Securities will be calculated in a manner intended to result in a yield to maturity (the “Exchange Yield” for such issue of Exchange Securities) equal to the sum of (a) the yield to maturity of the New Securities on the Settlement Date, as calculated in accordance with standard market practice based on the New Security Offering Price (the “Reference Yield”), and (b) the number of basis points applicable to such issue of Exchange Securities as identified on Schedule A (the “Fixed Spread” for such issue of Exchange Securities). Specifically, the Exchange Security Index Price for any issue of Exchange Securities will equal the value per \$1,000 principal amount of each issue of Exchange Securities, including accrued interest to but excluding the Settlement Date, in a manner consistent with the methodology underlying the formula set forth in Schedule B.

The “New Security Offering Price” will equal the price per \$1,000 principal amount at which the New Securities are sold to the public pursuant to the Cash Offering, as determined by negotiation between Freddie Mac and the representatives of the Dealers for the Cash Offering.

The Dealer Manager will calculate the Reference Yield and the resulting Exchange Yield, Exchange Security Index Price and Exchange Ratio for each issue of Exchange Securities, and those calculations will be final and binding, absent manifest error.

The New Security Offering Price will be determined by 10:00 a.m., New York City time, on the Pricing Date. The Reference Yield, the Exchange Yields, the Exchange Security Index Prices and the Exchange Ratios cannot be determined by Holders and beneficial owners of Exchange Securities prior to the time the decision whether to exchange Exchange Securities for New Securities must be made.

The aggregate principal amount of New Securities to be issued to any Holder pursuant to an Exchange Offer (or, to the extent a Holder provides a separate Letter of Transmittal for each beneficial owner holding through such Holder, the aggregate principal amount of New Securities to be issued for each such beneficial owner pursuant to the applicable Exchange Offer) will be rounded downward to the nearest \$1,000. On the Exchange Security Delivery Date, we will pay cash to each Holder to compensate for this rounding, in an amount (the “Residual Cash Amount”) equal to the decrease in principal amount of New Securities issued as a result of this rounding *multiplied by* the New Security Offering Price *divided by* \$1,000. The Residual Cash Amount will be paid to the tendering Holder on the Exchange Security Delivery Date through the Fed Book-Entry System on a “delivery versus payment” basis upon delivery of the tendered Exchange Securities in the manner described herein. If a Holder in any one Letter of Transmittal aggregates the information relating to exchanges by more than one beneficial owner holding through such Holder, this rounding may result in the Holder not being able to accurately allocate the New Securities delivered. For that reason, a Holder should submit a separate Letter of Transmittal for each beneficial owner.

Because the Exchange Security Index Prices include accrued interest, neither Freddie Mac nor any Holder will make any cash payment in respect of accrued interest on the New Securities issued or Exchange Securities exchanged pursuant to the Exchange Offers.

Information regarding the Exchange Offers will be available through June 16, 2005 on Telerate pages 296 and 297 and Bloomberg pages MCM 7877 and 7878, or in Luxembourg through the Luxembourg Exchange Agent.

Methodology Generally. The methodology used to calculate the Exchange Ratios represents one of several possible approaches. Its formulation involved choices and judgments that are necessarily subjective. Each beneficial owner should analyze independently the value of the Exchange Securities and the New Securities and make an independent assessment of the terms of the Exchange Offers. Freddie Mac makes no recommendation as to whether such terms are fair or whether any beneficial owner should tender Exchange Securities for exchange. In addition, no one has been authorized by us to make any such recommendation.

Hypothetical Examples of the Terms of the Exchange Offers

Hypothetical examples, demonstrating the determination of the Reference Yield, the Exchange Ratios and the Exchange Yields in the manner we have described, are set forth in Schedule B.

Expiration Date; Extensions; Amendments

Each Exchange Offer will expire at 5:00 p.m., New York City time, on Thursday, June 16, 2005, unless extended by us in our sole discretion (such date and time, as it may be extended, the “Expiration Date”).

We expressly reserve the right, in our sole discretion, at any time or from time to time, with respect to any issue of Exchange Securities, to (a) waive any condition to any Exchange Offer and accept all Exchange Securities of such issue previously tendered for exchange pursuant to that Exchange Offer, (b) extend the Expiration Date of any Exchange Offer with respect to any issue of Exchange Securities and retain all Exchange Securities of such issue already tendered for exchange, (c) terminate any Exchange Offer with respect to any issue of Exchange Securities and not accept for exchange any Exchange Securities of such issue upon the failure of any of the conditions specified in “The Exchange Offers — Certain Conditions to the Exchange Offers,” and (d) amend the terms of any Exchange Offer with respect to any issue of Exchange Securities in any respect until the Exchange Securities are accepted for exchange. Unless otherwise specified, any waiver, extension, termination or amendment of the terms and conditions of any Exchange Offer with respect to an issue of Exchange Securities will apply to all Exchange Securities of such issue tendered for exchange pursuant to such Exchange Offer.

Any extension, termination or amendment of any Exchange Offer may be made by us by giving written or oral notice thereof to the Dealer Manager, to be followed as promptly as practicable by a public announcement thereof. In the case of an extension, a public announcement will be issued on or prior to 9:00 a.m., New York City time, on the next Business Day after the previously scheduled Expiration Date. Without limiting the manner in which we may choose to make any public announcement, we shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release to the Dow Jones News Service and as otherwise described in this Supplement with respect to Luxembourg. All Exchange Securities tendered pursuant to an Exchange Offer prior to any extension will remain subject to that Exchange Offer.

The terms of any amendment to any Exchange Offer with respect to any issue of Exchange Securities may vary from the original Exchange Offer depending on such factors as the principal amount of each issue of Exchange Securities previously tendered. Unless otherwise specified, any amendment to any Exchange Offer with respect to any issue of Exchange Securities will apply to all Exchange Securities of such issue tendered for exchange pursuant to such Exchange Offer.

If we make a change to any Exchange Offer that, in our opinion, affects materially and adversely the Holders or the beneficial owners of the Exchange Securities already tendered, we will provide a new supplement relating to such Exchange Offer describing such amendment. In addition, we may extend any Exchange Offer with respect to any issue of Exchange Securities for a period of time sufficient, in our opinion, for the Holders and beneficial owners to review such material.

Certain Conditions to the Exchange Offers

Notwithstanding any other provision of the Exchange Offers, we will not be required to accept any Exchange Securities for exchange or exchange any New Securities for Exchange Securities with respect to any issue of Exchange Securities and may terminate or amend any Exchange Offer with respect to any issue of Exchange Securities at any time prior to the Expiration Date, if any of the following events shall have occurred:

(1) (a) any general suspension or limitation of trading in, or limitation on prices for, securities on any major securities exchange or the over-the-counter market, or the setting of minimum prices for trading on such exchange; (b) any suspension of trading of any securities of Freddie Mac on any United States securities exchange; (c) the declaration of a banking moratorium, or any suspension of payments in respect of banks, by federal or New York authorities; or (d) any outbreak or escalation of major hostilities in which the United States is involved, any declaration of war by the United States or any other substantial state, national or international calamity or emergency if the effect of any such outbreak,

escalation, declaration, calamity or emergency makes it impractical or inadvisable, in our sole judgment, to proceed with any Exchange Offer;

(2) any change in the general political, market, economic or financial conditions in the United States or abroad that, in our sole judgment, has or may have a material adverse effect with respect to our business, operations or prospects or the trading in our securities or with respect to the financial effect of any Exchange Offer to us;

(3) any change (or any development involving any prospective change) in the business, assets, liabilities, condition (financial or otherwise), operations, results of operations or prospects of us that, in our sole judgment, has or may have a material adverse significance with respect to us; or

(4) any other reason that we determine, in our sole judgment, prior to the Expiration Date, makes it impracticable or inadvisable for us to proceed with any Exchange Offer applicable to any issue of Exchange Securities.

The foregoing conditions are for our sole benefit and may be asserted by us in our sole discretion, regardless of the circumstances giving rise to any such condition, or may be waived by us in whole or in part at any time and from time to time in our sole discretion. The failure by us at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right and each such right shall be deemed an ongoing right which may be asserted at any time.

In addition, we will accept for exchange only those issues of Exchange Securities whose exchange for New Securities we believe would not result in a significant modification for U.S. federal income tax purposes and would satisfy certain other U.S. federal income tax requirements such that all New Securities would be permitted to have the same CUSIP Number. We will make this determination, in our sole discretion, as soon as practicable after the Pricing Date.

If for any reason the New Security Offering Price for the Cash Offering is not determined on the Pricing Date, the Exchange Offers will terminate and we will not accept any Exchange Securities for exchange. If the New Security Offering Price, Reference Yield and Exchange Yields are determined on the Pricing Date but New Securities are not issued pursuant to the Cash Offering for any reason, we may elect, in our discretion, to proceed with any Exchange Offer, in which case participating Holders will be required to deliver the Exchange Securities on the Exchange Security Delivery Date as described in this Supplement.

Deadline for Submission of Exchange Securities

Any Exchange Security accepted for exchange must be delivered to the Settlement Agent by 3:00 p.m., New York City time, on the Exchange Security Delivery Date. Any Holder who submits a Letter of Transmittal must ensure that the Exchange Securities are delivered to the Settlement Agent for exchange.

