

Supplement (To Offering
Circular Supplement
Dated May 10, 2007)

\$1,220,000,000
Freddie Mac
Reference REMICSM
Series R012, Class AB



Offered Certificates: Certificates of the REMIC Class shown below

Offering Terms: The Offered Certificates are offered by the Underwriters as specified herein, subject to sale by Freddie Mac and receipt and acceptance by the Underwriters, and subject to the Underwriters' right to reject any order in whole or in part

Closing Date: May 21, 2007

The Multiclass Certificates Offering Circular Supplement dated May 10, 2007 (the "Offering Circular Supplement") and the related Offering Circular dated January 1, 2007 (the "Offering Circular"), attached to this Supplement, describe the Series R012 Multiclass Certificates, including the Offered Certificates.

Capitalized terms used and not otherwise defined have the meanings assigned to them in the Offering Circular Supplement and the Offering Circular.

<u>REMIC Class</u>	<u>Outstanding Balance Offered</u>	<u>Principal Type(1)</u>	<u>Class Coupon</u>	<u>Interest Type(1)</u>	<u>Price to Public(2)</u>	<u>CUSIP Number</u>	<u>Final Payment Date</u>
AB	\$1,220,000,000	GMC/SEQ	5.5%	FIX	99.6328125%	31397GV31	December 15, 2020

(1) See *Appendix II* to the Offering Circular.
(2) Plus accrued interest from May 1, 2007.

The Offered Certificates may not be suitable investments for you. You should not purchase Certificates unless you have carefully considered and are able to bear the associated prepayment, interest rate, yield and market risks of investing in them. See *Certain Risk Considerations* in this Supplement and in the Offering Circular Supplement and *Risk Factors* in the Offering Circular.

You should purchase Offered Certificates only if you have read and understood this Supplement, the Offering Circular Supplement, the Offering Circular and the documents listed under *Available Information* in the Offering Circular Supplement.

We guarantee principal and interest payments on the Offered Certificates. These payments are not guaranteed by and are not debts or obligations of the United States or any federal agency or instrumentality other than Freddie Mac. The Offered Certificates are not tax-exempt. Because of applicable securities law exemptions, we have not registered the Offered Certificates with any federal or state securities commission. No securities commission has reviewed this Supplement.

Lead Underwriters
Merrill Lynch & Co. Morgan Stanley RBS Greenwich Capital

Co-Underwriters
Banc of America Securities LLC Barclays Capital Credit Suisse

Supplement dated May 16, 2007

GENERAL

The Offered Certificates receive monthly principal and interest as described in the Offering Circular Supplement. Investors in the Offered Certificates will receive payments beginning in the month after the Closing Date. The Offered Certificates represent approximately 97.76% of the outstanding principal balance of Series R012, Class AB.

The Guaranteed Maturity Class has a Final Payment Date earlier than the latest date by which it might be retired solely by payments on its underlying Assets. Holders of the Guaranteed Maturity Class will receive payments up to its Final Payment Date from payments made on the related Underlying REMIC Class. On its Final Payment Date, however, the Holders of the Guaranteed Maturity Class will be entitled to receive the entire outstanding principal balance of their Certificates, plus interest at the applicable Class Coupon accrued during the related Accrual Period, even if the related Underlying REMIC Class has not retired.

We will provide the Offered Certificates from our own portfolio. If all of the Offered Certificates are sold, we will continue to hold, after the Closing Date, approximately 2.24% of Series R012, Class AB, in our portfolio.

The Assets for Series R012, as of May 1, 2007, are identified in *Schedule I* to the Offering Circular Supplement. You can obtain current information concerning the Assets and the Offered Certificates from our Investor Inquiry Department or our Internet web-site as described on page 4 of the Offering Circular.

CERTAIN RISK CONSIDERATIONS

You will bear all of the market risks of your investment. The market value of your Offered Certificates will vary over time, primarily in response to changes in prevailing interest rates. If you sell your Offered Certificates when their market value is low, you may experience significant losses.

The underwriters named on the front cover (the “**Underwriters**”) intend to make a market for the purchase and sale of the Offered Certificates after the Closing Date, but have no obligation to do so. A secondary market may not develop. Even if one does develop, it may not be liquid enough to allow you to sell your Offered Certificates easily or at your desired price.

See *Certain Risk Considerations* in the Offering Circular Supplement and *Risk Factors* and *Prepayment and Yield Considerations* in the Offering Circular.

DECLINING BALANCES TABLE

The following table shows:

- Percentages of current balances (as of the Closing Date) that would be outstanding after each of the Payment Dates shown at various percentages of PSA.
- Corresponding weighted average lives.

We have prepared this table using (a) the Modeling Assumptions described in the Offering Circular Supplement, except that we have assumed the Mortgages have the characteristics of the PCs shown in *Schedule I — PC Schedule* of the Offering Circular Supplement and (b) the Closing Date of May 21, 2007.

