
Subject to the terms and conditions of the Freddie Mac *Single-Family Seller/Service Guide* (Guide), the Federal Home Loan Mortgage Corporation ("Freddie Mac" or "FHLMC") hereby accepts the offer of the Seller named below on the terms stated below (1) to sell to Freddie Mac mortgages or participation interest in mortgages ("Mortgages") in accordance with the Purchase Documents as defined in the Guide (all of which are fully incorporated herein by reference) and (2) to purchase from Freddie Mac mortgage participation certificates (PC's) representing undivided interest in a pool of mortgages of which such mortgages are a part, which PC's are described in Freddie Mac's offering circular for Mortgage Participation Certificates as in effect on the Date of Seller's Offer and has the PC Coupon and PC Pool number set forth below.

Unless otherwise agreed by Freddie Mac and the Seller, (i) the terms of the Purchase Documents in effect on the Date of Seller's Offer shall apply for sales under mandatory delivery contracts, including mandatory delivery purchase contracts under optional delivery master commitments, (ii) the terms of the Purchase Documents in effect on the Date of Delivery shall apply for sales under optional delivery purchase contracts, excluding optional delivery purchase contracts under mandatory delivery master commitments, and (iii) the terms of the Purchase Documents in effect on the Date of the Master Commitment shall apply to all purchase contracts under mandatory delivery master commitments.

----- Offer Accepted by Freddie Mac -----

FHLMC Product Number
Program
Purchase Contract Number
Delivery Date
Contract Commitment Amount \$
(Freddie Mac's Interest)
Master Commitment Number
Minimum Servicing Fee..... %
Required Spread..... %
Date of Seller's Offer
Mortgage Coupon Range - %, inclusive
PC Coupon..... %
CUSIP Number
Last Settlement Date.....
Commitment Fee \$
(The Commitment Fee must be submitted with
an executed copy of this Purchase Contract)

Special Instructions:

Receipt of Contract Hereby Acknowledged by Seller

S/S:
Seller:
Address:

BY: _____
Signature of Authorized Representative

Print Name and Title

Date of Acknowledgement ___ / ___ / ___

Federal Home Loan Mortgage Corporation
By Signature Authority of:

David A. Andrukonis
S.V.P. / G.M. Seller Division

Agreement to Service Mortgages
The Seller hereby agrees to service all Mortgages sold hereunder in accordance with the terms of the unitary, indivisible master servicing contract comprised of the *Single-Family Seller/Service Guide*, applicable bulletins, the applicable MIDANET Users' Guide (or the MIDAPHONE Users' Guide), and any other applicable purchase documents, all of which are fully incorporated herein by reference.

BY: _____
Signature of Authorized Representative

Print Name and Title

Date of Acknowledgement ___ / ___ / ___

This contract is signed pursuant to a telephone commitment.

Execute in duplicate and submit either copy to
Freddie Mac.