Withdrawal Rights

You may withdraw Exchange Securities tendered pursuant to the applicable Exchange Offer at any time prior to the Expiration Date but not thereafter.

Each tender of Exchange Securities and corresponding Letter of Transmittal will become irrevocable at the Expiration Date. However, any tender and corresponding Letter of Transmittal may be revised or withdrawn prior to the Expiration Date by returning to the Exchange Website and editing or withdrawing the related Letter of Transmittal. If you wish to so revise or withdraw your Letter of Transmittal, you must use the same unique user ID, password and confirmation number received via e-mail under which you submitted that Letter of Transmittal. If Freddie Mac terminates any Exchange Offer or decides not to accept any tenders, all tenders and Letters of Transmittal shall automatically be deemed to be withdrawn. Any tenders not so accepted, together with the corresponding Letters of Transmittal, shall automatically be deemed to be withdrawn.

A revised or withdrawn Letter of Transmittal that lacks any of the required information will not be an effective revision or withdrawal of a tender previously made. You may not revise or withdraw tenders after the Expiration Date. Any revision or withdrawal of a tender must be received prior to the Expiration Date.

Holders who have tendered in the Exchange Offers will continue to have withdrawal rights during any extension of the Expiration Date. Any permitted withdrawals of tenders of Exchange Securities may not be rescinded, and any Exchange Securities so withdrawn will thereafter be deemed not validly tendered for purposes of the applicable Exchange Offer. However, withdrawn Exchange Securities may be re-tendered by the Expiration Date by following the standard procedures for tendering described above.

All questions as to the validity (including time of receipt) of withdrawals will be determined by us, and our determination will be conclusive and binding. None of Freddie Mac, the Dealer Manager, the Settlement Agent, the Luxembourg Exchange Agent or any other party or person will be under any duty to give notification of any defects or irregularities in any withdrawal or incur any liability for failure to give any such notification.

You may withdraw Exchange Securities only by following the foregoing procedures.

Dealer Manager; Soliciting Dealers; Settlement Agent; Information Agent

We have engaged Merrill Lynch, Pierce, Fenner & Smith Incorporated to act as the exclusive Dealer Manager in connection with the Exchange Offers. Any Holder or beneficial owner who has questions concerning the terms of the Exchange Offers may contact the Dealer Manager at the address and telephone numbers set forth on the back cover of this Supplement. We have agreed to pay the Dealer Manager predetermined compensation for its services as Dealer Manager. We have agreed to indemnify the Dealer Manager against certain liabilities, including certain liabilities under the federal securities laws. The Dealer Manager has provided in the past, and currently is providing, other investment banking, financial advisory and other services to us.

In those jurisdictions where any applicable laws or regulations require the Exchange Offers to be made by a licensed broker or dealer, the Exchange Offers shall be made by an affiliate of Merrill Lynch, Pierce, Fenner & Smith Incorporated which is a licensed broker or dealer in the relevant jurisdiction. References herein to the Dealer Manager shall, where the context admits, be references to Merrill Lynch, Pierce, Fenner & Smith Incorporated and any of its affiliates by whom the Exchange Offers are made in any relevant jurisdiction.

The Dealer Manager, in the ordinary course of its business, makes markets in securities of Freddie Mac, including the Exchange Securities. As a result, from time to time the Dealer Manager may own certain of our securities, including the Exchange Securities, and it may participate in the exchange of Exchange Securities.

A soliciting dealer fee of \$0.25 for each \$1,000 principal amount of New Securities issued pursuant to the Exchange Offers will be paid by Freddie Mac to brokers that are entitled to receive this fee and who are properly specified in the electronic Letter of Transmittal. In order to be eligible to receive the soliciting dealer fee, a designated broker must be specified in the electronic Letter of Transmittal. Freddie Mac shall, in its sole discretion, determine whether a broker has satisfied the criteria for receiving a soliciting dealer fee (including, without limitation, the submission of the appropriate documentation without defects or irregularities and in respect of applicable bona fide tenders.)

We have engaged The Bank of New York to act as Settlement Agent in connection with the Exchange Offers. Any Holder or beneficial owner who has questions concerning the procedures for the Exchange Offers may contact the Settlement Agent at the address and telephone numbers set forth on the back cover of this Supplement. We have agreed to pay the Settlement Agent predetermined compensation for its services as Settlement Agent and to indemnify the Settlement Agent against certain liabilities.

D.F. King & Co., Inc. has been appointed as Information Agent for the Exchange Offers. Requests for additional copies of this Supplement may be directed to the Information Agent at the address and telephone number set forth on the back cover of this Supplement. We will pay the Information Agent reasonable and

customary fees for its services and will reimburse it for its reasonable out-of-pocket expenses in connection with handling Exchange Offer documents and forwarding tenders.

Except as described in this Supplement, Freddie Mac will not pay any additional fees or commissions or reimburse mailing and handling expenses in connection with the Exchange Offers.

Luxembourg Exchange Agent

We have engaged Banque Générale du Luxembourg S.A. to act as the Luxembourg Exchange Agent in connection with the Exchange Offers. In Luxembourg, all services in connection with the Exchange Offers are available through the Luxembourg Exchange Agent as more fully set forth in this Supplement. In Luxembourg, you may contact the Luxembourg Exchange Agent at the telephone number listed on the back cover for assistance in connection with any Exchange Offer, including (i) to obtain the Exchange Offer materials, (ii) to obtain additional copies of the Exchange Offer materials, (iii) to obtain copies of the Information Statement and (iv) for answers to questions concerning the terms and procedures of the Exchange. The Luxembourg Exchange Agent will also have available the information regarding the Exchange Offers as it appears on Telerate pages 296 and 297 and Bloomberg pages MCM 7877 and 7878 through June 16, 2005.

DESCRIPTION OF NEW SECURITIES

The following summary of certain provisions of the New Securities does not purport to be complete and is subject, and is qualified in its entirety by reference, to all the provisions of the New Securities. The New Securities will be issued as Fed Book-Entry Securities under Freddie Mac's Global Debt Facility. For a description of the New Securities, see "Description of the Debt Securities" in the Offering Circular and "Certain Reference Note Terms" in the preliminary Pricing Supplement attached as Annex 1 hereto. The Pricing Supplement is deemed to be preliminary because it is incomplete with respect to certain information that will be available only after the Pricing Date, but the preliminary Pricing Supplement is current and accurate as of the date of this Supplement and the information currently contained therein will not be changed. The information that will be added to the Pricing Supplement after the Pricing Date includes: (i) the amount of New Securities issued pursuant to the Exchange Offers and the Cash Offering, (ii) the interest rate of the New Securities, (iii) the Common Code for the New Securities, (iv) the Dealers for the Cash Offering, (v) such Dealers' underwriting commitments, (vi) the fixed offering price, and (vii) the concession and reallowance for the Cash Offering. After the Pricing Date, the final Pricing Supplement will be available from Freddie Mac, from the Dealer Manager or, in Luxembourg, from the Luxembourg Exchange Agent.

The New Securities will mature on July 12, 2010. The New Securities will not be subject to redemption by us prior to maturity.

The New Securities will accrue interest from the Settlement Date at the annual rate to be determined on the Pricing Date, payable on January 12 and July 12 of each year, commencing January 12, 2006, to the persons in whose names the New Securities were registered at the close of business on the Business Day preceding such interest payment date.

The New Securities will be eligible to be stripped into their separate interest and principal components on the Fed Book-Entry System. The initial Interest Payment Period is longer than other Interest Payment Periods. Consequently, the initial interest payment will remain with the Principal Component. See "Description of the Debt Securities — General — Interest Payments — Stripped Debt Securities" and "Certain United States Federal Tax Consequences" in the Offering Circular.

UNITED STATES TAXATION

We have engaged Shearman & Sterling LLP as special tax counsel to review the following discussion. Shearman & Sterling LLP has given us its written legal opinion that this discussion, when read with the

discussion in the Offering Circular under the heading “Certain United States Federal Tax Consequences,” correctly describes the principal U.S. federal income tax consequences to an Owner (as defined below) of Exchange Securities of participating in an Exchange Offer and of owning and disposing of New Securities received through an Exchange Offer. This summary is based upon the Internal Revenue Code of 1986, as amended to the date of this Supplement (the “Code”), U.S. Treasury regulations promulgated thereunder (the “Regulations”), and judicial decisions and administrative pronouncements now in effect, all of which are subject to change, potentially with retroactive effect, or to differing interpretations.

This summary addresses certain U.S. federal income tax consequences of the Exchange Offers to Owners of the Exchange Securities and of the ownership and disposition of the New Securities acquired in the Exchange Offers and supplements the summary under “Certain United States Federal Tax Consequences” in the Offering Circular. These two summaries are limited to Exchange Securities and New Securities held by Owners as capital assets within the meaning of Section 1221 of the Code. In addition, these two summaries do not discuss all of the tax consequences that may be relevant to an Owner in light of its particular circumstances or to Owners subject to special rules, such as certain financial institutions, insurance companies, certain former citizens or residents of the United States, traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, securities dealers, Owners holding Exchange Securities or New Securities as part of a hedging transaction, straddle, conversion transaction or synthetic security transaction, U.S. Owners (as defined below) whose functional currency (as defined in Section 985 of the Code) is not the U.S. dollar, partnerships or other pass-through entities, tax-exempt persons, or regulated investment companies.