Percentages of Current Balances Outstanding* and Weighted Average Lives

Date	AB					The Assets				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	198%	350%	500%	0%	100%	198%	350%	500%
Closing Date	100	100	100	100	100	100	100	100	100	100
May 15, 2008	98	94	90	83	77	99	95	92	87	82
May 15, 2009	97	86	76	61	48	97	89	81	70	59
May 15, 2010	95	77	62	41	24	96	82	70	54	41
May 15, 2011	93	69	50	26	8	94	76	61	42	28
May 15, 2012	90	62	40	14	0	93	70	53	33	19
May 15, 2013	88	55	30	4	0	91	65	46	25	13
May 15, 2014	86	48	22	0	0	89	60	39	20	9
May 15, 2015	83	42	15	0	0	87	55	34	15	6
May 15, 2016	80	36	9	0	0	85	50	29	12	4
May 15, 2017	77	31	4	0	0	82	46	25	9	3
May 15, 2018	74	26	0	0	0	80	42	21	7	2
May 15, 2019	71	21	0	0	0	77	38	18	5	1
May 15, 2020	68	16	0	0	0	75	35	16	4	1
May 15, 2021	0	0	0	0	0	72	31	13	3	1
May 15, 2022	0	0	0	0	0	69	28	11	2	0
May 15, 2023	0	0	0	0	0	66	25	9	2	0
May 15, 2024	0	0	0	0	0	62	22	8	1	0
May 15, 2025	0	0	0	0	0	58	20	6	1	0
May 15, 2026	0	0	0	0	0	54	17	5	1	0
May 15, 2027	0	0	0	0	0	50	15	4	1	0
May 15, 2028	0	0	0	0	0	46	13	3	0	0
May 15, 2029	0	0	0	0	0	41	11	3	0	0
May 15, 2030	0	0	0	0	0	36	9	2	0	0
May 15, 2031	0	0	0	0	0	31	7	2	0	0
May 15, 2032	0	0	0	0	0	25	6	1	0	0
May 15, 2033	0	0	0	0	0	19	4	1	0	0
May 15, 2034	0	0	0	0	0	13	3	0	0	0
May 15, 2035	0	0	0	0	0	6	1	0	0	0
May 15, 2036	0	0	0	0	0	2	0	0	0	0
May 15, 2037	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (Years)	11.6	7.2	4.5	2.8	2.1	18.5	10.7	7.1	4.5	3.2

* Rounded to nearest whole percentage.

APPLICATION OF PROCEEDS

We intend to use the net cash proceeds received from the sale of the Offered Certificates to provide funds for general corporate purposes, including the purchase and financing of Mortgages.

PLAN OF DISTRIBUTION

Under an agreement with the Underwriters, we have agreed to sell the Offered Certificates to the Lead Underwriters and to the Co-Underwriters at a price of 99.539063%, plus accrued interest from May 1, 2007.

The underwriting commitments of the Underwriters are as follows:

<u>Lead Underwriters</u>	<u>Underwriting Commitment</u>
Greenwich Capital Markets, Inc.	\$ 306,666,667
Merrill Lynch, Pierce, Fenner & Smith Incorporated	306,666,667
Morgan Stanley & Co. Incorporated	306,666,666
<u>Co-Underwriters</u>	<u>Underwriting Commitment</u>
Banc of America Securities LLC	\$ 100,000,000
Barclays Capital Inc.	100,000,000
Credit Suisse Securities (USA) LLC	100,000,000
Total	<u>\$1,220,000,000</u>

The Underwriters intend initially to offer the Offered Certificates to the public at the offering price set forth on the cover of this Supplement. After the initial public offering, the Underwriters may offer the Offered Certificates at varying prices to be determined at the time of sale, plus accrued interest from the first day of the then current Accrual Period. The Underwriters are offering the Offered Certificates subject to their sale by us and subject to the Underwriters' right to reject any order. The Underwriters may make sales to or through securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Underwriters and commissions from any purchasers for which they act as agents.

Our agreement with the Underwriters provides that we will indemnify them against certain liabilities.

The Offered Certificates are not being offered in any jurisdiction that prohibits their offer. See *Appendix A* to this Supplement and *Appendix B* to the Offering Circular Supplement.

JURISDICTIONAL RESTRICTIONS

General

Each offering may be made and the Offered Certificates may be offered or sold only where it is legal to do so. The Underwriters will represent and agree to the extent applicable that they will comply with all applicable laws and regulations in each jurisdiction outside of the United States in which they may conduct an offering of Offered Certificates.

This Supplement does not constitute an offer to sell or buy or a solicitation of an offer to buy or sell any securities other than the Offered Certificates or an offer to sell or buy or a solicitation of an offer to buy or sell Offered Certificates in any jurisdiction or in any other circumstance in which such an offer or solicitation is unlawful or not authorized.

See *Appendix B* to the Offering Circular Supplement.

Taiwan

The Offered Certificates may be made available for purchase outside Taiwan by investors residing in Taiwan (either directly or through properly licensed Taiwan intermediaries acting on behalf of such investors) but may not be offered or sold in Taiwan.

If you intend to purchase the Offered Certificates, you should rely only on the information in this Supplement, the Offering Circular Supplement and the Offering Circular, including the information in the disclosure documents that we have incorporated by reference. We have not authorized anyone to provide you with different information.

This Supplement, the Offering Circular Supplement, the Offering Circular and the incorporated documents may not be correct after their dates.

We are not offering the Offered Certificates in any jurisdiction that prohibits their offer.

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\$1,220,000,000

Freddie Mac

**Reference REMICSM
Series R012, Class AB**



Lead Underwriters

**Merrill Lynch & Co.
Morgan Stanley
RBS Greenwich Capital**

Co-Underwriters

**Banc of America Securities LLC
Barclays Capital
Credit Suisse**

May 16, 2007