In all cases, you are advised to consult your own tax advisors regarding the U.S. federal tax consequences to you of participating in an Exchange Offer and of owning and disposing of New Securities, including the effects of the deemed election described below, as well as any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction. In addition, this summary of certain U.S. federal income tax consequences is for general information only and is not tax advice for any particular Owner.

For purposes of this summary, “U.S. Person” means:

- an individual who, for U.S. federal income tax purposes, is a citizen or resident of the United States;
- a corporation (or other business entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation 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. Certain trusts in existence on or before August 20, 1996, that were treated as U.S. persons under the law in effect on such date but fail to qualify as U.S. persons under current law may elect to continue to be treated as U.S. persons to the extent prescribed in the applicable Regulations.

“U.S. Owner” means a U.S. Person that beneficially owns an Exchange Security and that will beneficially own a New Security. “Non-U.S. Owner” means a beneficial owner of an Exchange Security that will beneficially own a New Security and that is an individual, a corporation, an estate or a trust that is not a U.S. Person. “Owner” means either a U.S. Owner or a Non-U.S. Owner.

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) holds an Exchange Security and will hold a New Security, the treatment of a partner will generally depend upon the status of the particular partner and the activities of the partnership. If you are a partner in such a partnership, you should consult your own tax advisors.

Because the following discussion may not apply to you, we advise you to consult your own tax advisors regarding the tax consequences of participating in an Exchange Offer (including the effects of the deemed

election described below) and of owning and disposing of New Securities in light of your own particular circumstances.

The Exchanges

A holder's treatment for U.S. federal income tax purposes upon its exchange of one debt instrument for another debt instrument will generally depend on whether the exchange results in a "significant modification" of the terms of the exchanged instrument. An exchange will result in a significant modification if, based on all the facts and circumstances and taking into account all modifications of the debt instrument, the legal rights and obligations under the debt instrument are altered in a manner that is "economically significant."

Where an issuer is consolidating two or more outstanding debt instruments into a single debt instrument, and where the exchange does not constitute a significant modification of any of the outstanding debt instruments and certain other requirements are satisfied, the issuer may elect to have Revenue Procedure 2001-21, 2001-1 C.B. 742 (the "Revenue Procedure") govern the U.S. federal income tax consequences of the exchanges. Where the Revenue Procedure applies, exchanging holders generally recognize no gain or loss immediately upon the exchange to the extent they receive new debt instruments for their outstanding debt instruments. We intend to have the exchanges qualify for the treatment provided in the Revenue Procedure (as described below), and accordingly, will include in the Exchange Offers only those issues of Exchange Securities whose exchange for New Securities we believe would not result in a significant modification. Therefore, except as otherwise provided below, Owners who participate in an Exchange Offer will recognize no gain or loss on the date of the exchange as a result of the exchange for U.S. federal income tax purposes. Additionally, if the Revenue Procedure applies to an exchange, the New Securities issued in the exchange will be identical to the New Securities issued in the Cash Offering for U.S. federal income tax purposes (and therefore all such New Securities will be eligible to have the same CUSIP Number).

By distributing this Supplement, we are hereby electing to treat the exchange of Exchange Securities for New Securities pursuant to an Exchange Offer as a realization event for U.S. federal income tax purposes and to comply with the provisions of the Revenue Procedure. In addition, if an Owner tenders Exchange Securities for New Securities as part of an Exchange Offer, such Owner will be deemed thereby to have made an election under the Revenue Procedure and to have agreed to comply with the provisions of the Revenue Procedure and to treat the exchange (and the New Securities received) for U.S. federal income tax purposes in the manner described below.

If an exchange of existing debt instruments for new debt instruments were to result in a significant modification, a holder would recognize gain or loss on the exchange unless the exchange qualifies as a recapitalization for U.S. federal income tax purposes. An exchange will qualify as a recapitalization only if both the existing debt instruments and the new debt instruments constitute "securities" for this purpose. The U.S. tax rules for determining whether a debt instrument constitutes a security for recapitalization purposes are not entirely clear. If an exchange of Exchange Securities for New Securities were to constitute a significant modification for U.S. federal income tax purposes of the Exchange Securities, and accordingly did not qualify for the treatment provided by the Revenue Procedure, the exchange may be considered a recapitalization for U.S. federal income tax purposes. If recapitalization treatment applies, apart from (i) the receipt of any New Securities attributable to accrued but unpaid interest on the Exchange Securities (which would be treated as a payment of interest and included in income to the extent not previously included) and (ii) the receipt of any cash as a result of rounding downward to the nearest \$1,000 of the aggregate principal amount of New Securities obtained in an Exchange Offer, Owners who participate in any Exchange Offer would recognize no loss as a result of the exchange and would recognize gain realized on the exchange only to the extent that the principal amount of the New Securities received in the exchange exceeded the principal amount of Exchange Securities tendered. Each Owner is advised to consult its own tax advisors regarding recapitalization treatment.

The remainder of this discussion assumes that an exchange of Exchange Securities for New Securities does not constitute a significant modification and that the U.S. federal income tax treatment of each such exchange is governed by the Revenue Procedure.

Because the determination of whether a modification is significant for U.S. federal income tax purposes will affect the U.S. federal income tax treatment of an exchange and the New Securities, and because of the deemed tax election described below, Owners of Exchange Securities are urged to consult their own tax advisors to determine both whether participating in an Exchange Offer will result in a significant modification for U.S. federal income tax purposes of their Exchange Securities and the effects of the deemed election.

Under the Revenue Procedure, an Owner will not immediately recognize gain or loss from the surrender of Exchange Securities for New Securities in an Exchange Offer (except in connection with either the cash an Owner receives as a result of rounding downward to the nearest \$1,000 of the aggregate principal amount of the New Securities an Owner receives or with respect to accrued interest on the Exchange Securities, which will be taxed in the manner described below). Instead, an Owner will recognize any gain or loss realized from the exchange transaction over the term of the New Securities as described in the following paragraphs.

If an Owner's adjusted tax basis in the New Securities (determined immediately after the exchange in the manner described below under "— The New Securities") is less than the "stated redemption price at maturity" of the New Securities (generally, the principal amount of the New Securities), an Owner must treat the difference as market discount on the New Securities. Any market discount an Owner has accrued, but not recognized, on the Exchange Securities will be ignored except in the case where, after applying the first sentence of this paragraph, there is more than a *de minimis* amount of market discount on the New Securities. In that case, an Owner must treat as accrued market discount on the New Securities the lesser of (i) the accrued but unrecognized market discount on the Owner's Exchange Securities and (ii) the market discount on the New Securities determined under the first sentence of this paragraph. Generally, market discount on the New Securities will be considered to be *de minimis* if it is less than one quarter of one percent of the New Securities' stated redemption price at maturity multiplied by the number of complete years to maturity of the New Securities. The rules governing market discount are described in the Offering Circular under the heading "Certain United States Federal Tax Consequences — U.S. Owners — Acquisition Premium and Market Discount."

If an Owner's adjusted tax basis in the New Securities (determined immediately after the exchange in the manner described below under "— The New Securities") is greater than the "stated redemption price at maturity" of the New Securities, an Owner must treat the difference as bond premium on the New Securities. The rules governing bond premium are described in the Offering Circular under the heading "Certain United States Federal Tax Consequences — U.S. Owners — Debt Obligations Purchased at a Premium."

If an Owner receives any cash as a result of rounding downward to the nearest \$1,000 of the aggregate principal amount of New Securities obtained in an Exchange Offer, an Owner should treat such cash as a payment in retirement of a portion of the Exchange Securities. An Owner will recognize gain or loss upon its receipt of such cash payment equal to the difference, if any, between the cash the Owner receives as a result of such rounding downward in such Exchange Offer and the Owner's adjusted tax basis in the portion of the Exchange Securities treated as retired. The gain or loss on the portion of the Exchange Securities treated as retired will be taxed as described in the Offering Circular under the headings "Certain United States Federal Tax Consequences — U.S. Owners — Disposition or Retirement of Debt Obligations" and "Certain United States Federal Tax Consequences — Non-U.S. Owners — Disposition or Retirement of Debt Obligations."

An Owner will also receive New Securities for accrued interest on the Exchange Securities, and such New Securities should not be subject to the rules set forth in the Revenue Procedure. If a U.S. Owner uses the cash method of tax accounting, such U.S. Owner should recognize ordinary income when the U.S. Owner receives the New Securities in an amount equal to the fair market value of the New Securities the U.S. Owner receives in respect of accrued interest on the Exchange Securities. If a U.S. Owner uses the accrual method of tax accounting, such U.S. Owner should have already recognized ordinary income in respect of accrued interest on the Exchange Securities, and therefore should not recognize income upon receipt of New Securities in respect of such accrued interest. In either case, an Owner's tax basis in New Securities received in respect of accrued interest should generally equal their fair market value. Non-U.S. Owners that receive New Securities in respect of accrued interest on the Exchange Securities should generally be subject to the

rules described in the Offering Circular under the heading “Certain United States Federal Tax Consequences — Non-U.S. Owners — Interest.” For that portion of the New Securities received in respect of accrued interest on the Exchange Securities, an Owner’s holding period should begin on the day after the Settlement Date. Each Owner should consult its own tax advisors regarding the treatment of accrued interest on Exchange Securities.

The New Securities

The issue price per \$1,000 principal amount of the New Securities will be the first price at which a substantial amount of the New Securities is sold for cash in the Cash Offering to persons other than those acting as placement agents, underwriters, brokers or wholesalers, which we expect to be the fixed offering price set forth in the final Pricing Supplement.

An Owner’s tax basis in New Securities received in an Exchange Offer for the Exchange Securities (other than those New Securities received for accrued interest on the Exchange Securities) should be the same as the Owner’s adjusted tax basis in the Exchange Securities surrendered therefor (reduced by the Owner’s adjusted tax basis in the portion, if any, of the Exchange Securities treated as retired in connection with the cash an Owner receives as a result of rounding downward to the nearest \$1,000 of the aggregate principal amount of the New Securities the Owner receives). In addition, solely for purposes of determining the accruals of any additional market discount on the New Securities, an Owner should increase the Owner’s adjusted tax basis by the amount of any accrued but unrecognized market discount on the Exchange Securities that the Owner is required to treat as market discount on the New Securities under the Revenue Procedure. Moreover, an Owner’s holding period for New Securities (other than those New Securities received for accrued interest on the Exchange Securities) will include the Owner’s holding period for the Exchange Securities.

The New Securities should be considered newly acquired debt instruments for purposes of any elections or identification requirements of U.S. federal income tax laws. Several such elections, including elections regarding the treatment of market discount and bond premium, are discussed in the Offering Circular under the heading “Certain United States Federal Tax Consequences.”

Stated interest on the New Securities will be taxed as described in the Offering Circular under the headings “Certain United States Federal Tax Consequences — U.S. Owners — Payments of Interest” and “Certain United States Federal Tax Consequences — Non-U.S. Owners — Interest,” as applicable.

For a summary of certain other U.S. federal income tax consequences of holding the New Securities, see “Certain United States Federal Tax Consequences” in the Offering Circular.

Information Reporting and Backup Withholding

Any amount of New Securities received with respect to accrued interest on the Exchange Securities and the cash payment, if any, received as a result of rounding downward to the nearest \$1,000 of the aggregate principal amount of the New Securities an Owner receives may be subject to information reporting and backup withholding. The rules governing information reporting and backup withholding are described in the Offering Circular under the heading “Certain United States Federal Tax Consequences — Information Reporting and Backup Withholding.”

THE U.S. FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY AND MAY NOT BE APPLICABLE DEPENDING UPON AN OWNER’S PARTICULAR SITUATION. OWNERS SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO THEM OF THEIR PARTICIPATION IN ANY EXCHANGE OFFER AND THE OWNERSHIP AND DISPOSITION OF THE NEW SECURITIES, INCLUDING THE TAX CONSEQUENCES UNDER THE TAX LAWS OF THE UNITED STATES, STATES, LOCALITIES, COUNTRIES OTHER THAN THE UNITED STATES AND ANY OTHER TAXING JURISDICTIONS AND THE POSSIBLE EFFECTS OF CHANGES IN SUCH TAX LAWS.

LUXEMBOURG TAXATION

The following is a general description of certain Luxembourg tax considerations relating to the exchange of Exchange Securities for New Securities. It does not purport to be a complete analysis of all tax considerations relating to the exchange of Exchange Securities for New Securities, whether in Luxembourg or elsewhere. Holders of Exchange Securities should consult their own tax advisers as to which countries' tax law could be relevant to exchanging Exchange Securities for New Securities and receiving payments of interest, principal and/or other amounts under the exchange of Exchange Securities for New Securities and the consequences of such an exchange under the tax law of those countries. This summary is based upon the law as in effect on the date of this Supplement. The information and analysis contained within this section are limited to taxation issues, and Holders of Exchange Securities should not apply any information or analysis set out below to other areas, including (but not limited to) the legality of transactions involving the exchange of Exchange Securities for New Securities. Under the existing law of Luxembourg:

(A) Withholding Tax

All payments of interest and principal by the Luxembourg Exchange Agent under the exchange of Exchange Securities for New Securities can be made free and clear of any withholding or deduction for or on account of any taxes of whatsoever nature imposed, levied, withheld, or assessed by Luxembourg or any political subdivision or taxing authority thereof or therein. See, however paragraph (G) below, which may be applicable in the event Freddie Mac appoints the Luxembourg Exchange Agent as a Luxembourg paying agent within the meaning of the EU Directive on the Taxation of Savings Income;

(B) Taxes on Income and Capital Gains

A Holder of an Exchange Security who derives income from the exchange of Exchange Securities for New Securities or who realizes a gain on the disposal or redemption thereof will not be subject to Luxembourg taxation on such income or capital gains unless:

- (i) such Holder is, or is deemed to be, resident in Luxembourg for Luxembourg tax purposes (or for the purposes of the relevant provisions); or
- (ii) such income or gain is attributable to an enterprise or part thereof which is carried on through a permanent establishment or a permanent representative in Luxembourg;

(C) Net Wealth Tax

Luxembourg net wealth tax will not be levied on a Holder of an Exchange Security on or because of the exchange of Exchange Securities for New Securities unless:

- (i) such Holder is, or is deemed to be, resident in Luxembourg for the purpose of the relevant provisions; or
- (ii) such Exchange Security is attributable to an enterprise or part thereof which is carried on through a permanent establishment or a permanent representative in Luxembourg;

(D) Value Added Tax

There is no Luxembourg value-added tax payable in respect of payments in consideration for the exchange of Exchange Securities for New Securities or in respect of the payment of interest or principal under the exchange of Exchange Securities for New Securities;

(E) Other Taxes and Duties

It is not compulsory that the exchange of Exchange Securities for New Securities be filed, recorded or enrolled with any court or other authority in Luxembourg or that registration tax, transfer tax, capital tax, stamp duty or any other similar tax or duty (other than court fees and contributions for the registration with the Chamber of Commerce) be paid in respect of or in connection with the execution, delivery and/or

enforcement by legal proceedings (including any foreign judgment in the courts of Luxembourg) of the exchange of Exchange Securities for New Securities in accordance therewith. However, ad valorem registration duties may be due on the Exchange Securities where the exchange of Exchange Securities for New Securities is voluntarily registered, or where registration is ordered following (i) notarization of the exchange of Exchange Securities for New Securities; (ii) reference to the exchange of Exchange Securities for New Securities in a public deed; or (iii) production of or reference to the exchange of Exchange Securities for New Securities in judicial proceedings in Luxembourg or before any other Luxembourg official authority (autorité constituée);

(F) Residence

A Holder of an Exchange Security or a New Security will not become resident, or deemed to be resident, in Luxembourg by reason only of the exchange of Exchange Securities for New Securities or the execution, performance, delivery and/or enforcement of that exchange; and

(G) EU Directive on the Taxation of Savings Income

On June 3, 2003, the EU Council of Economic and Finance Ministers adopted a new directive regarding the taxation of savings income. The directive has been scheduled to be applied by Member States beginning July 1, 2005, provided that certain non-EU countries adopt similar measures as of the same date. Under the directive, each Member State will be required to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to an individual resident in that other Member State. For a transitional period, however, Austria, Belgium and Luxembourg will be permitted to apply an optional information reporting system whereby if a beneficial owner does not comply with one of two procedures for information reporting, the Member State will levy a withholding tax on payments to such beneficial owner, at rates rising over the course of the transitional period to 35%. The transitional period is to commence on the date from which the directive is to be applied by Member States and to terminate at the end of the first fiscal year following agreement by certain non-EU countries to the exchange of information relating to such payments. See “European Union Directive on the Taxation of Savings Income in the Form of Interest Payments (Council Directive 2003/48/EC).”

CANADIAN FEDERAL INCOME TAXATION

The following is a general summary of the principal Canadian federal income tax consequences of the Exchange Offers to a holder of Exchange Securities who holds the Exchange Securities and New Securities acquired by the holder pursuant to an Exchange Offer, as capital property, deals at arm’s length and is not affiliated with Freddie Mac and is resident or is deemed to be resident in Canada at all relevant times for purposes of the *Income Tax Act* (Canada) (the “Tax Act”) (each such holder hereinafter referred to as a “Canadian Owner”). This summary is based on the current provisions of the Tax Act and regulations thereunder, an understanding of the current administrative practices of the Canada Revenue Agency (the “CRA”), and all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this Supplement. This summary does not otherwise take into account or anticipate changes in the law, whether by judicial, governmental or legislative decision or action, or in administrative practices, nor does it address provincial, territorial or foreign income tax considerations that may affect a Canadian Owner’s tax treatment. This summary does not address the Canadian federal income tax considerations applicable to Canadian Owners of Exchange Securities or New Securities that are “financial institutions” as defined in the Tax Act for the purposes of certain rules applicable to any income, gain or loss arising from a “mark-to-market” property or a “specified debt obligation” and it does not address the application of alternative minimum tax to individuals.

The following summary is of a general nature only and is not intended to be, and should not be construed to be, legal or tax advice to any Canadian Owner of Exchange Securities or New Securities and no representation with respect to the tax consequences to any particular Canadian Owner is made. Accordingly,

Canadian Owners should consult with their own tax advisors as to the income tax consequences relevant to the Exchange Offers, having regard to their particular circumstances.

For the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the Exchange Securities and New Securities, including interest, adjusted cost base and proceeds of disposition, must be converted into Canadian dollars for the purposes of the Tax Act.

Consequences of Tendering Exchange Securities

The exchange of Exchange Securities for New Securities pursuant to the Exchange Offers may not be considered to be a taxable transaction for purposes of the Tax Act if the exchange does not result in substantial changes to the fundamental terms of the obligations of Freddie Mac to the exchanging Canadian Owner. However, it is likely that such an exchange will be a taxable transaction and the discussion below assumes that this is the case. A Canadian Owner is urged to consult with the Canadian Owner's own tax advisor before taking the position that an exchange of Exchange Securities is not a taxable transaction.

A Canadian Owner who tenders an Exchange Security pursuant to an Exchange Offer will be considered to have disposed of the Exchange Security and to have realized a capital gain (or a capital loss) to the extent that the proceeds of disposition of the Exchange Security, net of any reasonable costs of the disposition, exceed (or are less than) the adjusted cost base of the Exchange Security to the Canadian Owner immediately before the disposition. The Canadian Owner's proceeds of disposition will be the fair market value of the New Securities acquired in exchange for the Exchange Security plus the amount of any cash received on the exchange and minus an adjustment for interest described in the paragraph immediately below.

Upon the disposition of an Exchange Security occurring as a result of its exchange pursuant to an Exchange Offer, interest accrued thereon to the date of disposition and not yet due will be included in computing the Canadian Owner's income, except to the extent that such amount was otherwise included in the Canadian Owner's income, and will be excluded in computing the Canadian Owner's proceeds of disposition of the Exchange Security. In addition, to the extent that subsection 18(9.1) of the Tax Act deems a portion of the value of a New Security (or a Residual Cash Amount) received by a Canadian Owner in exchange for an Exchange Security to be interest, such deemed interest also will be included in the Canadian Owner's income as interest and will be excluded from the determination of the Canadian Owner's proceeds of disposition. Subsection 18(9.1) indicates that where Freddie Mac pays a bonus as a result of the redemption of an Exchange Security before its maturity and the bonus cannot reasonably be considered to be made in respect of the substitution or conversion of the Exchange Security to another debt obligation, the bonus will be deemed to be interest received by the Canadian Owner at the time of the exchange to the extent that it can reasonably be considered to relate to, and does not exceed the value at the time of the bonus payment of, the interest that would have been paid or payable on the Exchange Security for a taxation year ending after the bonus payment. The application of subsection 18(9.1) to an exchange pursuant to an Exchange Offer is unclear. Although a portion of the New Securities (or a Residual Cash Amount) received by an exchanging Canadian Owner could be characterized as a bonus for purposes of subsection 18(9.1), it also would be reasonable to consider that subsection 18(9.1) would not apply because such bonus was paid in respect of the substitution of New Securities for Exchange Securities. Therefore, Canadian Owners are cautioned that treating none of the value of New Securities (and any Residual Cash Amount) received by them pursuant to the exchange as being an amount that is deemed to be interest under subsection 18(9.1) potentially might be successfully challenged by the CRA. Canadian Owners accordingly are urged to consult with their own tax advisors.

The cost to a Canadian Owner of New Securities acquired in exchange for Exchange Securities will be equal to their fair market value at the time of acquisition, and must be averaged with the adjusted cost base of all other New Securities held as capital property by the Canadian Owner for the purpose of calculating the adjusted cost base of such New Securities.

One-half of the amount of any capital gain (a "taxable capital gain") realized by a Canadian Owner in a taxation year generally must be included in the income of the Canadian Owner for the year, and one-half of any capital loss (an "allowable capital loss") realized by a Canadian Owner in a taxation year may be

deducted from taxable capital gains realized by the Canadian Owner in that year. Allowable capital losses in excess of taxable capital gains may generally be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years to the extent and under the circumstances described in the Tax Act. However, any loss realized on a disposition of an Exchange Security may be suspended or denied if the Canadian Owner of the Exchange Security or a person affiliated with such Canadian Owner acquires an Exchange Security or certain other property considered identical to the Exchange Security within the period commencing 30 days before, and ending 30 days after, the disposition of the Exchange Security giving rise to the loss. A New Security will not be considered identical property to an Exchange Security for this purpose. Canadian Owners to whom such rules may be relevant should consult their own tax advisors. A Canadian Owner that is a “Canadian-controlled private corporation,” as defined in the Tax Act, may be liable to pay an additional refundable tax of 6²/₃% on certain investment income, including taxable capital gains.

Interest on New Securities

A Canadian Owner of a New Security acquired through an Exchange Offer that is a corporation, partnership, unit trust or trust of which a corporation or partnership is a beneficiary will be required to include in its income for a taxation year all interest on the New Security that accrues or is deemed to accrue to a Canadian Owner to the end of that taxation year or becomes receivable or is received by it before the end of that year, to the extent that such interest was not included in computing the income of the Canadian Owner for a preceding taxation year.

Any other Canadian Owner, including an individual, will be required to include in computing income for a taxation year all interest on a New Security that is received or receivable by the Canadian Owner in that year (depending upon the method regularly followed by the Canadian Owner in computing income), to the extent that it was not included in the income of the Canadian Owner for a preceding taxation year.

On a disposition or deemed disposition of a New Security, including a purchase by Freddie Mac or a repayment by Freddie Mac upon maturity, the Canadian Owner generally will be required to include in computing the Canadian Owner’s income for the taxation year in which the disposition occurs all interest on the New Security that has accrued or is deemed to have accrued to the Canadian Owner from the last interest payment date to the extent that such interest has not otherwise been included in its income for the year or a preceding year.

A Canadian Owner that is a “Canadian-controlled private corporation,” as defined in the Tax Act, may be liable for an additional refundable tax of 6²/₃% on certain investment income including interest.

Disposition of New Securities

In general, a disposition or deemed disposition of a New Security will give rise to a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition, net of accrued interest or any amounts deemed to be interest and any reasonable cost of disposition, exceed (or are less than) the adjusted cost base of the New Security to the Canadian Owner immediately before the disposition. However, any loss realized on a disposition of a New Security may be suspended or denied if the Canadian Owner of the New Security or a person affiliated with such Canadian Owner acquires a New Security or certain other property considered identical to the New Security within the period commencing 30 days before, and ending 30 days after, the disposition of the New Security giving rise to the loss. Canadian Owners to whom such rules may be relevant should consult their own tax advisors. Any capital gain or capital loss that is recognized from the disposition of a New Security will be treated, for Canadian income tax purposes, in the same manner as capital gains and capital losses arising from a disposition of Exchange Securities as discussed above under the heading “Canadian Federal Income Taxation — Consequences of Tendering Exchange Securities.”

Eligibility for Investment/Foreign Property

On the date of issue, the New Securities will be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans and deferred

profit sharing plans other than deferred profit sharing plans to which Freddie Mac or a corporation with which it does not deal at arm's length makes contributions. The New Securities will constitute "foreign property" for purposes of Part XI of the Tax Act. Certain proposed amendments to the Tax Act, if enacted in their current form, would repeal the tax on foreign property under such Part for months that end after 2004.

JURISDICTIONAL RESTRICTIONS

General

Each Exchange Offer may be made and the New Securities may be offered or sold only where it is legal to do so. The Dealer Manager has represented and agrees to the extent applicable that it will comply with all applicable laws and regulations in each jurisdiction outside of the United States in which it may conduct the Exchange Offers. The Dealer Manager also has agreed to comply with certain selling restrictions relating to certain countries. We and the Dealer Manager may modify these selling restrictions at any time.

This Supplement, the Offering Circular, the Pricing Supplement or any other applicable supplement or amendment is not an offer to sell or buy or a solicitation of an offer to buy or sell any securities other than the New Securities or Exchange Securities or an offer to sell or buy or a solicitation of an offer to buy or sell New Securities or Exchange Securities in any jurisdiction or in any other circumstance in which such an offer or solicitation is unlawful or not authorized.

Canada

General

The Exchange Offers and the Cash Offering in Canada are being made solely by this Supplement and the Pricing Supplement and not through any advertisement of the Exchange Offers or the Cash Offering in any printed media of general and regular paid circulation, radio, television or any other form of advertising. Any decision to participate in the Exchange Offers or the Cash Offering should be based solely on the information contained herein. No person has been authorized to give any information or make any representations other than those made herein.

In Canada, the Exchange Offers and the Cash Offering are being made on a private placement basis solely in the provinces of Ontario, Québec, Manitoba and British Columbia (the "Canadian Offering Jurisdictions"). The Exchange Offers and the Cash Offering will be made through the Dealer Manager and the Dealers, respectively, or through their affiliates who are permitted under applicable securities laws to offer and sell the New Securities in the Canadian Offering Jurisdictions.

Distribution and Resale Restrictions

The distribution of New Securities in the Canadian Offering Jurisdictions is being made on a private placement basis and is exempt from the requirement under applicable Canadian securities legislation that we prepare and file a prospectus with the relevant Canadian securities regulatory authorities. Any resale of the New Securities must be made: (i) through an appropriately registered dealer or in accordance with an exemption from the dealer registration requirements of applicable Canadian securities legislation; and (ii) in accordance with, or pursuant to an exemption from, the prospectus qualification requirements of such Canadian securities legislation. These resale restrictions may in some circumstances apply to resales made outside of Canada. We are not a "reporting issuer" in any province or territory of Canada. Purchasers of the New Securities are advised to seek legal advice prior to any resale of the New Securities.

Representation and Agreement by Purchasers

Confirmations of the acceptance of offers to purchase any New Securities will be sent to purchasers in Canada who have not withdrawn their offers to purchase prior to the issuance of the confirmations. Each purchaser of New Securities in Canada who receives a purchase confirmation regarding the purchase of New

Securities will, by the purchaser's receipt thereof, be deemed to have represented to us, the Dealer Manager and the Dealers, as applicable, that the purchaser:

(a) is entitled under applicable provincial securities laws to purchase the New Securities without the benefit of a prospectus qualified under those securities laws and, in the case of purchasers in provinces other than Ontario, without the services of a dealer registered pursuant to those securities laws;

(b) is basing its investment decision solely on this Supplement and the Pricing Supplement and not on any other information concerning us, the Exchange Offers or the Cash Offering, as applicable;

(c) has reviewed and acknowledges the terms referred to above under the heading "Jurisdictional Restrictions — Canada — Distribution and Resale Restrictions";

(d) if in Ontario, is an "accredited investor" as defined in Ontario Securities Commission Rule 45-501 — Exempt Distributions ("Rule 45-501"), and is not an individual unless purchasing from a fully registered dealer within the meaning of Section 204 of the Regulation to the *Securities Act* (Ontario);

(e) if in Québec, (i) is a "sophisticated purchaser" within the meaning of Section 44 of the *Securities Act* (Québec) acting as principal; or (ii) is a "sophisticated purchaser" within the meaning of Section 45 of the *Securities Act* (Québec) acting for the portfolio of a person managed solely by it;

(f) if in British Columbia or Manitoba, is an "accredited investor" as defined in Multilateral Instrument 45-103 — Capital Raising Exemptions ("MI 45-103"); and

(g) is either purchasing New Securities as principal for its own account, or is deemed to be purchasing New Securities as principal for its own account in accordance with the applicable securities laws of the province in which such purchaser is resident, by virtue of being: (i) a designated trust company; (ii) a designated insurance company; (iii) a portfolio manager, or (iv) another entity similarly deemed by those laws to be purchasing as principal for its own account when purchasing on behalf of other beneficial purchasers.

Each purchaser of New Securities in Canada who receives a purchase confirmation hereby agrees that it is the purchaser's express wish that all documents evidencing or relating in any way to the sale of the New Securities be drafted in the English language only. *Chaque acheteur au Canada des valeurs mobilières recevant un avis de confirmation à l'égard de son acquisition reconnaît que c'est sa volonté expresse que tous les documents faisant foi ou se rapportant de quelque manière à la vente des valeurs mobilières soient rédigés uniquement en anglais.*

Responsibility

Except as otherwise expressly required by applicable law, no representation, warranty or undertaking (express or implied) is made and no responsibilities or liabilities of any kind or nature whatsoever are accepted by the Dealer Manager, Dealers or their affiliates as to the accuracy or completeness of the information contained in this Supplement.

Rights of Action for Damages or Rescission (Ontario Purchasers)

Rule 45-501 provides that when an offering memorandum, such as this Supplement, is delivered to an investor to whom securities are distributed in reliance upon the "accredited investor" prospectus exemption in Section 2.3 of Rule 45-501, the right of action referred to in Section 130.1 of the *Securities Act* (Ontario) ("Section 130.1") is applicable. Section 130.1 provides Ontario purchasers who purchase securities offered by an offering memorandum with a statutory right of action against the issuer of securities and any selling securityholder for rescission or damages in the event that the offering memorandum and any amendment to it contains a "misrepresentation". "Misrepresentation" means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading or false in the light of the circumstances in which it was made.

In the event that this Supplement or the Pricing Supplement, together with any amendment to it, is delivered to a prospective purchaser of New Securities in connection with a trade made in reliance on Section 2.3 of Rule 45-501, and this Supplement contains a misrepresentation which was a misrepresentation at the time of purchase of the New Securities, the purchaser will have a statutory right of action against us for damages or, while still the owner of the New Securities, for rescission, in which case, if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages, provided that:

(a) the right of action for rescission will be exercisable by a purchaser only if the purchaser gives notice to us, not more than 180 days after the date of the transaction that gave rise to the cause of action, that the purchaser is exercising this right; or, in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or (ii) three years after the date of the transaction that gave rise to the cause of action;

(b) we will not be liable if we prove that the purchaser purchased the New Securities with knowledge of the misrepresentation;

(c) we will not be liable for all or any portion of the damages that we prove do not represent the depreciation in value of the New Securities as a result of the misrepresentation relied upon;

(d) in no case will the amount recoverable exceed the price at which the New Securities were offered to the purchaser, and

(e) the statutory right of action for rescission or damages is in addition to and does not derogate from any other rights or remedies the purchaser may have at law.

This summary is subject to the express provisions of the *Securities Act* (Ontario) and the rules and regulations thereunder, and you should refer to the complete text of those provisions.

The rights discussed above are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities legislation and are subject to the defences contained therein.

Hong Kong

The Dealer Manager (and, in relation to the Cash Offering, each Dealer) has represented and agreed that:

(a) it has not offered or sold and will not offer or sell in Hong Kong any New Securities and has not made and will not make the Exchange Offer in Hong Kong, by means of any document, other than (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

(b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the New Securities or the Exchange Offer, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Securities subject to the terms of the Exchange Offer which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

Luxembourg

The new securities shall not be offered or sold to the public in or from the Grand-Duchy of Luxembourg, directly or indirectly, and neither this Supplement nor any form of application, advertisement or other material may be distributed or published in the Grand-Duchy of Luxembourg, unless the requirements of Luxembourg law concerning public offering of securities have first been met.

The Netherlands

The Exchange Offers are being made to persons in The Netherlands by Merrill Lynch International Limited, an affiliate of Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is authorized and regulated by the UK Financial Services Authority. The Exchange Offers are not being made to, and any offers will not be accepted from, or on behalf of Holders of Exchange Securities, and the New Securities may not be offered in The Netherlands, as part of their initial distribution or as part of any re-offering, and this Exchange Supplement may not be distributed and circulated, except to or from individuals or legal entities who or which trade or invest in securities in the conduct of a business or profession (“Professional Investors,” which includes banks, securities intermediaries (including dealers and brokers), insurance companies, pension funds, collective investment institutions, central governments, large international and supranational organisations, other institutional investors and other parties, including treasury departments of commercial enterprises, which as an ancillary activity regularly invest in securities) and the Dealer Manager and in respect of the Cash Offering the Dealers undertake with Freddie Mac that it will be made clear upon making the Exchange Offers or any offer of New Securities and from any and all documents or advertisements in which the Exchange Offers or the Cash Offering is publicly announced in The Netherlands that the Exchange Offers and the Cash Offering are made exclusively to such Professional Investors in The Netherlands.

Singapore

The Dealer Manager has acknowledged that this Supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Dealer Manager has represented and agreed that it has not offered or sold the New Securities pursuant to the Cash Offering or caused the New Securities pursuant to the Cash Offering to be made the subject of an invitation for subscription or purchase and will not offer or sell the New Securities pursuant to the Cash Offering or cause the New Securities pursuant to the Cash Offering to be made the subject of an invitation for subscription or purchase, nor will it circulate or distribute this Supplement or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the New Securities pursuant to the Cash Offering, whether directly or indirectly, to the public or any member of the public in Singapore other than (i) to an institutional investor specified in Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a sophisticated investor, and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

United Kingdom

The Exchange Offers and the Cash Offering are not being made to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995, as amended.

The communication of this Supplement is not being made and this Supplement has not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, this Exchange Supplement is not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of this Supplement as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of Investment Professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (the “Order”)) or persons who are within Article 43 of the Order or any person to whom it may otherwise lawfully be made.

VALIDITY OF NEW SECURITIES

The validity of the New Securities will be passed upon for Freddie Mac by our General Counsel (or one of our Deputy General Counsels) and for the Dealer Manager by Sidley Austin Brown & Wood LLP. The U.S. federal income tax consequences of the Exchange Offers and the New Securities will be passed upon by Shearman & Sterling LLP, Washington, D.C., special tax counsel to Freddie Mac.

LOCATION OF DEFINED TERMS

Each term listed below is defined or explained in this Supplement on the page indicated opposite such term. This reference guide is intended merely as a convenience and may not be complete.

Certain other terms used herein are defined in the Offering Circular. See “Appendix A — Location of Defined Terms” in the Offering Circular.

<u>Terms</u>	<u>Page</u>	<u>Terms</u>	<u>Page</u>
Acceptance Priority Level	cover, S-1	MI 45-103	S-28
Canadian Offering Jurisdictions	S-27	Misrepresentation	S-29
Canadian Owner	S-24	New Securities	cover, S-8
Cash Offering	cover	New Security Offering Price	S-2, S-14, B-1
Code	S-19	Non-U.S. Owner	S-19
Confirmation Message	S-10	Notification E-Mail Address	S-10
CRA	S-24	Offering Circular	cover, iii
Dealer Manager	S-5	Order	S-10, S-30
Exchange Cap	cover, S-1	Owner	S-19
Exchange Offer	cover	Pricing Date	S-2
Exchange Ratio	S-2, S-13, B-1	Pricing Supplement	ii
Exchange Securities	cover	Professional Investors	S-30
Exchange Security Delivery Date	S-4, S-9	Residual Cash Amount	S-3, S-14
Exchange Security Index Price	S-2, S-14, B-1	Reference Yield	S-2, S-14, B-1
Exchange Website	cover	Regulations	S-19
Exchange Yield	S-2, S-14, B-1	Revenue Procedure	S-20
Expiration Date	S-3, S-8, S-15	Rule 45-501	S-28
Fed Book-Entry System	S-4	Section 130.1	S-28
Fiscal Agents	S-6	Settlement Agent	S-5
Fixed Spread	S-2, S-14, B-1	Settlement Date	S-4, S-9
Freddie Mac	cover	SFA	S-30
Global Debt Facility	cover	Stabilization Manager	ii
Holder	cover	Supplement	cover
Information Agent	S-5	Tax Act	S-24
Information Statement	iii	U.S. Owner	S-19
Institution	S-9	U.S. Person	S-19
Issuer	S-1, S-6	Website Agreement	S-9
Luxembourg Exchange Agent	S-5		

Exchange Securities

The CUSIP number, ISIN, Acceptance Priority Level, interest rate, maturity date, principal amount outstanding, maximum amount to be exchanged and fixed spread for each issue of Exchange Securities subject to the Exchange Offers are set forth in the following table:

<u>CUSIP Number</u>	<u>ISIN</u>	<u>Acceptance Priority Level</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Approximate Amount Currently Outstanding (in millions)</u>	<u>Maximum Amount to Be Exchanged* (in millions)</u>	<u>Fixed Spread (in basis points)</u>
3134A 4 J T 2	US3134A4JT29	1	5.75%	January 15, 2012	\$6,435	\$3,000	7.5
3134A 4 H F 4	US3134A4HF43	2	5.50	September 15, 2011	4,721	1,721	6.0
3134A 3 5 H 5	US3134A35H52	3	6.875	September 15, 2010	7,022	3,000	-0.5
3134A 3 3 L 8	US3134A33L82	4	7.00	March 15, 2010	5,460	2,460	-4.5
3134A 3 M 7 8	US3134A3M787	5	6.625	September 15, 2009	5,700	2,700	-6.5

* Because we will not pro-rate tenders of \$1,000,000 or less in principal amount that are otherwise eligible for acceptance, in some cases we could accept for exchange more than the maximum amount shown for an issue of Exchange Securities.

Methodology

Part 1 of this Schedule is intended to provide a brief summary of the methodology to be used to calculate the Exchange Ratio for each issue of Exchange Securities. Part 2 of this Schedule sets forth hypothetical examples of the Exchange Ratio for each issue of Exchange Securities. Part 3 of this Schedule sets forth a formula for determining the price of a particular security (including accrued interest to but excluding the Settlement Date) based on a specified yield to maturity. This Schedule is not complete and is qualified in its entirety by the description contained in “The Exchange Offers — Calculation of Exchange Ratio” in the Exchange Supplement to which this Schedule is attached. If there is any conflict between the information contained in this Schedule and the description contained under such caption, the description contained under such caption shall control.

Part 1 Methodology

By 10:00 a.m., New York City time, on the first Business Day following the Expiration Date, the price per \$1,000 principal amount at which we will sell the New Securities to the public pursuant to the Cash Offering (the “New Security Offering Price”) will be determined in accordance with standard market practice by negotiation between us and representatives of the Dealers for the Cash Offering. At or about the same time, the Dealer Manager will determine the yield to maturity implied by this price (the “Reference Yield”) in accordance with standard market practice. The Reference Yield will be the yield to maturity that, pursuant to the formula in Part 3 below, results in a price per \$1,000 principal amount equal to the New Security Offering Price.

Next, for each issue of Exchange Securities, the Dealer Manager will use the formula in Part 3 below to calculate a price per \$1,000 principal amount (including accrued interest to but excluding the Settlement Date) (the “Exchange Security Index Price” for such Exchange Securities) intended to result in a yield to maturity (the “Exchange Yield” for such Exchange Securities) equal to the sum of (a) the Reference Yield and (b) the number of basis points applicable to such issue of Exchange Securities as identified on Schedule A (the “Fixed Spread” for such Exchange Securities).

Finally, for each issue of Exchange Securities, the Dealer Manager will calculate the principal amount of New Securities to be issued in exchange for each \$1,000 principal amount of such Exchange Securities (the “Exchange Ratio” for such Exchange Securities) by multiplying \$1,000 by (a) the Exchange Security Index Price for such Exchange Securities *divided by* (b) the New Security Offering Price. The Exchange Ratio will be expressed as a decimal and rounded to the seventh digit after the decimal point. (If the eighth digit to the right of the decimal point is five or greater, the seventh digit will be rounded up by one.)

Greater detail about the specific manner in which the Dealer Manager will determine Exchange Ratios is set forth under “The Exchange Offers — Calculation of Exchange Ratio.” The methodology described therein represents one of several possible approaches. Its formulation involved choices and judgments that are necessarily subjective. Each beneficial owner should independently analyze the value of the Exchange Securities and the New Securities and make an independent assessment of the terms of any Exchange Offer. Freddie Mac has not expressed any opinion as to whether the terms of any Exchange Offer are fair. Freddie Mac makes no recommendation as to whether any beneficial owner should tender Exchange Securities for exchange, and no one has been authorized by Freddie Mac to make any such recommendation.

Part 2 Hypothetical Examples

Determination of Exchange Ratio

For the 5.75% Reference Notes due January 15, 2012 (CUSIP No. 3134A4JT2; ISIN US3134A4JT29)
Exchange Consideration per \$1,000,000^{(1),(2)}

<u>Hypothetical Reference Yield</u>	<u>Fixed Spread (in basis points)</u>	<u>Hypothetical Exchange Yield⁽³⁾</u>	<u>Hypothetical Exchange Security Index Price⁽⁴⁾</u>	<u>Assumed New Security Offering Price</u>	<u>Hypothetical Exchange Ratio⁽⁵⁾</u>	<u>Face Amount of New Securities</u>	<u>Residual Cash Amount</u>
4.015%	7.50 bps	4.090%	111.964%	100.000%	1.1196366	\$1,119,000	\$636.60

Determination of Exchange Ratio

For the 5.50% Reference Notes due September 15, 2011 (CUSIP No. 3134A4HF4; ISIN US3134A4HF43)
Exchange Consideration per \$1,000,000^{(1),(2)}

<u>Hypothetical Reference Yield</u>	<u>Fixed Spread (in basis points)</u>	<u>Hypothetical Exchange Yield⁽³⁾</u>	<u>Hypothetical Exchange Security Index Price⁽⁴⁾</u>	<u>Assumed New Security Offering Price</u>	<u>Hypothetical Exchange Ratio⁽⁵⁾</u>	<u>Face Amount of New Securities</u>	<u>Residual Cash Amount</u>
4.015%	6.00 bps	4.075%	109.235%	100.000%	1.0923455	\$1,092,000	\$345.50

Determination of Exchange Ratio

For the 6.875% Reference Notes due September 15, 2010 (CUSIP No. 3134A35H5; ISIN US3134A35H52)
Exchange Consideration per \$1,000,000^{(1),(2)}

<u>Hypothetical Reference Yield</u>	<u>Fixed Spread (in basis points)</u>	<u>Hypothetical Exchange Yield⁽³⁾</u>	<u>Hypothetical Exchange Security Index Price⁽⁴⁾</u>	<u>Assumed New Security Offering Price</u>	<u>Hypothetical Exchange Ratio⁽⁵⁾</u>	<u>Face Amount of New Securities</u>	<u>Residual Cash Amount</u>
4.015%	-0.50 bps	4.010%	115.229%	100.000%	1.1522923	\$1,152,000	\$292.30

Determination of Exchange Ratio

For the 7.00% Reference Notes due March 15, 2010 (CUSIP No. 3134A33L8; ISIN US3134A33L82)
Exchange Consideration per \$1,000,000^{(1),(2)}

<u>Hypothetical Reference Yield</u>	<u>Fixed Spread (in basis points)</u>	<u>Hypothetical Exchange Yield⁽³⁾</u>	<u>Hypothetical Exchange Security Index Price⁽⁴⁾</u>	<u>Assumed New Security Offering Price</u>	<u>Hypothetical Exchange Ratio⁽⁵⁾</u>	<u>Face Amount of New Securities</u>	<u>Residual Cash Amount</u>
4.015%	-4.50 bps	3.970%	114.817%	100.000%	1.1481663	\$1,148,000	\$166.30

Determination of Exchange Ratio

For the 6.625% Reference Notes due September 15, 2009 (CUSIP No. 3134A3M78; ISIN US3134A3M787)
Exchange Consideration per \$1,000,000^{(1),(2)}

<u>Hypothetical Reference Yield</u>	<u>Fixed Spread (in basis points)</u>	<u>Hypothetical Exchange Yield⁽³⁾</u>	<u>Hypothetical Exchange Security Index Price⁽⁴⁾</u>	<u>Assumed New Security Offering Price</u>	<u>Hypothetical Exchange Ratio⁽⁵⁾</u>	<u>Face Amount of New Securities</u>	<u>Residual Cash Amount</u>
4.015%	-6.50 bps	3.950%	112.093%	100.000%	1.1209316	\$1,120,000	\$931.60

(1) The New Security is assumed to have a coupon of 4.015%.

(2) The assumed Settlement Date is June 21, 2005.

(3) The sum of the Reference Yield and the Fixed Spread.

(4) Based on Hypothetical Exchange Yield (includes accrued interest).

(5) Hypothetical Exchange Security Index Price divided by the Assumed New Security Offering Price.

Part 3 Formula to Price Securities Based on Yield to Maturity

Whenever in this Supplement there is a reference to a price per \$1,000 principal amount of securities intended to result from a specified yield to maturity on the Settlement Date, that price will be determined in accordance with market convention pursuant to the following formula.

Definitions

- PRICE = The price per \$1,000 principal amount (including accrued interest, if any, to but excluding the Settlement Date) of the security being priced, rounded to the second digit after the decimal point.
- N = The number of remaining cash payment dates for the securities being priced from but excluding the Settlement Date to and including the maturity date for such securities.
- CF_{*i*} = The aggregate amount of cash per \$1,000 principal amount scheduled to be paid on the securities being priced on the “*i*th” out of the N remaining cash payment dates from such securities. Scheduled payments of cash include interest and, on the applicable maturity date, principal.
- YLD = The specified yield to maturity (expressed as a decimal number).
- D_{*i*} = The number of days from and including the Settlement Date to but excluding the “*i*th” out of the N remaining cash payment dates for the securities being priced. The number of days is computed using the 30/360 day count method in accordance with market convention.
- / = Divide. The term immediately to the left of the division symbol is divided by the term immediately to the right of the division symbol before any other addition or subtraction operations are performed.
- exp = Exponentiate. The term to the left of the exponentiation symbol is raised to the power indicated by the term to the right of the exponentiation symbol.
- $\sum_{i=1}^N$ = Summate. The term to the right of the summation symbol is separately calculated “N” times (substituting for the “*i*” in that term each whole number between 1 and N, inclusive) and the separate calculations are then added together.

Formula to Determine Price (including accrued interest to but excluding the Settlement Date)

$$\text{PRICE} = \sum_{i=1}^N \left[\frac{\text{CF}_i}{(1 + \text{YLD}/2)^{\exp(D_i/180)}} \right]$$

The information in this preliminary Pricing Supplement is subject to completion. We may not sell these securities until the Pricing Supplement is delivered in final form. This preliminary Pricing Supplement is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Annex 1*

Preliminary Pricing Supplement dated June 10, 2005
Subject to Completion or Amendment

PRICING SUPPLEMENT DATED June 17, 2005
(to Offering Circular Dated April 2, 2004)

US\$



Freddie Mac

GLOBAL DEBT FACILITY

% Fixed Rate Notes Due July 12, 2010

Reference Notes®

This Pricing Supplement relates to the Reference Notes® (the “Notes”) of the Federal Home Loan Mortgage Corporation (“Freddie Mac”) described below and should be read in conjunction with the Offering Circular dated April 2, 2004 (the “Offering Circular”) and all documents incorporated by reference in the Offering Circular including Freddie Mac’s Information Statement dated September 24, 2004 and any supplements to such Information Statement. Capitalized terms used in this Pricing Supplement and not otherwise defined in this Pricing Supplement have the meanings given to them in the Offering Circular.

The Notes are not suitable investments for all investors. In particular, no investor should purchase the Notes unless the investor understands and is able to bear the yield, market and liquidity risks associated with the Notes. See “Risk Factors” in the Offering Circular.

The Notes are obligations of Freddie Mac only. The Notes, including any interest or return of discount on the Notes, are not guaranteed by, and are not debts or obligations of, the United States or any agency or instrumentality of the United States other than Freddie Mac. The Notes are not tax-exempt. Non-U.S. owners generally will be subject to United States federal income and withholding tax unless they establish an exemption. Because of applicable U.S. securities law exemptions, we have not registered the Notes with any U.S. federal or state securities commission. No U.S. securities commission has reviewed the Offering Circular or this Pricing Supplement.

Certain persons participating in this offering may engage in transactions that stabilize, maintain or otherwise affect the price of the Notes. Such transactions may include stabilizing the purchase of Notes to cover syndicate short positions and the imposition of penalty bids. For a description of these activities, see “Distribution Arrangements” in the Offering Circular.

THIS PRICING SUPPLEMENT DOES NOT DESCRIBE ALL OF THE RISKS OF AN INVESTMENT IN THE NOTES. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR OWN FINANCIAL AND LEGAL ADVISORS AS TO THE RISKS ENTAILED BY AN INVESTMENT IN THE NOTES.

Certain Reference Note Terms

1. Title: % Fixed Rate Notes Due July 12, 2010

2. Form:

Book-Entry
Registered

DTC Registered
Global Registered

* The information in this preliminary Pricing Supplement is not complete and will be completed in accordance with the terms set forth under “Description of New Securities” in the Exchange Supplement. The information currently contained herein will not be changed. “Reference Notes” is a registered trademark of Freddie Mac.

3. Specified Payment Currency:
- a. Specified Interest Currency: U.S. dollars
 - b. Specified Principal Currency: U.S. dollars
4. Aggregate Original Principal Amount: \$
5. Issue Date: June 21, 2005
6. Denominations: \$2,000 and additional increments of \$1,000
7. Maturity Date: July 12, 2010

- a. Amount Payable on the Maturity Date
 - Fixed Principal Repayment Amount
 - 100% of principal amount
 - % of principal amount
 - Variable Principal Repayment Amount

8. Subject to Redemption Prior to Maturity Date:

- No
- Yes
- Mandatory
- Option of Freddie Mac
- Option of Holders

9. Payment Terms of the Notes:

- Fixed Rate
- Step
- Variable Rate
- Fixed/Variable Rate
- Zero Coupon

10. Interest:

- a. Frequency of Interest Payments
 - Annually
 - Semiannually
 - Quarterly
 - Monthly
 - Other:
- b. Interest Payment Dates: January 12 and July 12, commencing January 12, 2006
- c. Interest rate per annum: %
- d. Accrual method (i.e., day count convention)
 - 30/360
 - Actual/360
 - Actual/365 (fixed)
 - Actual/Actual
 - Actual/Actual (ISMA)

Additional Information Relating to the Notes

1. Identification Number(s)

- a. CUSIP: 3134A4VB7
- b. ISIN: US3134A4VB72
- c. Common Code:
- d. Other: N/A

2. Listing Application

- No
 Yes
 Luxembourg Stock Exchange
Stock Exchange of Singapore Limited
Other:

3. Eligibility for Stripping

- No
 Yes Interest for the first Interest Period may not be stripped.
 Minimum Principal Amount: \$

4. Governing Law

The Notes will be governed by the federal laws of the United States. The local laws of the State of New York will be deemed to reflect the federal laws of the United States, unless there is applicable precedent under federal law or the application of New York law would frustrate the purposes of the Freddie Mac Act or the Global Facility Agreement.

Offering

1. Pricing Date: June 17, 2005

2. Method of Distribution: Principal
Agent

3. Dealer Underwriting Commitment

a. Representative: Merrill Lynch, Pierce, Fenner & Smith Incorporated

b. Stabilizing Manager: Merrill Lynch, Pierce, Fenner & Smith Incorporated

4. Offering Price:

- Fixed Offering Price: %, plus accrued interest, if any, from the Issue Date
Variable Price Offering

5. Purchase Price to Applicable Dealer:

% of principal amount
Concession: %
Reallowance:

Settlement

1. Settlement Date: June 21, 2005
2. Settlement Basis
 - Delivery versus payment
 - Free delivery
3. Settlement Clearing System
 - U.S. Federal Reserve Banks
 - DTC
 - Euroclear
 - Clearstream, Luxembourg
 - Other

Other

Any questions concerning the terms of the Exchange Offers may be directed to the Dealer Manager at the address and telephone numbers set forth below.

The Dealer Manager for the Exchange Offers is:

Merrill Lynch & Co.

4 World Financial Center
New York, New York 10080
Attention: Liability Management Group
(888) 654-8637 (toll free)
(212) 449-4914
(Netherlands Investors only) +44-20-7995-3715

Any questions concerning the procedures for the Exchange Offers may be directed to the Settlement Agent at the address and telephone number set forth below.

The Settlement Agent for the Exchange Offers is:

The Bank of New York

101 Barclay Street 8W
New York, New York 10286
Attention: Corporate Trust Division — Corporate Finance Unit
(866) 587-4513 (toll free)
(212) 815-3189
FMSupport@bankofny.com

Any requests for additional copies of the Exchange Offer materials may be directed to the Information Agent or the Luxembourg Exchange Agent at the respective telephone numbers set forth below.

The Information Agent for the Exchange Offers is:

D.F. King & Co., Inc.

New York, New York
(888) 644-6071
Banks and Brokers Call Collect (212) 269-5550

The Luxembourg Exchange Agent for the Exchange Offers is:

Banque Générale Du Luxembourg S.A.

50, AV. J.F. Kennedy
L-2951
Luxembourg
352-4242-2686
E-mail: LAA@BGL.LU